

**Supplement Number 2 dated 24 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, as supplemented by Supplement Number 1 dated 3 May 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 21 May 2018 in respect of the dismissal of the Serious Fraud Office charges against the Issuer and Barclays Bank PLC (the "**Dismissal of the SFO Charges Announcement**").

The Dismissal of the SFO Charges 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 Dismissal of the SFO Charges 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 <https://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>.

- (b) 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; ¹ 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	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; Chairman, Government Internal Audit Agency; Member, Board of The Charity Commission
Tim Breedon	Non-Executive Director	Non-Executive Director, Barclays Capital Securities Limited; 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, Maisons du Monde S.A.; Chairman, Menhaden Capital PLC
Mary Francis	Non-Executive Director	Non-Executive Director, Enesco plc; 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, Barclays Capital Securities Limited; Chairman, Standard Life Aberdeen plc; Non-Executive Board Member, Deloitte NWE

¹ On 22 May 2018, the Issuer announced that on completion of the acquisition of Westfield Corporation by Unibail-Rodamco S.E. (expected to take effect on 7 June 2018), John McFarlane will cease to be a Director of Westfield Corporation and will become a member of the Supervisory Board of Unibail-Rodamco S.E.

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
		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; Chairman, Public Service Leadership Taskforce (an advisory Taskforce to the UK Government)
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; Executive Director, Barclays Capital Securities Limited; 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

- (c) 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, (iv) the Q1 2018 Results Announcement, and (v) the Dismissal of the SFO Charges Announcement.

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 Dismissal of the SFO Charges 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>.

24 May 2018