

Series No.: BARP09

Tranche No.: 1



Barclays PLC

("Issuer")

**A\$10,000,000,000
Debt Issuance Programme
("Programme")**

**SUPPLEMENT
in connection with the issue of
A\$200,000,000 3.382% Fixed-to-Floating Rate Debt Instruments due May 2032
("Debt Instruments")**

The date of this Supplement is 18 May 2021.

This Supplement is issued to give details of the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the Information Memorandum dated 7 May 2021 ("**Information Memorandum**"), the terms and conditions of the Debt Instruments contained in the Information Memorandum ("**Conditions**") and the Third Debt Instrument Deed Poll dated 7 May 2021 ("**Deed Poll**") each issued in relation to the Programme.

This Supplement does not constitute, and may not be used for the purposes 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, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

The Issuer intends to apply to the London Stock Exchange plc (the "**LSE**") for the Debt Instruments to be admitted to trading on the LSE's International Securities Market (the "**ISM**").

Terms used but not otherwise defined in this Supplement have the meaning given in the Conditions. A reference to a "Condition" in this Supplement is a reference to the corresponding Condition as set out in the Information Memorandum.

The Issuer is not a bank or authorised deposit-taking institution which is authorised under the *Banking Act 1959* (Commonwealth of Australia) ("Australian Banking Act**"). The Debt Instruments are not obligations of the Australian Government or any other government and, in particular, are not guaranteed by the Commonwealth of Australia. The Issuer is not supervised by the Australian Prudential Regulation Authority. An investment in any Debt Instruments issued by the Issuer will not be covered by the depositor protection provisions in section 13A of the Australian Banking Act and will not be covered by the Australian Government's bank deposit guarantee (also commonly referred to as the Financial Claims Scheme).**

Debt Instruments that are offered for issue or sale or transferred in, or into, Australia are offered only in circumstances that would not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act and issued and transferred in compliance with the terms of the exemption from compliance with section 66 of the Australian Banking Act that is available to the Issuer. Such Debt Instruments must only be issued or transferred in, or into, Australia in parcels of not less than A\$500,000 in aggregate principal amount.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565, as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Debt Instruments has led to the conclusion that: (i) the target market for the Debt Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Debt Instruments (a “**distributor**”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Debt Instruments (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Singapore Securities and Futures Act Product Classification - Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Debt Instruments are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and are

Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

No prospectus is required to be published under the UK Prospectus Regulation, for this issue of Debt Instruments. The Financial Conduct Authority, in its capacity as competent authority under the UK Prospectus Regulation has neither approved nor reviewed the information contained in this Supplement.

TERMS

The terms of the Tranche of Debt Instruments are as follows:

Issuer:	Barclays PLC.
Legal entity identifier (LEI):	213800LBQA1Y9L22JB70.
Relevant Dealer(s):	Australia and New Zealand Banking Group Limited ABN 11 005 357 522 Barclays Capital Asia Limited Barrenjoey Advisory Pty Limited ABN 17 636 976 228 Commonwealth Bank of Australia ABN 48 123 123 124 Mizuho Securities Asia Limited National Australia Bank Limited ABN 12 004 044 937 Nomura International plc Standard Chartered Bank Westpac Banking Corporation ABN 33 007 457 141
Place of initial offering:	Inside Australia.
Issuing and Paying Agent:	BTA Institutional Services Australia Limited (ABN 48 002 916 396).
Calculation Agent:	BTA Institutional Services Australia Limited.
Additional Paying Agents:	Not Applicable.
Registrar:	BTA Institutional Services Australia Limited.
Location of Register:	The Register will be maintained by the Registrar in New South Wales.
Transfer Agent:	Not Applicable.
Type of Debt Instrument:	Senior Debt Instruments.
Status of the Debt Instruments:	Unsubordinated.
Specified Currency:	Australian Dollars.
Aggregate Principal Amount of Tranche:	A\$200,000,000.
If to form a single Series with existing Series, specify date on which all Debt Instruments of the Series become fungible:	Not Applicable.

Issue Date: 20 May 2021.

Maturity Date: 20 May 2032 (subject to adjustment in accordance with the Business Day Convention).

Issue Price: 100%.

Interest Basis: On and from the Issue Date until the Early Redemption Date (Call): Fixed Rate Debt Instruments, as specified below.

On and from the Early Redemption Date (Call) (if the Debt Instruments are not redeemed on the Early Redemption Date (Call)): Floating Rate Debt Instruments, as specified below.

Form of Debt Instrument: Registered.

Denomination: A\$250,000, subject to a minimum parcel size of at least A\$500,000 in aggregate principal amount in respect of issues or transfers in or into Australia and of least A\$250,000 in aggregate principal amount in respect of issues or transfers outside of Australia.

Relevant Financial Centre(s) (Business Days): Sydney and London.

Interest: **Fixed Rate:**

Condition 7 will apply to the Debt Instruments on and from the Issue Date until the Early Redemption Date (Call).

Interest Commencement Date: Issue Date.

Interest Payment Dates: 20 May and 20 November in each year commencing on 20 November 2021, up to and including the Early Redemption Date (Call).

Interest Rate: 3.382 per cent. per annum payable semi-annually in arrear.

Fixed Coupon Amount: A\$4,227.50 per A\$250,000 per Interest Payment Date.

Business Day Convention: Following Business Day Convention.

Day Count Fraction: RBA Bond Basis.

If the Issuer's call referred to in Condition 10.4 ("*Early redemption at the option of the Issuer (Issuer call)*") is not exercised, then with effect on and from the Early Redemption Date (Call), the Debt Instruments will become Floating Rate Debt Instruments and interest will accrue as set out below.

Floating Rate:

Condition 8 will apply to the Debt Instruments on and from the Early Redemption Date (Call) if the Debt Instruments are not redeemed on the Early Redemption Date (Call) in accordance with Condition 10.4 (*“Early redemption at the option of the Issuer (Issuer call)”*).

Interest Commencement Date: Early Redemption Date (Call).

Interest Payment Dates: 20 February, 20 May, 20 August and 20 November in each year commencing on 20 August 2031 up to, and including, the Maturity Date.

Interest Rate: BBSW Rate for a period of 3 months as at the first day of the Interest Period plus the Margin specified below, payable quarterly in arrear.

BBSW Rate Determination: Applicable.

Margin: +1.65% per annum.

Business Day Convention: Modified Following Business Day Convention.

Day Count Fraction: Actual/365 (Fixed).

Linear Interpolation: Not Applicable.

Minimum / Maximum Interest Rate: Not Applicable.

Default Rate: Not Applicable.

Calculation Agent Obligations: See Condition 9.

Rounding: See Condition 9.6.

Early redemption at the option of the Issuer (Issuer’s call): Applicable. The Debt Instruments may be redeemed in accordance with Condition 10.4 (*“Early redemption at the option of the Issuer (Issuer call)”*).

Early Redemption Date (Call): 20 May 2031 (subject to adjustment in accordance with the Business Day Convention).

Minimum notice period for the exercise of the call option: 15 days.

Maximum notice period for the exercise of the call option: 60 days.

Specify any relevant conditions to exercise of call option: See Condition 10.9 (*“Restriction on early redemption of, or purchase of, Debt Instruments”*).

Specify whether redemption at Issuer’s option is permitted in respect of some only of the Debt: All the Debt Instruments in the Series must be redeemed.

Instruments and, if so, any minimum aggregate principal amount:

Early Redemption for taxation reasons:	Applicable. See Condition 10.3 (<i>“Early redemption for taxation reasons”</i>)
Loss Absorption Disqualification Event Redemption of Senior Debt Instruments:	Applicable. See Condition 10.6 (<i>“Loss Absorption Disqualification Event Redemption of Senior Debt Instruments”</i>).
Redemption Amount:	Outstanding principal amount together with accrued and unpaid interest to (but excluding) the redemption date.
Currency of payments:	A\$.
Other relevant terms and conditions:	Not Applicable.
ISIN:	AU3CB0280295.
Common Code:	234427709.
FISN:	See the website of Association of National Numbering Agencies (ANNA) or alternatively source from the responsible National Numbering Agency that assigned the ISIN.
CFI Code:	See the website of Association of National Numbering Agencies (ANNA) or alternatively source from the responsible National Numbering Agency that assigned the ISIN.
Clearing System:	Austraclear. Interests in Debt Instruments held in Austraclear may also be traded through Euroclear and Clearstream, Luxembourg as set out on pages 16 and 17 of the Information Memorandum.
Other selling restrictions:	As provided in the Information Memorandum, the Debt Instruments will not be issued unless the aggregate consideration payable by each offeree is at least A\$500,000 (disregarding moneys lent by the offeror or its associates) and the offer or invitation does not require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act. Debt Instruments may not be issued or transferred to a person who is a “retail client” within the meaning of the Corporations Act.
Listing:	Application has been made for the Debt Instruments to be admitted to listing on the ISM.
Notices:	As per Condition 20 (<i>“Notices”</i>).

Additional information:

Refer to the Appendix below.

Ratings:

Each of the Issuer and the Debt Instruments have been rated:

A by Fitch Ratings Limited ("**Fitch**");

Baa2 by Moody's Investors Service Limited ("**Moody's**");
and

BBB by S&P Global Ratings UK Limited ("**S&P**").

*Each of Fitch, Moody's and S&P is a credit rating agency established and operating in the UK and registered in accordance with Regulation (EC) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA ("**UK CRA Regulation**"). The rating each of Moody's, S&P and Fitch has given to the Notes is endorsed by Moody's Deutschland GmbH, S&P Global Ratings Europe Limited and Fitch Ratings Ireland Limited respectively, each of which is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended ("**EU CRA Regulation**").*

Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Supplement and anyone who receives this Supplement must not distribute it to any person who is not entitled to receive it.

The following purchasers of this Tranche of Debt Instruments are not Dealers named in the Information Memorandum:

Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)
Barrenjoey Advisory Pty Limited ABN 17 636 976 228
Commonwealth Bank of Australia ABN 48 123 123 124
Mizuho Securities Asia Limited
National Australia Bank Limited ABN 12 004 044 937
Nomura International plc
Standard Chartered Bank
Westpac Banking Corporation ABN 33 007 457 141.

CONFIRMED

Barclays PLC

By:Stuart Frith.....
Authorised Person

Date: 18 May 2021

APPENDIX

ADDITIONAL INFORMATION FOR THE PURPOSES OF ADMISSION TO LISTING ON THE ISM

1. Authorisation

The issue of the Debt Instruments was authorised by the Group Finance Director for the Issuer on 6 May 2021 pursuant to an authority granted by the board of directors of the Issuer on 28 March 2018.

2. Significant Change

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 March 2021.

3. Auditors

The annual consolidated accounts of the Issuer for the years ended 31 December 2019 and 31 December 2020 have each been audited with an unmodified opinion provided by KPMG LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.

4. Interests of natural and legal persons involved in the offer

So far as the Issuer is aware, no person involved in the offer of the Debt Instruments has an interest that is material to the offer.

The Dealers 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.