

Supplement Number 2 dated 29 July 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 March 2022, as supplemented by Supplement Number 1 dated 24 May 2022 (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 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) 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 Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 28 July 2022 in respect of the six months ended 30 June 2022 (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>;

- (b) replace the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page vii of the Base Prospectus with the following updated information:

"Forward-looking statements speak only as at the date on which they are made. Forward-looking statements may be affected by a number of factors, including, without limitation: changes in legislation, regulation and the interpretation thereof, the development of IFRS and other accounting standards, evolving practices with regard to the interpretation and application of accounting standards, emerging and developing ESG reporting standards, the outcome of current and future legal proceedings and regulatory investigations and any related impact on provisions, the policies and actions of governmental and regulatory authorities, the Group's ability along with governments and other stakeholders to measure, manage and mitigate the impacts of climate change effectively, environmental, social and geopolitical risks and incidents or similar events beyond the Group's control, 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, the United States ("U.S."), Eurozone and global macroeconomic and business conditions; volatility in credit and capital markets; market related risks such as changes in interest rates and foreign exchange rates; changes in valuation of credit market exposures; changes in valuation of issued securities; changes in credit ratings of any entity within the Group or any securities issued by such entities; changes in counterparty risk; changes in consumer behaviour; the direct and indirect consequences of the Russia-Ukraine War on European and global macroeconomic conditions, political stability and financial markets; direct and indirect impacts of the coronavirus (COVID-19) pandemic; instability as a result of the UK's exit from the European Union (the "EU"), the effects of the EU-UK Trade and Cooperation Agreement and the disruption that may subsequently result in the UK and globally; the risk of cyber-attacks, information or security breaches or technology failures on the Group's reputation, business or operations; the Group's ability to access funding; and the success of 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, capital distributions, capital, leverage or other regulatory ratios or other financial and non-financial metrics or performance measures or ability to meet commitments and targets 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 Issuer's filings with the SEC (including, without limitation, in the 2021 Annual Report and the Interim Results Announcement (each as defined in the "*Information Incorporated by Reference*" section below)) which are available on the SEC's website at www.sec.gov."

- (c) amend the section entitled "*Risk Factors – Risks relating to the Issuer and the Group*" on page 24 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 the section entitled "*Risk Review – Material existing and emerging risks*" on pages 102 to 113 of the 2021 Annual Report (as defined below) and pages 29 to 30 of the Interim Results Announcement, which are incorporated by reference herein."

- (d) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer and the Group*" on page 134 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 Note 21 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 91 to 98 of the Interim Results Announcement";

- (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:

<u>"Name</u>	<u>Function(s) within the Issuer</u>	<u>Principal outside activities</u>
Nigel Higgins	Group Chairman	Chairman and Non-Executive Director, BBPLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval Group
C.S Venkatakrisnan	Group Chief Executive and 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; Non-Executive Director, Barclays Capital Securities Limited; 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, 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 Director	Chairman, INEOS Energy, an INEOS group company
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	Chair, The 100 Group of FTSE 100 Finance Director"

* Subject to regulatory approval.

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- (f) supplement the sub-section entitled "*United States of America: Regulation S Category 2; TEFRA D or TEFRA C as specified in the relevant Final Terms or neither if TEFRA is specified as not applicable in the relevant Final Terms.*" under the section entitled "*Subscription and Sale*" commencing on page 156 of the Base Prospectus with the following information to be included at the end of such sub-section:

"In relation to securities which are being offered and sold outside the United States in reliance on Regulation S only, there are restrictions on the Issuer and its affiliates (including Barclays Bank PLC (in its role as Arranger and Dealer)) making sales of securities in the United States, including for market making purposes."; and

- (g) 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 30 June 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>.

29 July 2022