

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as amended ("**EU MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II.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

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the 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. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's 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 manufacturer's 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 2001 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).

**Final Terms dated 6 January 2023**

**BARCLAYS PLC**

Legal entity identifier (LEI): 213800 LBQA 1Y9L22JB70

Issue of GBP 1,000,000,000 6.369 per cent. Fixed Rate Resetting Senior Callable Notes due 31 January 2031 (the "**Notes**")

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 7 March 2022 and the supplemental base prospectus dated 24 May 2022, 29 July 2022, 3 October 2022 and 27 October 2022, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 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**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation 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 these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms 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>.

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|-----|-------|---|---|
| 1.  | (i)   | Issuer:   | Barclays PLC  |
| 2.  | (i)   | Series Number:                                  | 268   |
|     | (ii)  | Tranche Number:                                 | 1   |
|     | (iii) | Date on which the Notes become fungible:        | Not Applicable  |
| 3.  |       | Specified Currency or Currencies:               | Pounds Sterling (" <b>GBP</b> ")  |
| 4.  |       | Aggregate Nominal Amount:                       | GBP 1,000,000,000   |
| 5.  |       | Issue Price:                                    | 100 per cent. of the Aggregate Nominal Amount   |
| 6.  | (i)   | Specified Denominations:                        | GBP 100,000 and integral multiples of GBP 1,000 in excess thereof   |
|     | (ii)  | Calculation Amount:                             | GBP 1,000   |
| 7.  | (i)   | Issue Date:                                     | 10 January 2023   |
|     | (ii)  | Interest Commencement Date:                     | Issue Date  |
| 8.  |       | Maturity Date:                                  | 31 January 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 Option  |
| 13. | (i)   | Status of the Notes:                            | Senior  |
|     | (ii)  | Date approval for issuance of Notes obtained:   | 1 March 2022  |

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

14.	<b>Fixed Rate Note Provisions</b>	Not Applicable
15.	<b>Reset Note Provisions</b>	Applicable
(i)	Initial Rate of Interest:	6.369 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):	31 January in each year commencing on 31 January 2024 up to and including the Maturity Date, with a long first coupon payable on 31 January 2024
(iii)	Fixed Coupon Amount up to (and including) the First Reset Date:	GBP 63.69 per Calculation Amount
(iv)	Broken Amount(s):	GBP 67.35 per Calculation Amount payable on the Interest Payment Date falling on 31 January 2024
(v)	Reset Reference Rate:	Sterling Reference Bond Rate
(vi)	First Reset Date:	31 January 2030
(vii)	Day Count Fraction:	Actual/Actual (ICMA)
(viii)	Reset Date:	The First Reset Date
(ix)	Mid-Swap Rate:	Not Applicable
(x)	Reference Bond Rate:	Not Applicable
(xi)	Sterling Reference Bond Rate:	Applicable
(a)	Reset Reference Bond:	As per the Conditions
(b)	Reset Margin:	+2.8 per cent. per annum
(xii)	U.S. Treasury Rate:	Not Applicable
(xiii)	Reference Banks:	Not Applicable
(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. **Floating Rate Note Provisions** Not Applicable
17. **Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18. Issuer Call Option Applicable
- (i) Optional Redemption Date(s) (Call): Any date from and including the Issue Date to and including the First Reset Date
- (ii) Optional Redemption Amount (Call): Make Whole Redemption Price in the case of the Optional Redemption Date(s) (Call) falling in the period from and including the Issue Date to but excluding the First Reset Date (the "**Make Whole Redemption Dates**") and GBP 1,000 per Calculation Amount in the case of the Optional Redemption Date(s) (Call) falling on the First Reset Date
- (iii) Make Whole Redemption Price: Sterling Make Whole Redemption Amount
- (a) Redemption Margin: 0.45 per cent.
- (b) Reference Bond: UKT 0.375%, 22 October 2030
- (c) Quotation Time: 11.00 a.m. London time
- (d) Relevant Make Whole Screen Page: Not Applicable
- (e) Reference Date: As per the Conditions
- (f) Par Redemption Date: The First Reset Date
- (iv) Redeemable in part: Applicable in respect of any redemption which occurs on a Make Whole Redemption Date. Otherwise, any redemption of the Notes on the First Reset Date may only be in whole but not in part.
- (a) Minimum Redemption Amount: Not Applicable
- (b) Maximum Redemption Amount: Not Applicable
- (v) Notice period: Minimum period: 15 days  
Maximum period: 60 days
19. Optional Redemption Amount (Regulatory Event) (for Tier 2 Capital Notes only): Not Applicable
20. Early Redemption Amount (Tax): GBP 1,000 per Calculation Amount
21. Optional Redemption Amount (Loss Absorption Disqualification Event) (for Senior Notes only): GBP 1,000 per Calculation Amount



## 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 Main Market of the London Stock Exchange with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 6,000

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- S&P Global Ratings UK Limited ("**Standard & Poor's**"): BBB
- An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.
- (Source: Standard & Poor's, <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352/>)
- Moody's Investors Service Ltd. ("**Moody's**"): Baa2
- An obligation rated 'Baa' is judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 2 indicates a mid-range ranking.
- (Source: Moody's, <https://ratings.moodys.io/ratings#rating-scale>)
- Fitch Ratings Limited ("**Fitch**"): A
- An obligation rated 'A' denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.
- (Source: Fitch Ratings, <https://www.fitchratings.com/products/rating-definitions>)
- 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: GBP 997,000,000

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.

**Fixed Rate Notes only – YIELD**

Indication of yield: 6.367 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**

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|--------|--|--|
| (i)    | CUSIP Number   | Not Applicable   |
| (ii)   | ISIN:  | XS2570940226   |
| (iii)  | Common Code:   | 257094022  |
| (iv)   | FISN:  | Available on the website of the Association of National Numbering Agencies |
| (v)    | CFI Code:  | Available on the website of the Association of National Numbering Agencies |
| (vi)   | CINS Code:   | Not Applicable   |
| (vii)  | CMU Instrument Number:   | Not Applicable   |
| (viii) | Trade Date:  | 4 January 2023   |
| (ix)   | Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC or the CMU Service and the relevant identification number(s): | Not Applicable   |
| (x)    | Delivery:  | Delivery against payment   |

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|--------|---|--|
| (ix)   | Names and addresses of additional Paying Agent(s) (if any):               | Not Applicable   |
| (xii)  | Green Notes:  | No   |
| (xiii) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as "no" at the date of these Final Terms, 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**

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|-------|--|---|
| (i)   | U.S. Selling Restrictions:                     | Reg. S Compliance Category 2, TEFRA not applicable  |
| (ii)  | Method of distribution:                        | Syndicated  |
| (iii) | If syndicated                                  |   |
|       | (a) Names of Managers:                         | Barclays Bank PLC<br>ABN AMRO Bank N.V.<br>Banco Santander, S.A.<br>Bankinter S.A.<br>Bank of Montreal, London Branch<br>Intesa Sanpaolo S.p.A.<br>Landesbank Hessen-Thüringen Girozentrale<br>Landesbank Baden-Württemberg<br>Lloyds Bank Corporate Markets plc<br>Natixis<br>RBC Europe Limited<br>Skandinaviska Enskilda Banken AB (publ)<br>SMBC Nikko Capital Markets Limited<br>Société Générale<br>Standard Chartered Bank<br>Swedbank AB (publ)<br>The Toronto-Dominion Bank<br>Westpac Banking Corporation |
|       | (b) Stabilisation Manager(s) (if any):         | Barclays Bank PLC   |
| (iv)  | If non-syndicated, name and address of Dealer: | Not Applicable  |