

Supplement Number 3 dated 13 September 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, as supplemented by Supplement Number 1 dated 26 April 2019 and Supplement Number 2 dated 2 August 2019 (together, 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"**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended or superseded, including any relevant implementing measure in the United Kingdom) (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with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 announcement of the Issuer, as filed with the SEC on Form 6-K on 9 September 2019 in respect of an update to the Issuer's provision in relation to payment protection insurance redress (the "**Update on Payment Protection Insurance**"). The Update on Payment Protection Insurance 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 Update on Payment Protection Insurance 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) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group*" commencing on page 102 of the Base Prospectus with the following information:

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Nigel Higgins	Group Chairman	Non-Executive Director and Chairman, Barclays Bank PLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval International S.A.

- (c) 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

For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see (i) Note 13 (Provisions) and Note 19 (Legal, competition and regulatory matters) to the condensed consolidated interim financial statements of the Issuer on page 72 and pages 76 to 83 of the Issuer's Interim Results Announcement for the six months ended 30 June 2019, and (ii) the Update on Payment Protection Insurance.

- (d) replace the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 134 of the Base Prospectus with the following:

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2018. Save as disclosed in the Update on Payment Protection Insurance, there has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2019.

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 Update on Payment Protection Insurance 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>.

13 September 2019