

**Supplement Number 2 dated 30 July 2020
to the Base Prospectus dated 25 February 2020**



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

as Issuer

£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 25 February 2020, as supplemented by Supplement Number 1 dated 30 April 2020 (together, the "**Base Prospectus**") prepared by Barclays PLC (the "**Issuer**") with respect to its £60,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer for the purposes of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").

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**"), as competent authority under the Prospectus Regulation. The FCA only approves this Supplement Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement. 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) replace the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page vi of the Base Prospectus with the following updated information:

"By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. The forward-looking statements speak only as at the date on which they are made and such statements may be affected by changes in legislation, the development of standards and interpretations under IFRS, including 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, 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 applicable to past, current and future periods; UK, US, Eurozone and global macroeconomic and business conditions; the effects of any 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 entity within the Group or any

securities issued by such entities; direct and indirect impacts of the coronavirus (COVID-19) pandemic; instability as a result of the exit by the UK from the European Union and the disruption that may subsequently result in the UK and globally; 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 financial position, future results, dividend payments, capital, leverage or other regulatory ratios or other financial and non-financial metrics or performance measures may differ materially from the statements or 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, the 2019 Annual Report and the Interim Results Announcement), which are available on the SEC's website at www.sec.gov;

- (b) amend the section entitled "*Risk Factors – Risks relating to the Issuer and the Group*" on page 21 of the Base Prospectus by replacing it with the updated information set out below:

"For risks relating to the Issuer and the Group and their impact, see:

- (i) the section entitled "*Risk Review – Material existing and emerging risks*" on pages 92 to 100 of the 2019 Annual Report; and
- (ii) the section entitled "*Risks relating to the impact of COVID-19*" on pages 25 and 26 of the Interim Results Announcement (as defined below) (which shall be deemed to have been included immediately after the risk factor entitled "*i) Business conditions, general economy and geopolitical issues*" on page 92 of the 2019 Annual Report),

each of which is incorporated by reference herein.

The second last paragraph of the risk factor entitled "*i) Business conditions, general economy and geopolitical issues*" on page 92 of the 2019 Annual Report shall be replaced in its entirety by the following:

"Global GDP growth weakened in 2019, as elevated policy uncertainty weighed on manufacturing activity and investment. As a result, a number of central banks, most notably the Federal Reserve and European Central Bank, pursued monetary easing. Whilst the direct and indirect impact of the Coronavirus (COVID-19) pandemic remains uncertain, a number of central banks and governments have announced financial stimulus packages in anticipation of a very significant negative impact on GDP during 2020. Concerns remain as to whether these policy tools will counter anticipated macro-economic risks and a prolongation of the outbreak could significantly adversely affect economic growth, affect specific industries or countries or affect the Group's employees and business operations in affected countries (for further detail on risks relating to the COVID-19 pandemic see below). In addition, an escalation in geopolitical tensions, increased use of protectionist measures or a disorderly withdrawal from the EU may negatively impact the Group's business in the affected regions.";

- (c) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 22 of the Base Prospectus and incorporate by reference into the Base Prospectus the unaudited Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 29 July 2020 in respect of the six months ended 30 June 2020 (the "**Interim Results Announcement**"). The Interim Results Announcement has 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 Interim Results 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. It has also been filed with the SEC and is available in electronic form on the SEC's website at <https://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>;

- (d) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 119 of the Base Prospectus by replacing it with the following updated information:

<i>"Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Nigel Higgins	Group Chairman	Chairman and Non-Executive Director, BBPLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval Group
James Staley	Group Chief Executive Officer and Executive Director	Chief Executive Officer and Executive Director, BBPLC; Board Member, Institute of International Finance; Board Member, Bank Policy Institute
Tushar Morzaria	Group Finance Director and Executive Director	Executive Director, BBPLC; Member, The 100 Group of the FTSE 100 Finance Directors; Chair, Sterling Risk Free Reference Rates Working Group; Non-Executive Director, BP plc (with effect from 1 September 2020)
Michael Ashley	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Barclays Capital Securities Limited; Member, International Ethics Standards Board for Accountants; Member, ICAEW Ethics Standards Committee; Member, Charity Commission Board; Member, Cabinet Office Board
Tim Breedon	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Barclays Capital Securities Limited; Chairman, Apax Global Alpha Limited; Non-Executive Director, Quilter PLC
Sir Ian Cheshire	Non-Executive Director	Chairman, Barclays Bank UK PLC; Chairman, Menhaden PLC; Trustee, Institute for Government; Non-Executive Director, BT Group PLC
Mary Anne Citrino	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Ahold Delhaize N.V.; Non-Executive Director, Alcoa Corporation; Non-Executive Director, HP Inc; Senior Advisor, Blackstone
Mohamed A. El-Erian	Non-Executive Director	Non-Executive Director, BBPLC; Lead Independent Director, Under Armour Inc.; Chief Economic Advisor Allianz SE; Senior Advisor Gramercy Funds Management; Senior Advisor, Investcorp Bank BSC
Dawn Fitzpatrick	Non-Executive Director	Non-Executive Director, BBPLC; Chief Investment Officer, Soros Fund Management LLC; Member, The New York Federal Reserve's Investor Advisory Committee on Financial Markets; Member, Advisory Board and Investment Committee

of the Open Society Foundations' Economic Justice Programme

Mary Francis	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Valaris PLC; Advisory Panel Member, The Institute of Business Ethics; Member, UK Takeover Appeal Board
Crawford Gillies	Senior Independent Director and Non-Executive Director	Non-Executive Director, SSE plc; Chairman, Edrington Group
Brian Gilvary	Non-Executive Director	Non-Executive Director, Air Liquide S.A.; Non-Executive Director, the Royal Navy; Senior Independent Director, The Francis Crick Institute
Diane Schueneman	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Barclays US LLC; Chair, Barclays Execution Services Limited";

- (e) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer and the Group*" on page 119 of the Base Prospectus with the following:

"Legal Proceedings

For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see (i) Note 14 (*Provisions*) and Note 20 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on page 76 and pages 80 to 84, respectively, of the Interim Results Announcement"; and

- (f) replace the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 150 of the Base Prospectus with the following:

"There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2019, nor any significant change in the financial position or financial performance of the Issuer or the Group since 30 June 2020."

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and this Supplement makes 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 material 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 6(1) of the Prospectus Regulation 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 Regulation except where such information or other documents are specifically incorporated by reference into this Supplement.

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

30 July 2020