

Supplemental Information Memorandum



AUD Debt Issuance Programme

Issuer

Barclays PLC

(incorporated in England and Wales with limited liability and registered number 48839)

Arranger and Dealer
Barclays Bank PLC

The date of this Supplemental Information Memorandum is 2 August 2024

Important Notice

Introduction

This Supplemental Information Memorandum supplements the Information Memorandum dated 31 October 2023 (the “**2023 Information Memorandum**”) issued by Barclays PLC (the “**Issuer**”), as supplemented by the Supplemental Information Memorandum dated 26 April 2024 (the “**First Supplemental Information Memorandum**”). The 2023 Information Memorandum, the First Supplemental Information Memorandum and this Supplemental Information Memorandum, each relates to the Issuer’s AUD Debt Issuance Programme (“**Programme**”), as described therein, under which medium term notes and other debt instruments (together, “**Debt Instruments**”) may be issued from time to time.

This Supplemental Information Memorandum constitutes supplementary admission particulars in respect of the 2023 Information Memorandum for the purposes of the Rulebook of International Securities Market (the “**ISM**”) of the London Stock Exchange plc (the “**LSE**”). This Supplemental Information Memorandum has not been approved by and will not be submitted for approval to the Financial Conduct Authority of the United Kingdom.

Terms used in this Supplemental Information Memorandum but not otherwise defined have the meaning given to them in the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum.

Issuer’s Responsibility

This Supplemental Information Memorandum has been prepared by, and issued with, the authority of the Issuer. The Issuer accepts responsibility for the information contained in this Supplemental Information Memorandum.

Responsibility for this Information Memorandum for purposes of the ISM

For the purpose of Debt Instruments admitted to trading on the ISM, the Issuer accepts responsibility for the information contained in the 2023 Information Memorandum, the First Supplemental Information Memorandum, this Supplemental Information Memorandum and the relevant Supplement for each Tranche of such Debt Instruments issued under the Programme and declares that, having taken all reasonable care to ensure that such is the case, the information contained in the 2023 Information Memorandum, the First Supplemental Information Memorandum, this Supplemental Information Memorandum and the relevant Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Australian Banking Act

The Issuer is not a bank or an authorised deposit-taking institution which is authorised under the Banking Act 1959 (Commonwealth of Australia) (“**Australian Banking Act**”) and nor is it supervised by the Australian Prudential Regulation Authority (“**APRA**”).

No Debt Instruments shall be obligations of the Australian Government or any other government and, in particular, are not guaranteed by the Commonwealth of Australia.

The depositor protection provisions in Division 2 of Part II of the Australian Banking Act do not apply to the Issuer.

No Debt Instruments shall be “protected accounts” or “deposit liabilities” within the meaning of the Australian Banking Act and an investment in Debt Instruments 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).

Supplements to Information Memorandum

This Supplemental Information Memorandum should be read and construed together with, and will be incorporated by reference in, the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum. References in this Supplemental Information Memorandum, the First Supplemental Information Memorandum and the 2023 Information Memorandum to 'this Information Memorandum' are to be construed as references to the 2023 Information Memorandum as supplemented by the First Supplemental Information Memorandum and this Supplemental Information Memorandum. Without limiting the foregoing, this Supplemental Information Memorandum should be read and construed together with the statements appearing under the heading 'Important Notice' in the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum, which are incorporated by reference in this Supplemental Information Memorandum to the extent not replaced as described below.

Save as disclosed in this Supplemental Information Memorandum or the First Supplemental Information Memorandum, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the 2023 Information Memorandum since the publication of the 2023 Information Memorandum.

Part 1 – Information Incorporated by Reference

The section entitled “*Information incorporated by reference*” commencing on page 2 of the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum, shall be superseded and replaced by the following.

Information incorporated by reference

This Information Memorandum is to be read in conjunction with all documents which are deemed to be incorporated into it by reference as set out below. This Information Memorandum shall, unless otherwise expressly stated, be read and construed on the basis that such documents are so incorporated and form part of this Information Memorandum. References to “**Information Memorandum**” are to this Information Memorandum and any other document incorporated by reference and to any of them individually.

The following information (certain of which has been filed, or may be filed from time to time after the date of this Information Memorandum with the FCA) shall be deemed to be incorporated in, and to form part of, this Information Memorandum:

- (a) the unaudited Interim Results Announcement of the Issuer, as filed with the US Securities and Exchange Commission (the “**SEC**”) on Form 6-K (including exhibits thereto) on 25 April 2024 in respect of the three months ended 31 March 2024 (the “**2024 Q1 Interim Results Announcement**”);
- (b) the unaudited Interim Results Announcement of the Issuer, as filed with the US Securities and Exchange Commission (the “**SEC**”) on Form 6-K (including exhibits thereto) on 1 August 2024 in respect of the six months ended 30 June 2024 (the “**2024 H1 Interim Results Announcement**”);
- (c) the sections set out below from the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 20 February 2024 containing the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year ended 31 December 2023 (the “**2023 Annual Report**”):

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- (d) the sections set out below from the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 15 February 2023 containing the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year ended 31 December 2022 (the "**2022 Annual Report**"):

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- (e) all supplements or amendments to this Information Memorandum (including any Supplements and documents stated therein to be incorporated by reference) and any other documents issued by the Issuer and stated to be incorporated by reference in this Information Memorandum.

The documents listed above under (a) to (d) have been (or will be) filed with the SEC and are (or will be) available on the SEC's website at:

<https://www.sec.gov/edgar/browse/?CIK=312069&owner=excludehttps://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>

The documents listed above under (e) are (or will be) available at:

<https://home.barclays/investor-relations>

No other information, including any information in any document incorporated by reference in any of the documents specified above or document or information that is publicly filed, forms part of this Information Memorandum unless otherwise expressly stated. Any information contained in any of the documents specified above which is not incorporated by reference in this Information Memorandum is either not relevant for prospective investors for the purposes of the relevant laws or is covered elsewhere in this Information Memorandum. For the avoidance of doubt, unless specifically incorporated by reference into this Information Memorandum, information contained on the above websites does not form part of this Information Memorandum.

The financial statements incorporated by reference from the 2023 Annual Report and 2022 Annual Report have been prepared by the Issuer in accordance with UK-adopted international accounting standards and also in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"), including interpretations issued by the IFRS Interpretations Committee. A summary of the significant accounting policies for the Issuer is included in the 2023 Annual Report and 2022 Annual Report.

Any statement contained in this Information Memorandum or in any documents incorporated by reference in, and forming part of, this Information Memorandum (including any statement contained in those sections of the 2023 Annual Report referred to above), shall be modified, replaced or superseded to the extent that a statement contained in any document subsequently incorporated by reference (including any subsequently filed Form which is incorporated by reference into this Information Memorandum) modifies, replaces or supersedes such statement (including whether in whole or in part or expressly or by implication). Any statement so modified, replaced or superseded shall not be deemed, except as so modified, replaced or superseded, to constitute a part of this Information Memorandum.

In addition, the Issuer, and certain of its affiliates, may make filings with regulatory authorities from time to time and such filings may include information material to investors. Copies of such filings are available from the Issuer.

Copies of documents incorporated by reference in this Information Memorandum may also be obtained from the offices of the Issuer.

Part 2 – Significant Change

The section entitled “*Significant Change*” commencing on page 4 of the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum, shall be superseded and replaced by the following.

Significant Change

There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2024.

Part 3 – Forward-Looking Statements

The section entitled “*Forward-looking statements*” commencing on page 12 of the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum, shall be superseded and replaced by the following.

Forward-looking Statements

This Information Memorandum and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the United States (“**US**”) Securities Exchange Act of 1934, as amended and Section 27A of the US Securities Act of 1933, as amended, with respect to the Issuer and its consolidated subsidiaries (the “**Group**” or “**Barclays**”). The Issuer cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. Forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as “may”, “will”, “seek”, “continue”, “aim”, “anticipate”, “target”, “projected”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “achieve” or other words of similar meaning. Examples of forward-looking statements include, among others, statements or guidance regarding or relating to the Group’s future financial position, business strategy, income levels, costs, assets and liabilities, impairment charges, provisions, capital, leverage and other regulatory ratios, capital distributions (including policy on dividends and share buybacks), return on tangible equity, projected levels of growth in banking and financial markets, industry trends, any commitments and targets (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. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances.

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, regulations, governmental and regulatory policies, expectations and actions, voluntary codes of practices, and the interpretation thereof, changes in IFRS and other accounting standards, including practices with regard to the interpretation and application thereof, and emerging and developing ESG reporting standards; the outcome of current and future legal proceedings and regulatory investigations; the Group’s ability along with governments and other stakeholders to measure, manage and mitigate the impact of climate change effectively, environmental, social and geopolitical risks and incidents and similar events beyond the Group’s control; the impact of competition in the banking and financial services industry; capital, liquidity, leverage and other regulatory rules and requirements applicable to past, current and future periods; UK, US, Eurozone and global macroeconomic and business conditions, including inflation; volatility in credit and capital markets; market related risks such as changes in interest rates and foreign exchange rates; reforms to benchmark interest rates and indices; higher or lower asset valuations; changes in credit ratings of any entity within the Group or any securities issued by it; changes in counterparty risk; changes in consumer behaviour; the direct and indirect consequences of the conflicts in Ukraine and the Middle East on European and global macroeconomic conditions, political stability and financial markets; political elections, including the impact of the UK, European and US elections in 2024; developments in the UK’s relationship with the European Union (the “**EU**”); the risk of cyber-attacks, information or security breaches, technology failures or other operational disruptions and any subsequent impact 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 factors are beyond the Group’s control. As a result, the Group’s actual financial position, results, financial and non-financial metrics or performance measures or its ability to meet commitments and targets may differ materially from the statements or guidance set forth in the Group’s forward-looking statements. In setting its targets and outlook for the period 2024-2026, the Issuer has made certain assumptions about the macro-economic environment, including, without limitation, inflation, interest and unemployment rates, the different markets and competitive conditions in which the Issuer operates, and its ability to grow certain businesses and achieve costs savings and other structural actions. 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 2023 Annual Report (as defined in the

"*Information Incorporated by Reference*" section above)) which are available on the SEC's website at <http://www.sec.gov>.

Subject to the Issuer's obligations under the applicable laws and regulations of any relevant jurisdiction (including, without limitation, the UK and the US) in relation to disclosure and ongoing information, the Issuer undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Part 4 – Corporate Profile

The sub-section entitled "*Legal Proceedings*" under the section entitled "*Corporate Profile*" commencing on page 21 of the 2023 Information Memorandum, as supplemented by the First Supplemental Information Memorandum, shall be superseded and replaced by the following.

Legal Proceedings

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 2024 Q1 Interim 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 2024 H1 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 2024 H1 Interim Results Announcement.

