

**IMPORTANT – PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes 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 (EU) 2014/65, as amended ("**EU MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**IMPORTANT – PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes 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 United Kingdom ("**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, as amended ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (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. 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 (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes 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 the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes 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 Notes (a "**distributor**") should take into consideration the manufacturer's 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 Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**Australian Investors** – The Issuer is not a bank nor an authorised deposit-taking institution which is authorised under the Banking Act 1959 (Cth) of Australia (the "**Australian Banking Act**") nor is it authorised to carry on banking business under the Australian Banking Act. The Notes are not obligations of any government and, in particular, are not guaranteed by the Commonwealth of Australia. The Issuer is not supervised by the Australian Prudential Regulation Authority. Notes 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 Part 6D.2 or Part 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 Notes are issued or transferred in, or into, Australia in parcels of not less than A\$500,000 in aggregate principal amount. An investment in any Notes 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) under the Australian Banking Act.

## Final Terms dated 29 May 2024

### BARCLAYS PLC

Legal entity identifier (LEI): 213800 LBQA 1Y9L22JB70

Issue of EUR 1,500,000,000 4.973 per cent. Fixed Rate Resetting Subordinated Callable Notes due 31 May 2036 (the "Notes")

under its **Debt Issuance Programme**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the base prospectus dated 13 March 2024 and the supplemental base prospectus dated 26 April 2024, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 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**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

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|-----|-------|--|--|
| 1.  | (i)   | Issuer:                                  | Barclays PLC   |
| 2.  | (i)   | Series Number:                           | 279  |
|     | (ii)  | Tranche Number:                          | 1  |
|     | (iii) | Date on which the Notes become fungible: | Not Applicable   |
| 3.  |       | Specified Currency or Currencies:        | Euro (" <b>EUR</b> ")  |
| 4.  |       | Aggregate Principal Amount:              | EUR 1,500,000,000  |
| 5.  |       | Issue Price:                             | 100.00 per cent. of the Aggregate Principal Amount   |
| 6.  | (i)   | Specified Denominations:                 | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof  |
|     | (ii)  | Calculation Amount:                      | EUR 1,000  |
| 7.  | (i)   | Issue Date:                              | 31 May 2024  |
|     | (ii)  | Interest Commencement Date:              | Issue Date   |
| 8.  |       | Maturity Date:                           | 31 May 2036  |
| 9.  |       | Interest Basis:                          | Reset Notes<br><br>(see paragraph 15 below)  |
| 10. |       | Redemption/Payment Basis:                | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their principal amount. |

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| 11. | Change of Interest Redemption/Payment Basis:       | or Not Applicable    |
| 12. | Call Options:                                      | Issuer Call Option   |
| 13. | (i) Status of the Notes:                           | Tier 2 Capital Notes |
|     | (ii) Date approval for issuance of Notes obtained: | 26 February 2024     |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|--|
| 14. | <b>Fixed Rate Note Provisions</b>                                     | Not Applicable   |
| 15. | <b>Reset Note Provisions</b>  | Applicable   |
|     | (i) Initial Rate of Interest:   | 4.973 per cent. per annum payable in arrear on each Interest Payment Date up to and including the First Reset Date |
|     | (ii) Interest Payment Date(s):  | 31 May in each year commencing on 31 May 2025 up to and including the Maturity Date                                |
|     | (iii) Fixed Coupon Amount up to (and including) the First Reset Date: | EUR 49.73 per Calculation Amount   |
|     | (iv) Broken Amount(s):  | Not Applicable   |
|     | (v) Reset Reference Rate:   | Mid-Swap Rate  |
|     | (vi) First Reset Date:  | 31 May 2031  |
|     | (vii) Day Count Fraction:   | Actual/Actual (ICMA)   |
|     | (viii) Reset Date:  | The First Reset Date   |
|     | (ix) Mid-Swap Rate:   | Single Mid-Swap Rate   |
|     | (a) Fixed Leg Swap Payment Frequency:                                 | Annual   |
|     | (b) Mid-Swap Floating Leg Maturity:                                   | 6 months   |
|     | (c) Mid-Swap Floating Leg Benchmark Rate:                             | EURIBOR  |
|     | (d) Relevant Screen Page:   | Reuters Screen page "ICESWAP2"   |
|     | (e) Reset Margin:   | +2.100 per cent. per annum   |
|     | (x) Reference Bond Rate:  | Not Applicable   |
|     | (xi) Sterling Reference Bond Rate:                                    | Not Applicable   |
|     | (xii) U.S. Treasury Rate:   | Not Applicable   |
|     | (xiii) Reference Banks:   | As per the Conditions  |
|     | (xiv) Reset Determination Dates:                                      | The second Business Day prior to the First Reset Date  |

(xv)	Minimum Rate of Interest:	Zero
(xvi)	Maximum Rate of Interest:	Not Applicable
(xvii)	Business Day Convention:	No Adjustment
(xviii)	Additional Business Centre(s):	Not Applicable
(xix)	Reset Determination Time:	As per the Conditions
(xx)	Agent Bank:	The Bank of New York Mellon, London Branch
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18.	Issuer Call Option	Applicable
	(i) Optional Redemption Date(s) (Call):	The First Reset Date
	(ii) Optional Redemption Amount (Call):	EUR 1,000 per Calculation Amount
	(iii) Make Whole Redemption Price:	Not Applicable
	(iv) Redeemable in part:	Not Applicable
	(v) Notice period:	Minimum period: 15 days Maximum period: 60 days
19.	Optional Redemption Amount (Regulatory Event) (for Tier 2 Capital Notes only):	EUR 1,000 per Calculation Amount
20.	Early Redemption Amount (Tax):	EUR 1,000 per Calculation Amount
21.	Optional Redemption Amount (Loss Absorption Disqualification Event) (for Senior Notes only):	Not Applicable
22.	Issuer Residual Call:	Not Applicable
23.	Final Redemption Amount of each Note:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at EUR 1,000 per Calculation Amount
24.	Early Termination Amount:	As per the Conditions

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25.	Form of Notes:	<b>Registered Notes:</b>  Unrestricted Global Certificate exchangeable for Unrestricted Individual Certificates in the limited
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		circumstances described in the Unrestricted Global Certificate
26.	New Global Note:	No
27.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
28.	Talons for future Coupons to be attached to Definitive Notes:	No
29.	Substitution or Variation provisions:	Condition 10(m) ( <i>Redemption and Purchase; Substitution or Variation – Substitution or Variation</i> ) is Applicable.
30.	Relevant Benchmarks:	<p>EURIBOR is provided by the European Money Markets Institute (the "<b>EMMI</b>"). As at the date hereof, the EMMI appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of domestic law of the UK by virtue of the EUWA.</p> <p>The Mid-Swap Rate that appears on the Reuters Screen page "ICESWAP2" is provided by ICE Benchmark Administration Limited ("<b>ICE</b>"). As at the date hereof, ICE appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of domestic law of the UK by virtue of the EUWA.</p>

**SIGNED** on behalf of **BARCLAYS PLC**:

By: /s/ STUART FRITH, AUTHORISED SIGNATORY  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Market of the London Stock Exchange with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 6,250

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- S&P Global Ratings UK Limited ("**Standard & Poor's**") : BBB-
- An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.
- Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.
- (Source: Standard & Poor's, <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352/>)
- Moody's Investors Service Limited ("**Moody's**") : Baa1
- Obligations rated 'Baa' are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.
- (Source: Moody's, <https://ratings.moodys.io/ratings#rating-scale>)
- Fitch Ratings Ltd ("**Fitch**") : BBB+
- 'BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.
- Fitch's credit rating scale for issuers and issues is expressed using the categories 'AAA' to 'BBB' (investment grade) and 'BB' to 'D' (speculative grade) with an additional +/- for AA through CCC levels indicating relative differences of probability of default or recovery for issues.

(Source: Fitch Ratings, <https://www.fitchratings.com/products/rating-definitions>)

Each of Moody's, Standard & Poor's and Fitch is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (the "**UK CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch appears on the latest update of the list of registered credit rating agencies published by the FCA Authority on its website in accordance with the UK CRA Regulation. The rating each of Moody's, Standard & Poor's 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 (the "**EU CRA Regulation**").

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest that is material to the offer.

The Managers 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.

4. **USE OF PROCEEDS**

Estimated net proceeds: EUR 1,493,250,000

The net proceeds of the issue will be used for general corporate purposes of the Issuer and its subsidiaries and/or the Group and may be used to strengthen further the capital base of the Issuer and its subsidiaries and/or the Group.

**YIELD**

Indication of yield: 4.973 per cent. per annum to the First Reset Date

The indicative yield to the First Reset Date is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. **OPERATIONAL INFORMATION**

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|-------|--------------|--|
| (i)   | CUSIP Number | Not Applicable   |
| (ii)  | ISIN:        | XS2831195644   |
| (iii) | Common Code: | 283119564  |
| (iv)  | FISN:        | Available on the website of the Association of National Numbering Agencies |
| (v)   | CFI Code:    | Available on the website of the Association of National Numbering Agencies |
| (vi)  | CINS Code:   | Not Applicable   |

- (vii) CMU Instrument Number: Not Applicable
- (viii) Trade Date: 23 May 2024
- (ix) Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC or the CMU Service and the relevant identification number(s): Not Applicable
- (x) Delivery: Delivery against payment
- (xi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (xii) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 6. DISTRIBUTION

- (i) U.S. Selling Restrictions: Reg. S Compliance Category 2, TEFRA not applicable
- (ii) Method of distribution: Syndicated
- (iii) If syndicated
  - (a) Name of Lead Manager: Barclays Bank PLC
  - (b) Names of Co-Managers:
    - Senior Co-Lead Managers*
    - Banco Santander, S.A.
    - Citigroup Global Markets Limited
    - Commerzbank Aktiengesellschaft
    - J.P. Morgan Securities plc
    - Natixis
    - Nordea Bank Abp
    - UBS AG London Branch
    - Co-Lead Managers*
    - Australia and New Zealand Banking Group Limited
    - Banca Akros S.p.A.
    - Banco Bilbao Vizcaya Argentaria, S.A.
    - CaixaBank, S.A.
    - Canadian Imperial Bank of Commerce, London Branch
    - Coöperatieve Rabobank U.A.
    - KBC Bank NV
    - La Banque Postale

Nomura International plc  
The Bank of Nova Scotia, London Branch

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|------|---|-------------------|
| (c)  | Stabilisation<br>Manager(s) (if any):             | Barclays Bank PLC |
| (iv) | If non-syndicated, name and<br>address of Dealer: | Not Applicable    |