

**Supplement Number 2 dated 2 August 2024
to the Base Prospectus dated 13 March 2024**



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 13 March 2024, as supplemented by Supplement Number 1 dated 26 April 2024 (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.

This Supplement constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the Rulebook of International Securities Market of the London Stock Exchange.

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 1 August 2024 in respect of the six months ended 30 June 2024 (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 end of the penultimate sentence of the first paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus with the following updated information:

"(including environmental, social and governance ("ESG") commitments and targets), plans and objectives for future operations, International Financial Reporting Standards ("IFRS") and other statements that are not historical or current facts.";

- (c) amend the second sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus by deleting the phrase "International Financial Reporting Standards ("IFRS") and replacing it with the word "IFRS";
- (d) amend the second sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus by deleting the word "pandemics";
- (e) amend the second sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus by adding, after the phrase "political elections", the words ", including the impact of the UK, European and US elections in 2024";
- (f) amend the second sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page viii of the Base Prospectus by replacing the word "impacts" with the word "impact";
- (g) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer and the Group*" on page 140 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 23 (*Provisions*) and Note 25 (*Legal, competition and regulatory matters*) to the consolidated financial statements of the Issuer on pages 381 to 382 and pages 383 to 387, respectively, of the 2023 Annual Report, the second bullet point entitled "*FCA motor finance review*" under the sub-section entitled "*Other matters*" under the section entitled "*Group Finance Director's Review*" on page 8 of the Q1 2024 Results Announcement, the second bullet point entitled "*FCA motor finance review*" under the sub-section entitled "*Other matters*" under the section entitled "*Group Finance Director's Review*" on page 11 of the Interim Results Announcement and Note 16 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 84 to 89 of the Interim Results Announcement."

- (h) amend the sub-section entitled "*Profit Forecasts*" under the section entitled "*The Issuer and the Group*" commencing on page 140 of the Base Prospectus by replacing the first sentence therein with the following updated information:

"The 2023 Annual Report contains, in the "*Strategy*" section on page 4, the following profit forecasts, which are repeated in the respective sections entitled "*Group Financial Targets and Outlook*" of the Q1 2024 Results Announcement for the three months ended 31 March 2024 and the Interim Results Announcement for the six months ended 30 June 2024:";

- (i) amend the sub-section entitled "*Assumptions outside the Issuer's influence*" under the section "*The Issuer and the Group*" commencing on page 140 of the Base Prospectus by replacing the table therein in its entirety with the following updated table:

	Assumptions			
	2023	2024	2025	2026
UK GDP ¹	0.5%	0.2%	1.1%	1.6%
UK unemployment ²	4.3%	4.8%	4.7%	4.8%
UK bank rate ³	5.25%	4.00% ⁷	3.25%	3.25%
Sterling 5-year swap rate ⁴	3.36%	3.58% ⁸	3.49%	3.49%
UK inflation ⁵	7.4%	3.0%	1.9%	2.0%
US GDP ¹	2.4%	1.4%	1.6%	1.9%
US unemployment ²	3.7%	4.3%	4.3%	4.3%
US federal funds rate ³	5.50%	4.00%	3.25%	3.25%
US dollar 5-year swap rate ⁴	3.46%	3.60%	3.59%	3.64%
US inflation ⁵	4.1%	2.7%	2.1%	2.1%
Markets wallet.....	\$111bn	\$111bn	\$111bn	\$115bn
Banking wallet ⁶	\$67bn	\$70bn	\$80bn	\$84bn

1 YoY percentage change in real annual GDP

2 Q423 unemployment rate, 16+ basis points

3 Year-end central bank policy rates

4 GBP and USD 5Y OIS Swap rates

5 YoY percentage change in annual average CPI

6 Source: Dealogic wallet as at 31 December 2023

7 As at 30 June 2024, the Issuer has updated this figure to 5.00%, based on expectations of changes to the UK bank rate, which has not affected the targets for 2024.

8 As at 30 June 2024, the Issuer has updated this figure to 3.90%, based on expectations of changes to the Sterling 5-year swap rate, which has not affected the targets for 2024.

Note: Group plan based on an average USD/GBP FX rate of 1.27. Markets 2023 wallet and forward-looking metrics based on internal Barclays estimates and are factored into the medium-term plan. Total industry wallet represents Markets & Banking revenues. Markets industry revenue based on Coalition Greenwich Global Competitor Analytics, for the following peer group: BofA Securities, Barclays, BNP Paribas, Citigroup, Credit Suisse, Deutsche Bank, Goldman Sachs, J.P. Morgan, Morgan Stanley and UBS. Analysis is based on Barclays' internal business structure and internal revenues. 2023 based on Barclays internal estimates.

- (j) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 142 of the Base Prospectus by replacing the table contained therein with the following updated table:

"Name	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Nigel Higgins	Group Chairman and Non-Executive Director	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; Board Member, Bank Policy Institute
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, Quilter PLC (including additional Non Executive Director roles of some subsidiary entities)
Mohamed A. El-Erian*	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Chair, Under Armour Inc.;

		Chief Economic Advisor, Allianz SE; President, Queens' College, Cambridge University; Chairman, Gramercy Funds Management; G30, Consultative 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, BBUKPLC; Chair, Legal and General Group PLC (L&G)
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; Non-Executive Director, Barclays Capital Securities Limited
Brian Shea	Non-Executive Director	Non-Executive Director, BBPLC; Non-Executive Director, Barclays Execution Services Limited; Director, Ameriprise Financial, Inc.; Director, RBB Funds, Inc.; Board of Trustees, Catholic Charities of the Archdiocese of New York

*On 19 July 2024, the Issuer announced that Mohamed A. El-Erian will step down from the Board (as defined below) as a Non-Executive Director with effect from 1 September 2024."; and

- (k) replace the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 175 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 2023, nor any significant change in the financial position or financial performance of the Issuer or the Group since 30 June 2024."

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>.

2 August 2024