

**Supplement Number 2 dated 28 July 2023
to the Base Prospectus dated 7 March 2023**



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

as Issuer

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 2023, as supplemented by Supplement Number 1 dated 28 April 2023 (together, the "**Base Prospectus**") prepared by Barclays PLC (the "**Issuer**") with respect to its 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 23 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 27 July 2023 in respect of the six months ended 30 June 2023 (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 160 Queen Victoria Street, London, EC4V 4LA, 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) amend the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus by replacing the phrase "conflict in Ukraine" with the phrase "Russia-Ukraine war";
- (c) replace the final sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus with the following updated information:

"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 2022 Annual Report filed on Form 20-F for the financial year ended 31 December 2022, and Interim Results Announcement for the six months ended 30 June 2023 filed on Form 6-K (as defined in the "Information Incorporated by Reference" section below)) which are available on the SEC's website at www.sec.gov.";

- (d) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 131 of the Base Prospectus by replacing it in its entirety with the following updated information:

"Name	<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. Venkatakrishnan	Group Chief Executive and Executive Director	Chief Executive and Executive Director, BBPLC; Board Member, Institute of International Finance; Advisory Member to the Board, Massachusetts Institute of Technology Golub Centre for Finance and Policy; Member of Leadership Council, UN Environment Programme Finance Initiative Leadership Council; Chair, Corporate Partnerships Board, The Royal Marsden Cancer Charity; Member, CNBC ESG Council
Anna Cross	Group Finance Director and Executive Director	Executive Director, BBPLC; Chair, The 100 Group of the FTSE Finance Directors
Robert Berry	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Barclays Capital Securities Limited; Board President, Alina Lodge, Trustee, High Watch Recovery Center
Tim Breedon	Non-Executive Director	Chairman, Barclays Bank Ireland PLC; Non-Executive Director and Chairman, Apax Global Alpha Limited; Non-Executive Director, Quilter PLC (and Chair, Quilter Investors Ltd)

Mohamed A. El-Erian	Non-Executive Director	Non-Executive Director, BBPLC; Lead Independent Director, Under Armour Inc.; Chief Economic Advisor, Allianz SE; President, Queens' College, Cambridge University; Chairman, Gramercy Funds Management; Senior Advisor, Investcorp Bank BSC; G30, Consulative Group on International Economic and Monetary Affairs Inc.
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; Chair, Financial Sector Advisory Council, Federal Reserve Bank of Dallas
Mary Francis	Non-Executive Director	Non-Executive Director, BBPLC; Senior Independent Director, PensionBee Group PLC; Member, UK Takeover Appeal Board
Brian Gilvary	Senior Independent Director and Non- Executive Director	Non-Executive Chair, INEOS Energy, an INEOS group company; Defence Board, MoD (including Chair role on the Defence Audit and Risk Assurance Committee)
John Kingman	Non-Executive Director	Chair, Barclays Bank UK PLC; Chair, Legal and General Group PLC
Marc Moses	Non-Executive Director	Non-Executive Director, BBPLC
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	Non-Executive Director, BBPLC;

No potential conflicts of interest exist between any duties to the Issuer of the Directors listed above and their private interests or other duties.";

- (e) amend the section entitled "*Risk Factors – Risks relating to the Issuer and the Group*" on page 22 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 191 to 203 of the 2022 Annual Report (as defined below) and the third paragraph of the section entitled "*Risk Management – Risk management and principal risks*" on page 27 of the Interim Results Announcement, which are incorporated by reference herein.";

- (f) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer and the Group*" on page 131 of the Base Prospectus with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see Note 16 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 80 to 85 of the Interim Results Announcement."; and

- (g) replace the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 165 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 2022, nor any significant change in the financial position or financial performance of the Issuer or the Group since 30 June 2023.".

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>.

28 July 2023