

**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2014/65, as amended ("EU MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II.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.

**EU MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each 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 eligible counterparties and professional clients only, each as defined in EU MiFID II; 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 manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of each 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. A distributor should take into consideration the manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Canadian Sales** - Barclays Bank PLC, the Bookrunner and a Manager for this offering, is a wholly-owned subsidiary of the Issuer. Accordingly, the Issuer is a "related issuer" of Barclays Bank PLC as such term is defined in National Instrument 33-105 Underwriting Conflicts. The decision to distribute the Notes was made by the Issuer and the terms of this offering were negotiated between the Managers and the Issuer.

**No prospectus is required to be published under Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the "UK Prospectus Regulation"), for this issue of Notes. The**

**Financial Conduct Authority, in its capacity as competent authority under the UK Prospectus Regulation has neither approved nor reviewed the information contained in this Pricing Supplement.**

**Pricing Supplement dated 18 March 2021**

**BARCLAYS PLC**

Legal entity identifier (LEI): 213800 LBQA 1Y9L22JB70

Issue of EUR 1,000,000,000 1.125 per cent. Fixed Rate Resetting Subordinated Callable Notes due 2031

under the **£60,000,000,000 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 11 March 2021 (the "**Base Prospectus**"). This document constitutes the Pricing Supplement of the Notes described herein 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 this Pricing Supplement and the Base Prospectus. The Base Prospectus and this Pricing Supplement 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>.

- |     |       |   |   |
|-----|-------|---|---|
| 1.  | (i)   | Issuer:   | Barclays PLC  |
| 2.  | (i)   | Series Number:                                  | 254   |
|     | (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 Nominal Amount:                       | EUR 1,000,000,000   |
| 5.  |       | Issue Price:                                    | 99.609 per cent. of the Aggregate Nominal 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:                                     | 22 March 2021   |
|     | (ii)  | Interest Commencement Date:                     | Issue Date  |
| 8.  |       | Maturity Date:                                  | 22 March 2031   |
| 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 per cent. of their nominal amount. |
| 11. |       | Change of Interest or Redemption/Payment Basis: | Not Applicable  |

12. Call Options: Issuer Call
13. (i) Status of the Notes: Tier 2 Capital Notes
- (ii) Date approval for issuance of Notes obtained: 24 February 2021

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

14. **Fixed Rate Note Provisions** Not Applicable
15. **Reset Note Provisions** Applicable
- (i) Initial Rate of Interest: 1.125 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): 22 March in each year up to and including the Maturity Date, commencing on 22 March 2022
- (iii) Fixed Coupon Amount up to (but excluding) the First Reset Date: EUR 11.25 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Reset Reference Rate: Mid-Swap Rate
- (vi) First Reset Date: 22 March 2026
- (vii) Day Count Fraction: Actual/Actual (ICMA)
- (viii) Reset Date(s): The First Reset Date
- (ix) Mid-Swap Rate: Single Mid-Swap Rate
- (a) Mid-Swap Maturity: Six-month
- (b) Mid-Swap Floating Leg Benchmark Rate: EURIBOR
- (c) Relevant Screen Page: Reuters Screen page "ICESWAP2"
- (d) Reset Margin: + 1.550 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. | <b>Call Option</b>   | Applicable  |
|     | (i) Optional Redemption Date(s) (Call):  | 22 March 2026   |
|     | (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<br>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. | 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 |
| 23. | Early Termination Amount:  | As per the Conditions   |

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |   |
|-----|---|---|
| 24. | Form of Notes:  | <b>Registered Notes:</b><br><br>Unrestricted Global Certificate exchangeable for Unrestricted Individual Certificates in the limited circumstances described in the Unrestricted Global Certificate |
| 25. | New Global Note:  | No  |
| 26. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable  |
| 27. | Talons for future Coupons to be attached to Definitive Notes:                         | No  |

28. Amendments, replacements or further Not Applicable  
supplements to the Conditions:

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

By: ..... /S/ 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 International Securities Market of the London Stock Exchange with effect on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,515

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P Global Ratings UK Limited ("**Standard & Poor's**"): BB+

Moody's Investors Service Ltd. ("**Moody's**"): Baa3

Fitch Ratings Limited ("**Fitch**"): BBB+

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 991,590,000

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: 1.206 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

- |        |  |   |
|--------|--|---|
| (i)    | CUSIP Number   | Not Applicable  |
| (ii)   | ISIN:  | XS2321466133  |
| (iii)  | Common Code:   | 232146613   |
| (iv)   | FISN:  | BARCLAYS PLC/1EMTN 20310322, as updated on the website of the Association of National Numbering Agencies  |
| (v)    | CFI Code:  | DTFXFR, as updated on the website of the Association of National Numbering Agencies   |
| (vi)   | CINS Code:   | Not Applicable  |
| (vii)  | CMU Instrument Number:   | Not Applicable  |
| (viii) | Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC or the CMU Service and the relevant identification number(s): | Not Applicable  |
| (ix)   | Delivery:  | Delivery free of payment  |
| (x)    | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |
| (xi)   | Green Notes:   | No  |
| (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 this Pricing Supplement, 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   |
| (ii) | Canadian Selling Restrictions: | The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 <i>Prospectus Exemptions</i> or subsection 73.3(1) of the <i>Securities Act</i> (Ontario), and are permitted clients, as defined in National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant</i> |

*Obligations.* Accordingly, each Manager has represented and agreed, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer to sell any Notes in Canada, unless the purchasers purchasing, or deemed to be purchasing, as principal are accredited investors and permitted clients as so defined. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Pricing Supplement or the Base Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser.

- |       |   |  |
|-------|---|--|
| (iii) | Method of distribution:                           | Syndicated   |
| (iv)  | If syndicated                                     |  |
|       | (a) Names of Managers:                            | Barclays Bank PLC<br>Banca Akros S.p.A. Gruppo Banco BPM<br>Banco Bilbao Vizcaya Argentaria, S.A.<br>BNP Paribas<br>Citigroup Global Markets Limited<br>Deutsche Bank AG, London Branch<br>ING Bank N.V., Belgian Branch<br>J.P. Morgan Securities plc<br>MUFG Securities EMEA plc<br>National Australia Bank Limited<br>Nordea Bank Abp<br>UBS AG London Branch |
|       | (b) Stabilisation Manager(s)<br>(if any):         | Not Applicable   |
| (v)   | If non-syndicated, name and<br>address of Dealer: | Not Applicable   |