

**Supplement Number 1 dated 24 May 2022
to the Base Prospectus dated 7 March 2022**



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 7 May 2022 (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 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK 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 UK Prospectus Regulation, as a base prospectus supplement issued in compliance with the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK 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) amend the section entitled "*Forward-looking Statements*" commencing on page vii of the Base Prospectus by inserting the following words after "changes in credit ratings of any entity within the Group or any securities issued by such entities" appearing in the third paragraph:

"the direct and indirect consequences of the Russia-Ukraine War on European and global macroeconomic conditions, political stability and financial markets;"
- (b) amend the section entitled "*Information Incorporated by Reference*" commencing on page 25 of the Base Prospectus by replacing bullet point (a) appearing on page 25 with the following, in order to reflect the amendment of the Annual Report of the Issuer on Form 20-F in respect of the year ended 31 December 2021, as filed with the US Securities and Exchange Commission on 23 May 2022. The purpose of the amendment was to record, as at 31 December 2021, a £220m provision and a contingent liability in respect of the over-issuance of securities under Barclays Bank PLC's 2019 US shelf registration statement (the "**2019 20F-3**") and disclose the existence of one material weakness in internal control and management's conclusions that the Issuer's and Barclays Bank PLC's internal control over financial reporting and disclosure controls and procedures were not effective as at 31 December 2021. The material weakness that has been identified relates to a

weakness in controls over the identification of external regulatory limits related to securities issuance and monitoring against these limits. As a result of this weakness, Barclays Bank PLC issued securities in excess of the amount registered under the 2019 20F-3.

"(a) the sections set out below from the restated Annual Report of the Issuer, as filed with the US Securities and Exchange Commission (the "SEC") on Form 20-F on 23 May 2022 containing the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial years ended 31 December 2021 and 31 December 2020 (the "**2021 Annual Report**"):

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- (c) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 25 of the Base Prospectus and incorporate by reference into the Base Prospectus the unaudited Q1 2022 Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 23 May 2022 in respect of the three months ended 31 March 2022 (the "**Q1 2022 Results Announcement**"). The Q1 2022 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 Q1 2022 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) replace the page references of the respective notes to the consolidated financial statements of the Issuer where they appear in the Base Prospectus as follows:
- (i) Note 24 (*Provisions*) on pages 274 to 275 of the 2021 Annual Report; and
 - (ii) Note 26 (*Legal, competition and regulatory matters*) on pages 276 to 280 of the 2021 Annual Report;

- (e) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 134 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 |
| C.S. Venkatakrisnan | Group Executive Director and Chief Executive Director | Chief Executive and Executive Director, BBPLC; Board Member, Institute of International Finance; Advisory Member of the Board, Massachusetts Institute of Technology Golub Centre for Finance and Policy |
| Anna Cross* | Group Finance Director and Executive Director | Group Finance Director and Executive Director, Barclays PLC |
| Michael Ashley | Non-Executive Director | Non-Executive Director, BBPLC; Non-Executive Director, Barclays Capital Securities Limited; Member, Cabinet Office Board; Member, ICAEW Ethics Standards Committee; Member, UK Endorsement Board; Treasurer, The Scout Association |
| Robert Berry | Non-Executive Director | Non-Executive Director, BBPLC; Board President, Alina Lodge |
| Tim Breedon | Non-Executive Director | Chairman, Barclays Bank Ireland PLC; Chairman, Apax Global Alpha Limited; Non-Executive Director, Quilter PLC |
| Mohamed A. El-Erian | Non-Executive Director | Non-Executive Director, BBPLC; Lead Independent Director, Under Armour Inc.; Chief Economic Advisor, Allianz SE; Chairman, Gramercy Funds Management; Senior Advisor, Investcorp Bank BSC; President, Queens' College, Cambridge University |
| Dawn Fitzpatrick | Non-Executive Director | Non-Executive Director, BBPLC; Non-Executive Director, Barclays Capital Securities Limited; Chief Executive Officer and 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; Member of Advisory Council, The Bretton Woods Committee |
| Mary Francis | Non-Executive Director | Non-Executive Director, BBPLC; Senior Independent Director, PensionBee Group PLC; Member, UK Takeover Appeal Board |
| Crawford Gillies | Non-Executive Director | Chairman, Barclays Bank UK PLC; Chairman, Edrington Group |
| Brian Gilvary | Senior Independent Director and Non- | Executive Chairman, INEOS Energy, an INEOS group company |

| | | |
|------------------|---------------------------|--|
| | Executive Director | |
| Diane Schueneman | Non-Executive Director | Non-Executive Director, BBPLC; Non-Executive Director, Barclays US LLC; Chair, Barclays Execution Services Limited |
| Julia Wilson | Non-Executive Director | Group Finance Director, 3i Group PLC; Chair, The 100 Group of FTSE 100 Finance Director |

* Subject to regulatory approval.

; and

- (e) replace the sub-section entitled "Significant/Material Change" under the section entitled "General Information" commencing on page 167 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 2021, nor any significant change in the financial position or financial performance of the Issuer or the Group since 31 March 2022."

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 UK 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 UK 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>.

24 May 2022