

Drawdown Prospectus dated 13 January 2017



BARCLAYS PLC
(incorporated with limited liability in England and Wales)

Issue of £600,000,000 3.125 per cent. Notes due 2024 (the "Notes")

Issue Price: 99.560 per cent.

issued pursuant to the £60,000,000,000 Debt Issuance Programme of Barclays PLC and Barclays Bank PLC (the "Programme")

This drawdown prospectus (the "**Prospectus**") (which must, unless otherwise expressly set out herein, be read and construed as one document in conjunction with all documents incorporated by reference herein, including the sections of the base prospectus dated 3 August 2016 as supplemented by Supplement Number 1 to the base prospectus dated 28 October 2016 (together, the "**Base Prospectus**"), see "*Information Incorporated by Reference*") is prepared in connection with the issue of £600,000,000 aggregate principal amount of 3.125 per cent. Notes due 17 January 2024 (the "**Notes**") by Barclays PLC (the "**Issuer**", the "**Company**" or "**Barclays**") under the Programme. Terms used but not defined in this Prospectus shall have the same respective meanings as are ascribed to them in the Terms and Conditions of the Notes (the "**Conditions**") set out in "*Terms and Conditions of the Notes*" below.

From and including 17 January 2017 (the "**Issue Date**"), interest will accrue on the Notes at a rate of 3.125 per cent. per annum. Interest will be payable annually in arrear on 17 January of each year (each an "**Interest Payment Date**"), commencing on 17 January 2018.

The Notes will constitute the Issuer's direct, unconditional, unsecured and unsubordinated obligations, which will at all times rank *pari passu* among themselves and, in the event of the winding up or administration of the Issuer will rank *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law.

Unless previously redeemed or otherwise cancelled, the Notes will mature on 17 January 2024 (the "**Maturity Date**"). The Notes may be redeemed at the option of the Issuer in whole or in part during the period from and including 17 July 2017 to but excluding the Maturity Date, at the Make Whole Redemption Price, together with any accrued but unpaid interest to (but excluding) the date fixed for redemption. The Issuer may also redeem the Notes, in whole but not in part, at any time at 100 per cent. of their outstanding principal amount, together with any accrued but unpaid interest to (but excluding) the date fixed for redemption, upon the occurrence of certain tax events as described in Condition 10(b) (*Redemption for tax reasons*). Any such redemption may be subject to the PRA's prior consent (if such consent is then required by the Capital Regulations).

Application has been made for this Prospectus to be approved by the United Kingdom Financial Conduct Authority (the "**FCA**") under Part VI of the Financial Services and Markets Act 2000, as amended ("**FSMA**") as a prospectus issued in compliance with Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of the Notes. This Prospectus comprises a prospectus for the purpose of Article 5.4 of the Prospectus Directive. Applications have been made for the Notes to be admitted to listing on the Official List of the FCA (the "**Official List**") and to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**") on or about the Issue Date. The Regulated Market of the London Stock Exchange is a regulated market for the purposes of Directive 2004/39/EC on markets in financial instruments (the "**Market**"). References in this Prospectus to Notes being "**listed**" (and all related references) shall, unless the context otherwise requires, mean that the Notes have been admitted to the Official List and admitted to trading on the Market.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"). The Notes are being offered outside the United States by the Managers (as defined below) in accordance with Regulation S under the Securities Act ("**Regulation S**"), and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Notes will be in registered form in denominations of £100,000 and integral multiples of £1,000 in excess thereof. The Notes will be represented by an Unrestricted Global Certificate and will be sold outside the United States to non-U.S. persons in reliance on Regulation S. The Notes represented by the Unrestricted Global Certificate will be

registered in the name of a common safekeeper (or its nominee) for Clearstream Banking, S.A. ("**Clearstream, Luxembourg**") and/or Euroclear Bank S.A./N.V. ("**Euroclear**" and, together with Clearstream, Luxembourg, the "**Clearing Systems**") and deposited on or about the Issue Date with such common safekeeper. Beneficial interests in the Notes will be held through Clearstream, Luxembourg and/or Euroclear and their respective direct and indirect participants, and such direct and indirect participants will record beneficial interests on their books. The Issuer will not issue individual certificates in respect of the Notes except in the limited circumstances set out in "*Forms of the Notes – Global Certificate exchangeable for Individual Certificates*" in the Base Prospectus (incorporated by reference herein). Settlement of the Notes will occur through the Clearing Systems against payment for value on 17 January 2017.

The Notes are not deposit liabilities of the Issuer and are not covered by the United Kingdom Financial Services Compensation Scheme or insured by the U.S. Federal Deposit Insurance Corporation or any other governmental agency of the United States, the United Kingdom or any other jurisdiction.

The Notes are expected to be rated BBB, Baa2 and A, respectively by Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poors**"), Moody's Investors Service Ltd. ("**Moody's**") and Fitch Ratings Limited ("**Fitch**"), each of which are established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**"). **A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.**

Investing in the Notes involves certain risks. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the Notes are discussed under "Risk Factors" below.

Lead Manager

BARCLAYS BANK PLC

Co-Managers

BANCA IMI S.P.A.

BANCO POPULAR ESPAÑOL, S.A.

BANCO SANTANDER, S.A.

**BANK OF CHINA LIMITED, LONDON
BRANCH**

BANK OF MONTREAL, LONDON BRANCH

**BNY MELLON CAPITAL MARKETS EMEA
LIMITED**

COÖPERATIEVE RABOBANK U.A.

ERSTE GROUP BANK AG

LANDESBANK BADEN-WÜRTTEMBERG

LLOYDS BANK PLC

NATIONAL AUSTRALIA BANK LIMITED

NATIXIS SA

NOMURA INTERNATIONAL PLC

NORDEA BANK AB (PUBL)

SCOTIABANK EUROPE PLC

SMBC NIKKO CAPITAL MARKETS LIMITED

STANDARD CHARTERED BANK

SWEDBANK AB (PUBL)

UNITED OVERSEAS BANK LIMITED

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms used but not defined in this Prospectus shall have the same respective meaning as are ascribed to them in the Base Prospectus sections incorporated by reference herein.

This Prospectus must be read and construed with any information incorporated by reference herein (see "*Information Incorporated by Reference*" below).

The Issuer has confirmed to the Managers (as defined below) that this Prospectus contains all information with regard to it and its subsidiaries which is (in the context of the issue, offering and sale of the Notes) material, such information is true and accurate in all material respects and is not misleading and does not omit to state any other fact required (in the context of the issue, offering and sale of the Notes) to be stated herein or the omission of which would make any information contained herein misleading in any material respect and that all reasonable enquiries have been made to ascertain such facts and to verify the accuracy of all such information.

To the fullest extent permitted by law, none of Barclays Bank PLC (the "**Lead Manager**") and Banca IMI S.p.A., Banco Popular Español, S.A., Banco Santander, S.A., Bank of China Limited, London Branch, Bank of Montreal, London Branch, BNY Mellon Capital Markets EMEA Limited, Coöperatieve Rabobank U.A., Erste Group Bank AG, Landesbank Baden-Württemberg, Lloyds Bank plc, National Australia Bank Limited (ABN 12 004 044 937), Natixis S.A, Nomura International plc, Nordea Bank AB (publ), Scotiabank Europe plc, SMBC Nikko Capital Markets Limited, Standard Chartered Bank, Swedbank AB (publ) and United Overseas Bank Limited (together with the Lead Manager, the "**Managers**") or The Bank of New York Mellon, London Branch (the "**Trustee**") accept any responsibility for the contents of this Prospectus or for any other statement, made or purported to be made by the Trustee or a Manager or on its behalf in connection with the Issuer or the issue and offering of the Notes. The Trustee and each Manager accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which any of them might otherwise have in respect of this Prospectus or any such statement. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer under or in connection with the Notes.

Unauthorised Information

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Prospectus or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer, the Trustee or any Manager.

Neither the Managers nor any of their respective affiliates, nor the Trustee have authorised the whole or any part of this Prospectus and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Prospectus. Neither the delivery of this Prospectus nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in this Prospectus is true subsequent to the date hereof or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date thereof, or that any other information supplied in connection with the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. The Managers and the Trustee expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Notes nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Managers or the Trustee. Investors should review, *inter alia*, the most recent published financial statements of the Issuer when evaluating the Notes.

Restrictions on distribution

The distribution of this Prospectus and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer

and the Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Prospectus and other offering material relating to the Notes, see "*Subscription and Sale*" below and "*Transfer Restrictions*" incorporated by reference herein.

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Notes are being offered and sold in registered form and are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. This Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Neither this Prospectus nor any of the documents incorporated herein by reference constitutes an offer or an invitation to subscribe for or purchase any Notes and are not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Trustee or any of the Managers or any of them that any recipient of this Prospectus should subscribe for or purchase any Notes. Each recipient of this Prospectus shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

The Notes are complex financial instruments and such instruments may be purchased by investors as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risk of investing in the Notes and the information contained or incorporated by reference in this Prospectus;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes or where the currency for principal and interest payments is different from the currency in which such investor's financial activities are principally denominated;
- (iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (i) Notes are legal investments for it; (ii) Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Currency definitions

In this Prospectus, references to (i) "£", "GBP" or "**pounds sterling**" are to the lawful currency for the time being of the United Kingdom and Northern Ireland.

Certain figures included in this Prospectus have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

Stabilisation

In connection with the issue of the Notes, Barclays Bank PLC acting as the Stabilising Manager (the "Stabilising Manager") may over allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of a Stabilising Manager) will undertake stabilisation action.

Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager (or person(s) acting on behalf of any Stabilising Manager) in accordance with all applicable laws and rules.

FORWARD-LOOKING STATEMENTS

This Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act, with respect to the Issuer and its consolidated subsidiaries (the "**Group**"). The Issuer 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 or guidance regarding the Group's future financial position, income growth, assets, impairment charges, provisions, notable items, business strategy, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios and expected payment strategies), projected levels of growth in the banking and financial markets, projected costs or savings, original and revised commitments and targets in connection with the strategic cost programme, the March 2016 Group Strategy Update (as defined in the "*Information Incorporated by Reference*" section below), rundown of assets and businesses within Barclays Non-Core (as such unit is described in the Joint Annual Report (as defined in the "*Information Incorporated by Reference*" section below)), sell down of the Group's interest in Barclays Africa Group Limited, 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 International Financial Reporting Standards, 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, future levels of notable items, 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; the United Kingdom ("**UK**"), the United States ("**U.S.**"), 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 implications of the results of the 23 June 2016 referendum in the UK and the disruption that may result in the UK and globally from the withdrawal of the UK from the European Union; the implementation of the strategic cost 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, expectations and guidance 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 SEC (including, without limitation, in the Joint Annual Report, the Q2 2016 Results Announcement and the Q3 2016 Results Announcement (each as defined in the "*Information*

Incorporated by Reference" section below)), each of which are available on the SEC's website at <http://www.sec.gov>.

Subject to the Issuer's obligations under the applicable laws and regulations of the UK in relation to disclosure and ongoing information, the Issuer undertakes no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise.

CONTENTS

	Page
RISK FACTORS	1
INFORMATION INCORPORATED BY REFERENCE	2
TERMS AND CONDITIONS OF THE NOTES	4
THE ISSUERS AND THE GROUP	12
GENERAL INFORMATION	13

RISK FACTORS

Prospective investors should read the entire Prospectus together with the sections of the Base Prospectus and the other documents incorporated by reference herein. Investing in the Notes involves certain risks. The principal risk factors relating to the Notes are discussed under "*Risk Factors – Risks Relating to the Notes*" on pages 7 to 18 of the Base Prospectus and shall be deemed to be incorporated into and form part of this Prospectus, as amended as set out below. For risks relating to the Issuer and the Group and their impact, see the section entitled "*Risk review*" on pages 86 to 93 of the Joint Annual Report (as defined below) and the description of the risks relating to an exit of the UK from the European Union ("EU") set out in the section entitled "*Risk Management and principal risks*" on page 30 of the Q2 2016 Results Announcement, each of which is incorporated by reference herein.

The risk factor entitled "*Certain Notes may be redeemed prior to maturity*" set out under "*Risks relating to the Notes*" in the Base Prospectus shall be supplemented to include the following text:

On 23 November 2016, the European Commission published, among other proposals, a proposal to amend the CRD IV Regulation. Such proposal includes certain requirements in respect of eligible liabilities, including a requirement for prior consent from the competent authority to any early redemption or purchase thereof. If the proposal is adopted, the granting of permission by the PRA to a request by the relevant Issuer to redeem or repurchase the Notes could be subject to the conditions in Article 77 and 78 of the CRD IV Regulation (as so amended), to the extent applicable to the Notes.

INFORMATION INCORPORATED BY REFERENCE

The following information has been filed with the FCA and shall be incorporated in, and form part of, this Prospectus:

1. the sections set out below from the base prospectus dated 3 August 2016 with respect to the £60,000,000,000 Debt Issuance Programme of the Issuer and the Bank as supplemented by Supplement Number 1 to the base prospectus dated 28 October 2016;

Risk Factors – Risks Relating to the Notes	7-18
Final Terms and Drawdown Prospectuses	20
Forms of the Notes	21-29
Terms and Conditions of the Notes	30-66
The Issuers and the Group	78-80
United Kingdom Taxation	81-82
Other Tax Considerations	96
Subscription and Sale	97-101
Transfer Restrictions	102-104
2. the joint Annual Report of the Issuer and the Bank, as filed with the SEC on Form 20-F on 1 March 2016 in respect of the financial years ended 31 December 2014 and 31 December 2015 (the "**Joint Annual Report**");
3. the joint announcement of the Issuer and the Bank relating to the Group Strategy Update, as filed with the SEC on Form 6-K on 1 March 2016 (the "**March 2016 Group Strategy Update**");
4. the Group Reporting Changes 2015 & 2014 Results Restatement Document of the Issuer, as filed with the SEC on Form 6-K on 15 April 2016 (the "**Restatement Document**");
5. the joint unaudited Interim Results Announcement of the Issuer and the Bank, as filed with the SEC on Form 6-K on 29 July 2016 in respect of the six months ended 30 June 2016 (the "**Q2 2016 Results Announcement**");
6. the unaudited Q3 2016 Results Announcement of the Issuer as filed with the SEC on Form 6-K on 27 October 2016 in respect of the nine months ended 30 September 2016 (the "**Q3 2016 Results Announcement**"); and
7. the joint announcement of the Issuer and the Bank relating to the complaint filed by the United States Department of Justice, as filed with the SEC on Form 6-K on 23 December 2016 (the "**23 December 2016 Form 6-K**").

The above documents may be inspected as described in paragraph 6 of "*General Information*" herein. The documents listed above that have been filed with the SEC are available on the SEC's website at <https://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>. Any information incorporated by reference in the documents specified above does not form part of this Prospectus. Any information contained in any of the documents specified above which is not incorporated by reference in this Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in this Prospectus. This Prospectus is published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The Issuer has applied International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board and as adopted by the EU in the financial statements incorporated by reference above. A summary of the significant accounting policies for the Issuer is included in the Joint Annual Report.

Any statement contained in the Base Prospectus or in any other document incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. Terms used but not defined in this

Prospectus shall have the same respective meaning as are ascribed to them in the Conditions. This Prospectus must be read in conjunction with the Base Prospectus and the other documents incorporated by reference herein.

Full information on the Issuer and the Notes described herein is only available on the basis of a combination of this Prospectus, the Base Prospectus and any other information incorporated by reference into this Prospectus.

TERMS AND CONDITIONS OF THE NOTES

The Conditions shall consist of the terms and conditions set out in the section entitled "*Terms and Conditions of the Notes*" on pages 30 to 66 of the Base Prospectus (the "**Base Conditions**"), which are incorporated by reference into this Prospectus, as amended and/or supplemented by Part A – Contractual Terms and the Schedule of the Final Terms below. References in the Conditions to Final Terms shall be deemed to refer to the terms set out below.

Terms used herein but not otherwise defined shall have the meanings given to them in the Base Conditions.

Final Terms dated 13 January 2017

BARCLAYS PLC

Issue of £600,000,000 3.125 per cent. Notes due 2024
under the £60,000,000,000 Debt Issuance Programme

PART A – CONTRACTUAL TERMS

1.	(i)	Issuer:	Barclays PLC
2.	(i)	Series Number:	233
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	British Pounds Sterling ("£")
4.		Aggregate Nominal Amount:	£600,000,000
5.		Issue Price:	99.560 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof
	(ii)	Calculation Amount:	£1,000
7.	(i)	Issue Date:	17 January 2017
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	17 January 2024
9.		Interest Basis:	3.125 per cent. Fixed Rate (see paragraph 15 below)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Issuer Call

13.	(i)	Status of the Notes:	Senior
	(ii)	Date of approval for issuance of Notes obtained:	28 July 2016
14.		Senior Notes Waiver of Set-off:	Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.		Fixed Rate Note Provisions	Applicable
	(i)	Rate of Interest:	3.125 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii)	(A) Interest Payment Date:	17 January in each year, commencing on 17 January 2018
		(B) Interest Payment Date adjustment (for Renminbi or Hong Kong dollar-denominated Notes):	Not Applicable
	(iii)	Fixed Coupon Amount:	£31.25 per Calculation Amount payable on each Interest Payment Date
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Party responsible for calculating the amount payable upon Illiquidity, Inconvertibility or Non-transferability:	Not Applicable
16.		Reset Note Provisions	Not Applicable
17.		Floating Rate Note Provisions	Not Applicable
18.		Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.		Call Option	Applicable
	(i)	Optional Redemption Date(s) (Call):	Any date from and including 17 July 2017 to but excluding the Maturity Date
	(ii)	Optional Redemption Amount (Call):	The Make Whole Redemption Price
	(iii)	Make Whole Redemption Price:	Sterling Make Whole Redemption Amount
	(a)	Redemption Margin:	0.35 per cent.
	(b)	Reference Bond:	2.75 per cent. UK Treasury Gilt due 2024
	(c)	Quotation Time:	11.00 a.m. (London time)
	(d)	Relevant Make Whole Screen Page:	DMO2 (the display that appears on United Kingdom Debt Management Office Real-Time Conventional Gilt Prices (DMO2) or any page as may replace such page)

	(e) Reference Date:	as per the Conditions
	(iv) Redeemable in part:	Applicable
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(v) Notice period:	Minimum period: 15 days Maximum period: 60 days
	(vi) Optional Redemption Amount (Regulatory Event):	Not Applicable
	(vii) Early Redemption Amount (Tax)	£1,000 per Calculation Amount
20.	Put Option	Not Applicable
21.	Final Redemption Amount of each Note	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at £1,000 per Calculation Amount
22.	Early Termination Amount	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Registered Notes: Unrestricted Global Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the New Safekeeping Structure (NSS)) exchangeable for Unrestricted Individual Certificates in the limited circumstances described in the Unrestricted Global Certificate
24.	New Global Note:	No
25.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
26.	Talons for future Coupons to be attached to Definitive Notes:	No
27.	Spot Rate:	Not Applicable

SIGNED on behalf of **BARCLAYS PLC:**

By:

.....
Duly authorised

A handwritten signature in black ink is written over a dotted line. To the right of the signature, a large, hand-drawn closing bracket spans from the top of the signature area down to the bottom of the dotted line.

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: £4,200

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"): BBB

Moody's Investors Service Ltd. ("**Moody's**"): Baa2

Fitch Ratings Limited ("**Fitch**"): A

The short term unsecured obligations of the Issuer are rated A-2 by Standard & Poor's, P-3 by Moody's and F1 by Fitch, and the unsecured unsubordinated long-term obligations of the Issuer are rated BBB by Standard & Poor's, Baa2 by Moody's and A by Fitch.

Each of Moody's, Standard & Poor's and Fitch is established in the European Economic Area (the "**EEA**") and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest that is material to the offer.

The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. USE OF PROCEEDS

The proceeds of the issue will be used for general corporate purposes of the Issuer and its subsidiaries and/or the Group.

5. *Fixed Rate Notes only* – YIELD

Indication of yield: 3.196 per cent.

The indicative yield is calculated at the Issue Date on the basis of the Issue Price. It is not an

indication of future yield.

6. **OPERATIONAL INFORMATION**

(i)	CUSIP Number	Not Applicable
(ii)	ISIN:	XS1550975079
(iii)	Common Code:	155097507
(iv)	CINS Code:	Not Applicable
(v)	CMU Instrument Number:	Not Applicable
(vi)	Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC or the CMU Service and the relevant identification number(s):	Not Applicable
(vii)	Delivery:	Delivery against payment
(viii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(ix)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. **DISTRIBUTION**

(i)	U.S. Selling Restrictions:	Reg. S Compliance Category 2/ TEFRA not applicable
(ii)	Method of distribution:	Syndicated
(iii)	If syndicated	
(a)	Names of Managers and underwriting commitments:	Banca IMI S.p.A. Banco Popular Español, S.A. Banco Santander, S.A. Bank of China Limited, London Branch Bank of Montreal, London Branch Barclays Bank PLC BNY Mellon Capital Markets EMEA Limited Coöperatieve Rabobank U.A. Erste Group Bank AG Landesbank Baden-Württemberg

Lloyds Bank plc
National Australia Bank Limited (ABN 12 004
044 937)
Natixis SA
Nomura International plc
Nordea Bank AB (publ)
Scotiabank Europe plc
SMBC Nikko Capital Markets Limited
Standard Chartered Bank
Swedbank AB (publ)
United Overseas Bank Limited

- (b) Stabilisation Manager(s) (if any): Barclays Bank PLC
- (iv) If non-syndicated, name and address of Dealer: Not Applicable

THE SCHEDULE

In addition, the Base Conditions shall be amended as follows:

- (1) The definition of "**Capital Regulations**" shall be amended as follows:

"**Capital Regulations**" means, at any time, the laws, regulations, requirements, standards, guidelines and policies relating to capital adequacy and/or minimum requirement for own funds and eligible liabilities and/or loss absorbing capacity for credit institutions of either (i) the PRA and/or (ii) any other national or European authority, in each case then in effect in the United Kingdom (or in such other jurisdiction in which the Issuer may be organised or domiciled) and applicable to the Group, including, as at the date hereof, CRD IV and related technical standards;"

- (2) Conditions 10(b) and 10(c) shall be amended as follows:

- the cross-references to "Condition 10(k) (Redemption and Purchase - Restriction on Early Redemption of Tier 2 Capital Notes) shall be amended to refer to "Condition 10(k) (Restriction on Early Redemption of the Notes)" and construed accordingly.

- (3) Condition 10(k) shall be amended as follows:

- the title of Condition 10(k) shall be amended so that it reads as follows:

"Restriction on Early Redemption of the Notes" and all cross-references thereto throughout the Base Prospectus and Conditions shall be construed accordingly; and

- the text of Condition 10(k) shall be amended so that it reads as follows:

"Notwithstanding any other provision in this Condition 10 (*Redemption and Purchase*), the Issuer may redeem the Notes (and give notice thereof to the Holders) only if it has obtained the PRA's prior consent (if such consent is then required by the Capital Regulations) for the redemption of the relevant Notes."

THE ISSUERS AND THE GROUP

The section "*The Issuers and the Group*" on pages 78 to 80 of the Base Prospectus shall be deemed to be incorporated into and form part of this Prospectus, as amended as follows:

The sub-section entitled "*Legal Proceedings*" on page 78 of the Base Prospectus shall be replaced 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 financial statements of the Company on pages 79 and 80 and pages 83 to 94, respectively, of the Q2 2016 Results Announcement, (ii) page 9 of the Q3 2016 Results Announcement under the section entitled "*Other matters*" for a description of the updated provisions for the payment protection insurance redress and (iii) the 23 December 2016 Form 6-K.

GENERAL INFORMATION

Authorisation

1. The establishment of the Programme was authorised by resolutions of a duly constituted Committee of the Board of Directors of the Bank on 21 September 1995. The renewal of the Programme on 3 August 2016 and the issue of the Notes was duly authorised by the Group Finance Director for each of the Issuer and the Bank on 28 July 2016.

Listing and Trading

2. The price of the Notes on the price list of the London Stock Exchange will be expressed as a percentage of their principal amount (exclusive of accrued interest, if any). The Notes are intended to be admitted to trading on the Market and will be so admitted to trading upon submission to the London Stock Exchange of this Prospectus and any other information required by the London Stock Exchange, subject to the issue of the Unrestricted Global Certificate representing the Notes. If the Unrestricted Global Certificate is not issued, the issue of the Notes may be cancelled. Prior to admission to trading, dealings in the Notes will be permitted by the London Stock Exchange in accordance with its rules. Transactions will normally be effected for delivery on the third working day after the day of the transaction.

Legal Proceedings

3. Save as disclosed in the section entitled "*The Issuers and the Group – Legal Proceedings*" on page 12 of this Prospectus, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Group.

Significant/Material Change

4. There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2015, nor any significant change in the financial or trading position of the Issuer or the Group since 30 September 2016.

Auditors

5. The annual consolidated accounts of the Issuer for the two years ended 31 December 2015 and 31 December 2014 have been audited without qualification by PricewaterhouseCoopers LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales).

Documents on Display

6. Copies of the following documents 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 for 12 months from the date of this Prospectus. In the case of (b), (e) and (f), these documents shall also be available in electronic form at www.barclays.com/InvestorRelations or <http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>:
 - (a) the Articles of Association of the Issuer;
 - (b) the Joint Annual Report, the Q2 2016 Results Announcement, the Q3 2016 Results Announcement, the March 2016 Group Strategy Update, the Restatement Document and the 23 December 2016 Form 6-K;
 - (c) the Trust Deed (which contains the forms of Notes in global and definitive form);
 - (d) the Agency Agreement;

- (e) the Base Prospectus; and
- (f) any supplementary prospectus published since the Base Prospectus was published and any documents incorporated therein by reference.

Clearing of the Notes

7. The Notes may be accepted for clearance through the Clearstream, Luxembourg and Euroclear systems (which are entities in charge of keeping the records). The Common Code and International Securities Identification Number for the Notes are 155097507 and XS1550975079 respectively.

The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is 42, Avenue J.F. Kennedy, L-1855 Luxembourg.

The price and the amount of Notes will be determined by the Issuer and the Managers at the time of issue in accordance with prevailing market conditions. The Issuer does not intend to provide any post-issuance information in relation to the Notes.

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ICSD REGISTRAR, ICSD PAYING AGENT AND ICSD TRANSFER AGENT

The Bank of New York Mellon (Luxembourg) S.A.

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LEAD MANAGER

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Banco Santander, S.A.
Ciudad Grupo Santander
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London EC4 4HG
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3521 CB Utrecht
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SMBC Nikko Capital Markets Limited
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LEGAL ADVISERS

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AUDITOR TO THE ISSUER

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Chartered Accountants and Registered Auditors
1 Embankment Place
London WC2N 6RH
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