

**Supplement Number 1 dated 4 May 2017
to the Base Prospectus dated 28 February 2017**



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

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

as Issuers

£60,000,000,000
Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 28 February 2017 (the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**") with respect to their £60,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), including any relevant implementing measure in the United Kingdom (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with the Prospectus Directive. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 20 of the Base Prospectus and incorporate by reference into the Base Prospectus the unaudited Q1 2017 Results Announcement of the Company as filed with the SEC on Form 6-K on 28 April 2017 in respect of the three months ended 31 March 2017 (the "**Q1 2017 Results Announcement**") and the announcement of the Issuers as filed with the SEC on Form 6-K on 10 April 2017 in respect of the FCA and PRA investigations (the "**April Announcement**").

The Q1 2017 Results Announcement and the April Announcement have been filed with the FCA and shall be deemed to be incorporated in, and form part of, the Base Prospectus as supplemented by this Supplement. The Q1 2017 Results Announcement and the April Announcement 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 during the life of the Notes issued pursuant to the Base Prospectus. They have also been filed with the SEC and are available in electronic form on the SEC's website at <http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>.

- (b) supplement the sub-section entitled "Directors" under the section entitled "The Issuers and the Group" commencing on page 80 of the Base Prospectus with the following updated information:

The appointment of Sir Ian Cheshire as a Non-Executive Director of the Company and the Bank became effective on 3 April 2017. Sir Ian Cheshire is also the Chairman of Debenhams plc, Maisons du Monde and Menhaden plc and is a Senior Independent Director of Whitbread plc.

- (c) replace the sub-section entitled "Legal Proceedings" under the section entitled "The Issuers and the Group" on page 80 of the Base Prospectus 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 27 (Provisions) and Note 29 (Legal, competition and regulatory matters) to the financial statements of the Company on pages 270 and 271 and pages 272 to 280, respectively, of the Joint Annual Report and (ii) the April Announcement.

- (d) state in the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 107 of the Base Prospectus that there has been no significant change in the financial or trading position of the Company, the Bank, the Group, or, as the case may be, the Bank Group since 31 March 2017.

IMPORTANT NOTICES

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

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Any information contained in the documents specified above which is not incorporated by reference in the Base Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into this Supplement.

For as long as any of the notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FCA so require, for the life of the Base Prospectus, copies of the Q1 2017 Results Announcement may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of The Bank of New York Mellon, as principal paying agent, currently located at One Canada Square, London E14 5AL.

This Supplement shall be available on or around the date hereof in electronic form at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

4 May 2017