

**Supplement Number 1 dated 26 April 2019
to the Base Prospectus dated 5 March 2019**



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 5 March 2019 (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"**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended or superseded), including any relevant implementing measure in the United Kingdom (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with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 27 of the Base Prospectus and incorporate by reference into the Base Prospectus the unaudited Q1 2019 Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 25 April 2019 in respect of the three months ended 31 March 2019 (the "**Q1 2019 Results Announcement**"). The Q1 2019 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 Q1 2019 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. 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) replace the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page vi of the Base Prospectus with the following updated information:

"By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under International Financial Reporting Standards ("**IFRS**")

including evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules applicable to past, current and future periods; the United Kingdom ("UK"), the United States ("U.S."), Eurozone and global macroeconomic and business conditions; the effects of any volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; instability as a result of the exit by the UK from the European Union (the "EU") and the disruption that may subsequently result in the UK and globally; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Group's control. As a result, the Group's actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set forth in the Group's forward-looking statements. Additional risks and factors which may impact the Group's future financial condition and performance are identified in the Group's filings with the SEC (including, without limitation, in the 2018 Annual Report (as defined in the "Information Incorporated by Reference" section below)), which are available on the SEC's website at <http://www.sec.gov>."

- (c) replace the last sentence in the first paragraph of the risk factor "*Risks relating to Notes which are linked to "benchmarks"*" on page 11 of the Base Prospectus with the following:

Any such consequence could have a material adverse effect on any Notes linked to such a "benchmark", including possible adverse U.S. tax consequences.

- (d) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 102 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 ¹	Member, Supervisory Board of Unibail-Rodamco-Westfield S.E.; Director, Old Oak Holdings Limited; Chairman, TheCityUK; Member, Financial Services Trade and Investment Board; Member, Institut International d'Etudes Bancaires
James Staley	Group Chief Executive Officer and Executive Director	Board Member, Institute of International Finance; Board Member, Bank Policy Institute; Interim Chief Executive Officer, Barclays Bank PLC
Michael Ashley	Non-Executive Director	Non-Executive Director, Barclays Capital Securities Limited; Member, International Ethics Standards Board for Accountants; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Member, Charity Commission; Member, Cabinet Office Board

¹ On 2 November 2018, the Issuer announced that John McFarlane will retire as Chairman with effect from the conclusion of the Issuer AGM on 2 May 2019 and that Nigel Higgins has been appointed to succeed him.

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Tim Breedon	Non-Executive Director	Non-Executive Director, Barclays Capital Securities Limited; Chairman, Apax Global Alpha Limited; Senior Advisor, The Blackstone Group L.P.
Sir Ian Cheshire	Non-Executive Director	Chairman, Barclays Bank UK PLC; Chairman, Maisons du Monde S.A.; Chairman, Menhaden Capital PLC; Lead non-executive director for the British Government; Trustee, Institute for Government
Mary Anne Citrino	Non-Executive Director	Non-Executive Director, Ahold Delhaize N.V.; Non-Executive Director, Alcoa Corporation; Non-Executive Director, HP Inc; Senior Advisor, The Blackstone Group L.P.
Mary Francis	Non-Executive Director	Non-Executive Director, EnscO plc; Advisory Panel Member, The Institute of Business Ethics; Member, UK Takeover Appeal Board
Crawford Gillies	Senior Independent Director and Non-Executive Director	Non-Executive Director, SSE plc; Chairman, The Edrington Group Limited
Nigel Higgins	Non-Executive Director and Chairman Designate	Non-Executive Director and Interim Chairman, Barclays Bank PLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval International S.A.
Reuben Jeffery III ²	Non-Executive Director	Vice-Chairman, Rockefeller Capital Management; Director, Financial Services Volunteer Corps; Director, CQS Management Limited
Matthew Lester	Non-Executive Director	Non-Executive Director, Capita plc; Non-Executive Director, Man Group plc
Tushar Morzaria	Group Finance Director and Executive Director	Member, Main Committee of the 100 Group; Chair, Sterling Risk Free Reference Rates Working Group
Dambisa Moyo ²	Non-Executive Director	Non-Executive Director, Chevron Corporation; Non-Executive Director, 3M Company; Member of Investment Committee, Oxford University Endowment Fund
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays US LLC; Chair, Barclays Services Limited
Michael Turner ²	Non-Executive Director	Chairman, Babcock International Group PLC; Member, UK Government's Apprenticeship Ambassadors Network

- (e) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer and the Group*" on page 102 of the Base Prospectus with the following:

Legal Proceedings

² This Non-Executive Director does not intend to seek re-election and will be stepping down as Non-Executive Director with effect from the conclusion of the Issuer AGM on 2 May 2019.

For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see (i) Note 25 (Provisions) and Note 27 (Legal, competition and regulatory matters) to the consolidated financial statements of the Issuer on pages 263 to 264 and pages 265 to 272, respectively, of the 2018 Annual Report, and (ii) the Q1 2019 Results Announcement.

- (f) state in the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 134 of the Base Prospectus that there has been no significant change in the financial or trading position of the Issuer or the Group since 31 March 2019;
- (g) for clarity, the font size in the formula on page 61 of the Base Prospectus shall be adjusted such that the formula shall read as follows:

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{SONIA_{i-pLBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

- (h) for clarity, the font size in the definition of "SONIA_{i-pLBD}" on page 61 of the Base Prospectus shall be adjusted such that the defined term shall read as follows: SONIA_{i-pLBD}.

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, a copy of the Q1 2019 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>.

26 April 2019