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THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.



BARCLAYS PLC

(Incorporated with limited liability in England and Wales, registered number 00048839)
(the "**Issuer**")

to all holders of the outstanding securities listed in the table on the following page
(each a "**Series**" and, together, the "**Securities**")

The Issuer has today given a Notice of Separate Holder Meetings (the "**Notice of the Meetings**") in respect of the Securities for the purpose of soliciting consent from the Holders to the modification of the terms and conditions (the "**Conditions**") of the relevant Series and consequential or related amendments to the relevant Trust Deed for the relevant Series of Securities such that: **(A)** in the case of the Sterling AT1 Securities (as defined below), (i) upon the occurrence of an Index Cessation Event (as defined in the Consent Solicitation Memorandum) in respect of six-month sterling London Inter Bank Offered Rate ("**LIBOR**"): (a) the LIBOR linked mid-swap rate is replaced by a Sterling Overnight Index Average ("**SONIA**") linked mid-swap rate; (b) an adjustment is made to reflect the economic difference between the LIBOR and SONIA rates (using the methodology for such adjustments contained in the ISDA IBOR Fallback Supplement (as defined in the Consent Solicitation Memorandum)) and (c) the margin applicable to each such Series of Securities remains unaltered; (ii) new fallbacks relating to SONIA are included; and (iii) further new fallbacks are included if a Benchmark Event occurs or there is a Successor Rate (in each case, as defined in the Consent Solicitation Memorandum) with respect to SONIA (or LIBOR, if the relevant Index Cessation Event has not occurred) or **(B)** in the case of the USD 7.875% AT1 Securities (as defined below), (i) upon the occurrence of an Index Cessation Event in respect of six-month U.S. dollar LIBOR: (a) the LIBOR linked mid-swap rate is replaced by an interest basis determined by reference to a U.S. Treasury rate; (b) an adjustment is made to reflect the economic difference between a LIBOR linked mid-swap rate and U.S. Treasury rates; (c) the margin applicable to such Series remains unaltered; (ii) new fallbacks relating to U.S. Treasury rates are included; and (iii) further new fallbacks are included if a Benchmark Event occurs or there is a Successor Rate with respect to LIBOR (if the relevant Index Cessation Event has not occurred), as proposed by the Issuer in relation to the respective Series, for approval by a separate extraordinary resolution of the holders of each such Series (each an "**Extraordinary Resolution**"), all as further described in the consent solicitation memorandum dated 23 November 2020 (the "**Consent Solicitation Memorandum**") (each such invitation a "**Consent Solicitation**" and together the "**Consent Solicitations**").

In light of the ongoing developments in relation to the Coronavirus (COVID-19), and current guidance issued by the UK Government, it may become impossible or inadvisable to hold each relevant Meeting at a physical location. Accordingly, in accordance with the provisions of the relevant Trust Deed, the Issuer has requested that the Trustee prescribes appropriate regulations regarding the holding of the relevant Meeting via teleconference. Each separate Meeting convened by the Issuer will be held by teleconference platform on 16 December 2020. The Issuer will take appropriate steps to ensure that only those who would otherwise be entitled to attend and vote at a physical meeting will be entitled to attend the teleconference.

No consent fee will be payable in connection with any Consent Solicitation.

THE SECURITIES

ISIN	Description	Outstanding principal amount	Trustee	Principal Paying Agent	Registrar
XS1274156097	£1,000,000,000 7.875 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2022 and Every Five Years Thereafter) (the " Sterling 7.875% AT1 Securities ")	£1,000,000,000	BNY Mellon Corporate Trustee Services Limited	The Bank of New York Mellon, London Branch	The Bank of New York Mellon, SA/NV, Luxembourg Branch
XS1481041587	U.S. \$1,500,000,000 7.875 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2022 and Every Five Years Thereafter) (the " USD 7.875% AT1 Securities ")	U.S. \$1,500,000,000	BNY Mellon Corporate Trustee Services Limited	The Bank of New York Mellon, London Branch	The Bank of New York Mellon, SA/NV, Luxembourg Branch.
XS1571333811	£1,250,000,000 7.250 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2023 and Every Five Years Thereafter) (the " Sterling 7.250% AT1 Securities ")	£1,250,000,000	BNY Mellon Corporate Trustee Services Limited	The Bank of New York Mellon, London Branch	The Bank of New York Mellon, SA/NV, Luxembourg Branch
XS1658012023	£1,250,000,000 5.875 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2024 and Every Five Years Thereafter) (the " Sterling 5.875% AT1 Securities ")	£1,250,000,000	BNY Mellon Corporate Trustee Services Limited	The Bank of New York Mellon, London Branch	The Bank of New York Mellon, SA/NV, Luxembourg Branch

(The Sterling 7.875% AT1 Securities, the Sterling 7.250% AT1 Securities and the Sterling 5.875% AT1 Securities, together, the "**Sterling AT1 Securities**")

1. NOTICE OF THE MEETINGS IN RESPECT OF THE SECURITIES

The Notice of the Meetings will be available for viewing at the following website:

http://www.rns-pdf.londonstockexchange.com/rns/0930G_1-2020-11-22.pdf

2. INDICATIVE TIMETABLE FOR THE CONSENT SOLICITATIONS

Set out below is an indicative timetable showing one possible outcome for the timing of the Consent Solicitations, which will depend, among other things, on timely receipt (and non-revocation) of instructions, the rights of the Issuer (where applicable) to extend, waive any condition of, amend and/or terminate any Consent Solicitations (other than the terms of the relevant Extraordinary Resolution) as described in the Consent Solicitation Memorandum and the passing of each Extraordinary Resolution at the initial Meeting for the relevant Series. Accordingly, the actual timetable may differ significantly from the timetable below.

Date/Time	Action
23 November 2020	Announcement of Consent Solicitations
(At least 21 clear days before the Meeting)	1. Notice of the Meetings to be delivered to the Clearing Systems. Notice of the Meetings released through the regulatory news service of the London Stock Exchange.

Date/Time

Action

Notice of the Meetings released through the official notices service of the SIX Swiss Exchange in relation to the meetings in respect of the Securities.

Electronic copies of the Consent Solicitation Memorandum to be available from the Tabulation Agent and electronic copies of the Holder Information (as defined in the Notice of the Meetings) to be available upon request from the Principal Paying Agent.

From this date, Holders may arrange for Securities held by Euroclear and/or Clearstream, Luxembourg in their accounts to be blocked in such accounts and held to the order and under the control of the Registrar in order to obtain a form of proxy (or a document to that effect) or give valid Consent Instructions or Ineligible Holder Instructions, to the Tabulation Agent.

Expiration Deadline.

By 5.00 p.m. (London time) (6.00 p.m. CET) on 11 December 2020

(48 hours before the Meeting exclusive of the day on which the Meeting is held)

2. Final time by which Holders have arranged for:
- (i) obtaining a form of proxy (or a document to that effect) from the Principal Paying Agent or Registrar (as applicable) in order to attend (via teleconference) and vote at the relevant Meeting; or
 - (ii) receipt by the Tabulation Agent of valid Consent Instructions or Ineligible Holder Instructions in accordance with the procedures of Euroclear and/or Clearstream, Luxembourg.

This will also be the deadline for making any other arrangements to attend (via teleconference) or be represented or to vote at the relevant Meeting.

3. Final time by which Holders have given notice to the Tabulation Agent (via the relevant Clearing Systems) of any intended revocation of, or amendment to, Consent Instructions or Ineligible Holder Instructions previously given by them.

From 10.00 a.m. (London time) (11.00 a.m. CET) on 16 December 2020

Holders' Meetings Held

4. The initial Meeting in respect of:
- (i) Sterling 7.875% AT1 Securities will commence at 10.00 a.m. (London time) (11.00 a.m. CET);
 - (ii) USD 7.875% AT1 Securities will commence at 10.15 a.m. (London time) (11.15 a.m. CET) or after the completion of the Sterling 7.875% AT1 Securities Meeting (whichever is later);
 - (iii) Sterling 7.250% AT1 Securities will commence at 10.30 a.m. (London time) (11.30 a.m. CET) or after the completion of the USD 7.875% AT1 Securities Meeting (whichever is later); and
 - (iv) Sterling 5.875% AT1 Securities will commence at 10.45 a.m. (London time) (11.45 a.m. CET) or after the completion of the Sterling 7.250% AT1 Securities Meeting (whichever is later).

<u>Date/Time</u>	<u>Action</u>
If the relevant Extraordinary Resolution is passed at the relevant Meetings:	
<i>Announcement of results of Meetings</i>	
As soon as reasonably practicable after the Meetings	<p>5. Announcement of (i) the results of the Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition released through the regulatory news service of the London Stock Exchange.</p> <p>Delivery of notice of (i) the results of the Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition to the Clearing Systems for communication to their account holders.</p> <p>Announcement of (i) the results of the Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition released on the official notices service of the SIX Swiss Exchange.</p>
Effective Date	<p>6. If the relevant Extraordinary Resolution is passed at the relevant initial Meeting (or at a subsequent adjourned Meeting) and the Eligibility Condition is satisfied, the relevant Supplemental Trust Deed will be executed by the Issuer and the Trustee and the modifications to the Conditions of the relevant Series described in the Consent Solicitation Memorandum will be implemented with effect from the Effective Date.</p>

If a quorum is not achieved at a Meeting or the quorum is achieved and the relevant Extraordinary Resolution is passed but the Eligibility Condition is not satisfied, such Meeting shall be adjourned and the adjourned Meeting of Holders for that Series will be held at a date as will be notified to the Holders in the notice of the adjourned Meeting.

Any adjourned Meeting will be held in accordance with the terms of the relevant Trust Deed. If the relevant Extraordinary Resolution is passed at such adjourned Meeting and the Eligibility Condition is satisfied in respect of the relevant Series, the relevant Supplemental Trust Deed will be executed by the Issuer and the Trustee and the modifications with respect to such Series described in the Consent Solicitation Memorandum will be implemented on the Effective Date. The Effective Date is subject to change in the case of an adjourned meeting.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities when such intermediary would need to receive instructions from a Holders in order for that Holders to be able to participate in, or revoke their instruction to participate in, the relevant Consent Solicitation before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Consent Instructions may be earlier than the relevant deadlines specified above.

Capitalised terms used but not defined herein shall have the meanings set out in the Consent Solicitation Memorandum.

DOCUMENTS AVAILABLE FOR INSPECTION

Electronic copies of (i) the Consent Solicitation Memorandum, (ii) the Notice of the Meetings, (iii) the current drafts of each Supplemental Trust Deed and (iv) any other ancillary documents being provided pursuant to the relevant Proposal will be available for inspection by Holders, upon request from the date of this Notice from the Principal Paying Agent and the Tabulation Agent during normal business hours on any week day (public holidays excepted) up to and including the date of the relevant Meeting, provided that, in each case a Holder will be required to produce evidence satisfactory to the Principal Paying Agent or the Tabulation Agent (as applicable) as to his or her status as a Holder before being provided with copies of the Holder Information.

Holders should contact the following for further information:

The Solicitation Agent

Barclays Bank PLC (in its capacity as Solicitation Agent), 5 The North Colonnade, London E14 4BB, United Kingdom
(Attention: Liability Management Group, Telephone: +44 20 3134 8515, Email: eu.lm@barclays.com)

The Tabulation Agent

Lucid Issuer Services Limited, Tankerton Works, 12 Argyle Walk, London WC1H 8HA, United Kingdom
(Attention: Arlind Bytyqi / Jacek Kusion, Telephone: +44 20 7704 0880, Email: barclays@lucid-is.com)

The Principal Paying Agent

The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom
(Attention: Conventional Debt Team 1, Email: corpsov1@bnymellon.com)

The Registrar

The Bank of New York Mellon SA/NV, Luxembourg Branch, 2-4 Rue Eugène Ruppert, 2453 Luxembourg
(Attention: CT Corporate Admin, Email: LUXMB_SPS@bnymellon.com)

This Notice is given by
BARCLAYS PLC
Dated 23 November 2020

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to any Consent Solicitation. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitations or the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustee, the Registrar or the Principal Paying Agent makes any recommendation whether Holders should participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.