

Series No.: 288  
Tranche No.: 1



## Barclays PLC

("Issuer")

### AUD Debt Issuance Programme ("Programme")

#### SUPPLEMENT

in connection with the issue of  
A\$250,000,000 Fixed-to-Floating Rate Senior Debt Instruments due June 2036  
("Debt Instruments")

The date of this Supplement is 16 June 2025.

This Supplement is issued to give details of the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the information memorandum dated 11 March 2025, as supplemented by the supplemental information memorandum dated 8 May 2025 (together, the "**Information Memorandum**"), the terms and conditions of the Debt Instruments contained in the Information Memorandum ("**Conditions**") and the Third Debt Instrument Deed Poll dated 7 May 2021 ("**Deed Poll**") each issued in relation to the Programme.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

The Issuer intends to apply to the London Stock Exchange plc (the "**LSE**") for the Debt Instruments to be admitted to trading on the LSE's International Securities Market (the "**ISM**").

Terms used but not otherwise defined in this Supplement have the meaning given in the Conditions. A reference to a "Condition" in this Supplement is a reference to the corresponding Condition as set out in the Information Memorandum.

**The Issuer is not a bank or authorised deposit-taking institution which is authorised under the *Banking Act 1959* (Commonwealth of Australia) ("**Australian Banking Act**"). The Debt Instruments are not obligations of the Australian Government or any other government and, in particular, are not guaranteed by the Commonwealth of Australia. The depositor protection provisions in Division 2 of Part II of the Australian Banking Act do not apply to the Issuer. The Issuer is not supervised by the Australian Prudential Regulation Authority. No Debt Instruments shall be "protected accounts" or "deposit liabilities" within the meaning of the Australian Banking Act and an investment in any Debt Instruments issued by the Issuer will not be covered by the depositor protection provisions in section 13A of the Australian Banking Act and will not be covered by the Australian Government's bank deposit guarantee (also commonly referred to as the Financial Claims Scheme).**

Debt Instruments that are offered for issue or sale or transferred in, or into, Australia are offered only in circumstances that would not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act and issued and transferred in compliance with the terms of the exemption from compliance with section 66 of the Australian Banking Act that is available to the Issuer. Such Debt Instruments must only be issued or transferred in, or into, Australia in parcels of not less than A\$500,000 in aggregate principal amount.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Debt Instruments 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 2014/65/EU (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 Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Debt Instruments 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 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 (the “EUWA”); or (ii) a customer within the meaning of the provisions of 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 (as amended, the “UK PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Debt Instruments 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 Debt Instruments has led to the conclusion that: (i) the target market for the Debt Instruments 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 Debt Instruments to eligible counterparties and professional clients are appropriate. 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 Debt Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**No prospectus is required to be published under the UK Prospectus Regulation, for this issue of Debt Instruments. 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 Supplement.**

## **TERMS**

The terms of the Tranche of Debt Instruments are as follows:

Issuer:	Barclays PLC.
Legal entity identifier (LEI):	213800LBQA1Y9L22JB70.

Relevant Dealer(s):	Barclays Bank PLC (ABN 95 644 502 170), Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Barrenjoey Markets Pty Limited (ABN 66 636 976 059), Commonwealth Bank of Australia (ABN 48 123 123 124), National Australia Bank Limited (ABN 12 004 044 937), The Toronto-Dominion Bank and Westpac Banking Corporation (ABN 33 007 457 141).
Place of initial offering:	Inside and outside Australia.
Issuing and Paying Agent:	BTA Institutional Services Australia Limited (ABN 48 002 916 396 and AFSL 239053).
Calculation Agent:	BTA Institutional Services Australia Limited.
Additional Paying Agents:	Not Applicable.
Registrar:	BTA Institutional Services Australia Limited.
Location of Register:	The Register will be maintained by the Registrar in New South Wales.
Transfer Agent:	Not Applicable.
Type of Debt Instrument:	Senior Debt Instruments.
Status of the Debt Instruments:	Unsubordinated.
Specified Currency:	Australian Dollars.
Aggregate Principal Amount of Tranche:	A\$250,000,000.
If to form a single Series with existing Series, specify date on which all Debt Instruments of the Series become fungible:	Not Applicable.
Issue Date:	18 June 2025.
Maturity Date:	The Interest Payment Date falling on or immediately after 18 June 2036.
Issue Price:	100.00%.
Interest Basis:	On and from the Issue Date to but excluding the Early Redemption Date (Call): Fixed Rate Debt Instrument, as specified below.  On and from the Early Redemption Date (Call) to but excluding the Maturity Date (if the Debt Instruments are not redeemed on the Early Redemption Date (Call)): Floating Rate Debt Instrument, as specified below.
Form of Debt Instrument:	Registered.
Denomination:	A\$250,000 (and integral multiples of A\$10,000 in excess thereof) subject to a minimum parcel size of at least A\$500,000 in aggregate principal amount in respect of issues or transfers in, or into, Australia, and of at least A\$250,000 in

aggregate principal amount in respect of issues or transfers outside of Australia.

Relevant Financial Centre(s):

Sydney and London.

Interest:

**Fixed Rate:**

Condition 7 ("Fixed Rate Debt Instruments") will apply to the Debt Instruments on and from the Issue Date until the Early Redemption Date (Call).

Each Debt Instrument bears interest on its outstanding principal amount in accordance with Condition 7 ("Fixed Rate Debt Instruments") from (and including) the Issue Date to (but excluding) the Early Redemption Date (Call). Such interest is payable in arrear on each Interest Payment Date up to (and including) the Early Redemption Date (Call).

Interest Commencement Date: Issue Date.

Interest Payment Dates: 18 June and 18 December in each year commencing on 18 December 2025, up to and including the Early Redemption Date (Call), subject to adjustment in accordance with the Business Day Convention for payment purposes only.

Interest Rate: 6.052 per cent. per annum.

Fixed Coupon Amount: A\$302.60 per A\$10,000 per Interest Payment Date.

Business Day Convention: Following Business Day Convention.

Day Count Fraction: RBA Bond Basis.

If the Issuer's call referred to in Condition 10.4 ("Early redemption at the option of the Issuer (Issuer call)") is not exercised, then with effect on and from the Early Redemption Date (Call), the Debt Instruments will become Floating Rate Debt Instruments and interest will accrue as set out below.

**Floating Rate:**

Condition 8 ("Floating Rate Debt Instruments") will apply on and from the Early Redemption Date (Call) (if the Debt Instruments are not redeemed on the Early Redemption Date (Call) in accordance with Condition 10.4 ("Early redemption at the option of the Issuer (Issuer call)")) until the Maturity Date.

Each Debt Instrument bears interest on its outstanding principal amount in accordance with Condition 8 ("Floating Rate Debt Instruments") from (and including) its Early Redemption Date (Call) to (but excluding) the Maturity Date if the Debt Instruments are not redeemed on the Early Redemption Date (Call) in accordance with Condition 10.4 ("Early redemption at the option of the Issuer (Issuer call)"). Such interest is payable in arrear on each Interest Payment Date falling after the Early Redemption Date (Call).

	Interest Commencement Date: Early Redemption Date (Call).
	Interest Payment Dates: 18 September 2035, 18 December 2035, 18 March 2036 and 18 June 2036, subject to adjustment in accordance with the Business Day Convention.
	Specified Period: Not Applicable.
	ISDA Determination: Not Applicable.
	Screen Rate Determination: Not Applicable.
	Benchmark Rate determination: BBSW Rate Determination applies. The Interest Rate applicable to the Debt Instruments in each Interest Period when Condition 8 ("Floating Rate Debt Instruments") applies will be the sum of the Margin and the BBSW Rate.
	Margin: +2.00 per cent. per annum.
	Business Day Convention: Modified Following Business Day Convention.
	Day Count Fraction: Actual/365 (Fixed).
	Linear Interpolation: Not Applicable.
Minimum / Maximum Interest Rate:	Not Applicable.
Default Rate:	Not Applicable.
Calculation Agent Obligations:	See Condition 9 ("General provisions applicable to interest").
Rounding:	See Condition 9.6 ("Rounding").
Early redemption at the option of the Issuer (Issuer call):	Applicable. The Debt Instruments may be redeemed in accordance with Condition 10.4 ("Early redemption at the option of the Issuer (Issuer call)").
Early Redemption Date (Call):	18 June 2035, subject to adjustment in accordance with the Business Day Convention.
Minimum notice period for the exercise of the call option:	15 days.
Maximum notice period for the exercise of the call option:	60 days.
Specify any relevant conditions to exercise of call option:	See Condition 10.10 ("Restriction on early redemption of, or purchase of, Debt Instruments").
Specify whether redemption at Issuer's option is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount:	All the Debt Instruments in the Series must be redeemed.
Minimum notice period for early redemption for taxation reasons:	15 days.

Maximum notice period for early redemption for taxation reasons: 60 days.

Issuer Residual Call: Not Applicable.

Redemption Amount: 100 per cent. of the outstanding principal amount of the Debt Instruments.

Currency of payments: A\$.

Other relevant terms and conditions: Not applicable

ISIN: AU3CB0322626

Common Code: 305042781

Clearing System: Austraclear.

Interests in the Debt Instruments may also be traded through Euroclear and Clearstream as described on pages 17 and 18 of the Information Memorandum.

Other selling restrictions: As provided in the Information Memorandum, the Debt Instruments will not be issued unless the aggregate consideration payable by each offeree is at least A\$500,000 (disregarding moneys lent by the offeror or its associates) and the offer or invitation does not require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act.

Debt Instruments may not be issued or transferred to a person who is a “retail client” within the meaning of the Corporations Act.

Substitution or Variation – Compliant Debt Instrument provisions Condition 10.11 (Substitution or Variation – Compliant Debt Instruments) is Not Applicable.

Listing: Application will be made by or on behalf of the Issuer for the Debt Instruments to be admitted to trading on the ISM with effect from on or about the Issue Date.

Notices: As per Condition 20 (“Notices”).

Additional information: Refer to the Appendix below.

Ratings: The Debt Instruments are expected to be rated:

A by Fitch Ratings Limited (“**Fitch**”);

Baa1 by Moody’s Investors Service Limited (“**Moody’s**”); and

BBB+ by S&P Global Ratings UK Limited (“**S&P**”).

*Each of Fitch, Moody’s and S&P is a credit rating agency established and operating in the UK and registered in accordance with Regulation (EC) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (“**UK CRA Regulation**”). The rating each of Moody’s, S&P and Fitch has given to the Debt Instruments 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 (EC) No 1060/2009, as amended (“EU CRA Regulation”).*

*A credit rating is not a recommendation to buy, sell or hold Debt Instruments and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.*

*Credit ratings are for distribution only to a person (a) who is not a “retail client” within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Supplement and anyone who receives this Supplement must not distribute it to any person who is not entitled to receive it.*

The following purchasers of this Tranche of Debt Instruments are not Dealers named in the Information Memorandum:

Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Barrenjoey Markets Pty Limited (ABN 66 636 976 059), Commonwealth Bank of Australia (ABN 48 123 123 124), National Australia Bank Limited (ABN 12 004 044 937), The Toronto-Dominion Bank and Westpac Banking Corporation (ABN 33 007 457 141).

**CONFIRMED**

**Barclays PLC**

By:                     /s/ Stuart Frith                      
          Authorised Person

Date: 16 June 2025.

## **APPENDIX**

### **ADDITIONAL INFORMATION FOR THE PURPOSES OF ADMISSION TO LISTING ON THE ISM**

**1. Authorisation**

The issue of the Debt Instruments was authorised by the Group Finance Director for the Issuer on 4 March 2025 pursuant to an authority granted by the board of directors of the Issuer on 5 June 2024.

**2. Significant Change**

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 March 2025.

**3. Auditors**

The annual consolidated accounts of the Issuer for the years ended 31 December 2023 and 31 December 2024 have each been audited with an unmodified opinion provided by KPMG LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.

**4. Interests of natural and legal persons involved in the offer**

So far as the Issuer is aware, no person involved in the offer of the Debt Instruments has an interest that is material to the offer.

The Dealers 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.