

**Supplement Number 1 dated 3 May 2018
to the Base Prospectus dated 1 March 2018**



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 1 March 2018 (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 Section 87G of the Financial Services and Markets Act 2000.

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**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), including any relevant implementing measure in the United Kingdom (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with the Prospectus Directive. 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 joint announcement of the Issuer and Barclays Bank PLC, as filed with the SEC on Form 6-K on 29 March 2018 in respect of the settlement of civil litigation with the United States Department of Justice in relation to Residential Mortgage-Backed Securities (the "**DoJ Settlement Announcement**"); and
 - the announcement of the Issuer, as filed with the SEC on Form 6-K on 20 April 2018 in respect of the conclusion of the Financial Conduct Authority and Prudential Regulation Authority's investigation into Jes Staley and Barclays (the "**FCA and the PRA Investigations Announcement**").
 - the unaudited Q1 2018 Results Announcement of the Issuer as filed with the SEC on Form 6-K on 26 April 2018 in respect of the three months ended 31 March 2018 (the "**Q1 2018 Results Announcement**");

The DoJ Settlement Announcement, the FCA and the PRA Investigations Announcement and the Q1 2018 Results Announcement have 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 DoJ Settlement Announcement, the FCA and the PRA Investigations Announcement and the Q1 2018 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. They have also been filed with the SEC and are available in electronic form on the SEC's website at http://www.sec.gov/cgi-bin/browse_edgar?company=barclays+plc&owner=exclude&action=getcompany.

- (i) amend the sub-section entitled "*Issuer*" under the section entitled "*Overview of the Programme*" commencing on page 1 of the Base Prospectus by deleting paragraphs two and three and replacing them with the following:

"The Group is a transatlantic consumer and wholesale bank with global reach offering products and services across personal, corporate and investment banking, credit cards and wealth management, with a strong presence in the Group's two home markets of the UK and the US. The Group is focused on two core divisions – Barclays UK and Barclays International.

Both Barclays UK and Barclays International have historically operated within the legal entity Barclays Bank PLC (the "**Bank**"). However, on 1 April 2018 the Barclays UK division formally separated into a new legal entity – Barclays Bank UK PLC (the "**UK Ring-fenced Bank**"), which is the Group's UK ring-fenced bank. The UK Ring-fenced Bank offers everyday products and services to retail and consumer customers and small to medium sized enterprises based in the UK. Products and services designed for the Group's larger corporate, wholesale and international banking clients will continue to be offered by Barclays International from within the Bank. The UK Ring-fenced Bank will operate alongside, but have the ability to take decisions independently from, the Bank as part of the Group under the Issuer."

- (ii) amend the section entitled "*The Issuer and the Group*" by deleting paragraphs two and three on page 89 of the Base Prospectus and replacing them with the following:

"The Group is a transatlantic consumer and wholesale bank with global reach offering products and services across personal, corporate and investment banking, credit cards and wealth management, with a strong presence in the Group's two home markets of the UK and the US. The Group is focused on two core divisions – Barclays UK and Barclays International.

Both Barclays UK and Barclays International have historically operated within the legal entity Barclays Bank PLC (the "**Bank**"). However, on 1 April 2018 the Barclays UK division formally separated into a new legal entity – Barclays Bank UK PLC (the "**UK Ring-fenced Bank**"), which is the Group's UK ring-fenced bank. The UK Ring-fenced Bank offers everyday products and services to retail and consumer customers and small to medium sized enterprises based in the UK. Products and services designed for the Group's larger corporate, wholesale and international banking clients will continue to be offered by Barclays International from within the Bank. The UK Ring-fenced Bank will operate alongside, but have the ability to take decisions independently from, the Bank as part of the Group under the Issuer."

- (b) supplement the section entitled "*The Issuer and the Group*" commencing on page 89 of the Base Prospectus with the following updated information:

The following sub-section shall be included:

Recent Developments

Barclays successfully completes Ring-Fencing Transfer Scheme

On 3 April 2018, the Issuer and the Bank published the following joint announcement:

"On 9 March 2018 Barclays was granted approval from the Prudential Regulation Authority and the High Court of Justice of England and Wales to implement the "ring-fencing" of its day-to-day banking services of Barclays using a legal process called a Ring-Fencing Transfer Scheme (the "**Scheme**") under Part VII of the Financial Services and Markets Act 2000.

The requirement to ring-fence day-to-day banking services, which must be completed by 1 January 2019, is one of the reforms brought in by the UK government, aiming to strengthen the UK financial system following the financial crisis that began in 2008.

Barclays has now implemented the Scheme and established the ring-fenced bank, Barclays Bank UK PLC on 1 April 2018. This entity will operate alongside, but have the ability to take decisions independently from, Barclays Bank PLC as part of the Barclays Group under Barclays PLC."

For further information in respect of the ring-fencing restructuring, see Supervision and Regulation on page 162 of the 2017 Annual Report.

- (c) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 89 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> |
|------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| John McFarlane | Group Chairman | Non-Executive Director, Westfield Corporation; Non-Executive Director, Old Oak Holdings Limited; Chairman, TheCityUK; Member, Financial Services Trade and Investment Board; Member, European Financial Round Table; Member, President's Committee of the Confederation of British Industry |
| James Staley | Group Chief Executive Officer and Executive Director | Chief Executive Officer and Executive Director, Barclays Bank PLC; Member, Institute of International Finance, Inc. |
| Michael Ashley | Non-Executive Director | Member, International Ethics Standards Board for Accountants; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Chairman, Government Internal Audit Agency; Member, Board of The Charity Commission |
| Tim Breedon | Non-Executive Director | Trustee, Marie Curie; Chairman, Apax Global Alpha Limited; Chairman, The Northview Group |
| Sir Ian Cheshire | Non-Executive Director | Chairman, Barclays Bank UK PLC; Chairman, Debenhams plc; Chairman, |

| <i>Name</i> | <i>Function(s) within the Issuer</i> | <i>Principal outside activities</i> |
|----------------------|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Maisons du Monde S.A.; Chairman, Menhaden Capital PLC |
| Mary Francis | Non-Executive Director | Non-Executive Director, Ensco plc; Non-Executive Director, Swiss Re Group; Member, Advisory Panel of The Institute of Business Ethics |
| Crawford Gillies | Senior Independent Director and Non-Executive Director | Senior Independent Director, SSE plc; Chairman, The Edrington Group Limited |
| Sir Gerald Grimstone | Non-Executive Director | Chairman, Barclays Bank PLC; Chairman, Standard Life Aberdeen plc; Non-Executive Board Member, Deloitte NWE LLP; Lead non-executive, Ministry of Defence; Member, Financial Services Trade and Investment Board; Chairman, The City UK China Market Advisory Group; Board Advisor, Abu Dhabi Commercial Bank PJSC |
| Reuben Jeffery III | Non-Executive Director | Chief Executive Officer, President and Director, Rockefeller & Co., Inc. and Rockefeller Financial Services Inc.; Member, Advisory Board of Towerbrook Capital Partners LP; Director, Financial Services Volunteer Corps; Trustee, The Asia Foundation |
| Matthew Lester | Non-Executive Director | Non-Executive Director, Capita plc; Non Executive Director, Man Group plc |
| Tushar Morzaria | Group Finance Director; Executive Director | Chief Finance Officer and Executive Director, Barclays Bank PLC; Member, Main Committee of the 100 Group |
| Dambisa Moyo | Non-Executive Director | Non-Executive Director, Chevron Corporation |
| Diane Schueneman | Non-Executive Director | Non-Executive Director, Barclays US LLC; Chairman, Barclays Services Limited |
| Michael Turner | Non-Executive Director | Chairman, Babcock International Group PLC |

- (a) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer and the Group*" on page 89 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 (i) Note 27 (Provisions) and Note 29 (Legal, competition and regulatory matters) to the consolidated financial statements of the Issuer on page 237 to 238 and pages 239 to 247, respectively, of the 2017 Annual Report, (ii) the DoJ Settlement Announcement, (iii) the FCA and the PRA Investigations Announcement, and (iv) the Q1 2018 Results Announcement.

- (b) state in the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 122 of the Base Prospectus that there has been no significant change in the financial or trading position of the Issuer or the Group, as the case may be, since 31 March 2018.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains 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 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 5(1) of the Prospectus Directive 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 Prospectus Directive except where such information or other documents are specifically incorporated by reference into this Supplement.

For as long as any of the Notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FCA so require, for the life of the Base Prospectus, copies of the DoJ Settlement Announcement, the FCA and the PRA Investigations Announcement and the Q1 2018 Results Announcement may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of The Bank of New York Mellon, as principal paying agent, currently located at One Canada Square, London E14 5AL.

This Supplement shall be available on or around the date hereof in electronic form at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

3 May 2018