

## Drawdown Prospectus dated 10 November 2017



### BARCLAYS PLC

(incorporated with limited liability in England and Wales)

## Issue of EUR 500,000,000 0.625 per cent. Reset Notes due 2023

**Issue Price: 99.731 per cent.**

**issued pursuant to the £60,000,000,000 Debt Issuance Programme of Barclays PLC and Barclays Bank PLC (the "Programme")**

This drawdown prospectus (the "**Prospectus**") (which must, unless otherwise expressly set out herein, be read and construed as one document in conjunction with all documents incorporated by reference herein, including the sections of the base prospectus dated 28 February 2017 (the "**2017 Base Prospectus**") relating to the Programme as supplemented by the supplements thereto dated 4 May 2017, 31 July 2017 and 27 October 2017 (together the "**Base Prospectus**") see "*Information Incorporated by Reference*") is prepared in connection with the issue of EUR 500,000,000 aggregate principal amount of 0.625 per cent. Reset Notes due 2023 (the "**Notes**") by Barclays PLC (the "**Issuer**") under the Programme. Terms used but not defined in this Prospectus shall have the same respective meanings as are ascribed to them in the Terms and Conditions of the Notes (the "**Conditions**") set out in "*Terms and Conditions of the Notes*" below.

The issue price of the Notes is 99.731 per cent. of the aggregate principal amount of the Notes. From and including 14 November 2017 (the "**Issue Date**") to but excluding 14 November 2022 (the "**First Reset Date**"), interest accrues on the Notes at a rate of 0.625 per cent. per annum. From and including the First Reset Date to but excluding the Maturity Date (as defined below), the applicable per annum interest rate will be equal to the sum of the applicable Mid-Swap Rate on the Reset Determination Date and 0.50 per cent. The interest rate following the First Reset Date may be less than the initial interest rate. Interest will be payable annually in arrear on 14 November of each year (each an "**Interest Payment Date**"), commencing on 14 November 2018.

The Notes will constitute the Issuer's direct, unconditional, unsecured and unsubordinated obligations, which will at all times rank *pari passu* among themselves and, in the event of the winding up or administration of the Issuer will rank *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law.

Unless previously redeemed or otherwise cancelled, the Notes will mature on 14 November 2023 (the "**Maturity Date**"). The Notes may be redeemed at the option of the Issuer in whole or in part during the period from and including the Issue Date to but excluding the Maturity Date, at the Make Whole Redemption Price, in the case of the Optional Redemption Date(s) falling in the period from and including the Issue Date to but excluding the Maturity Date, other than the Optional Redemption Date falling on 14 November 2022 and/or, the Issuer may also redeem the Notes, in whole but not in part, in the case of the Optional Redemption Date falling on 14 November 2022 at 100 per cent. of the outstanding principal amount of the Notes, in each case, together with any accrued but unpaid interest to (but excluding) the date fixed for redemption.

The Issuer may also redeem the Notes, in whole but not in part, at any time at 100 per cent. of their outstanding principal amount, together with any accrued but unpaid interest to (but excluding) the date fixed for redemption, upon the occurrence of certain tax events as described in Condition 10(b) (*Redemption for tax reasons*) or upon the occurrence of a Loss Absorption Disqualification Event as described in Condition 10(g) (*Loss Absorption Disqualification Event Redemption of Senior Notes*). Any such redemption will be subject to the PRA's prior consent (if such consent is then required by the Capital Regulations).

Application has been made for this Prospectus to be approved by the United Kingdom Financial Conduct Authority (the "**FCA**") under Part VI of the Financial Services and Markets Act 2000, as amended ("**FSMA**") as a prospectus issued in compliance with Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of the Notes. This Prospectus comprises a prospectus for the purpose of Article 5.3 of the Prospectus Directive. Applications have been made for the Notes to be admitted to listing on the Official List of the FCA (the "**Official List**") and to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**") on or about the Issue Date. The Regulated Market of the London Stock Exchange (the "**Market**") is a regulated market for the purposes of Directive 2004/39/EC on markets in financial instruments. References in this Prospectus to

Notes being "**listed**" (and all related references) shall, unless the context otherwise requires, mean that the Notes have been admitted to the Official List and admitted to trading on the Market.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"). The Notes are being offered outside the United States by the Joint Lead Managers (as defined below) in accordance with Regulation S under the Securities Act ("**Regulation S**"), and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Notes will be in registered form in denominations of EUR 100,000 and integral multiples of EUR 1,000 in excess thereof. The Notes will be represented by an Unrestricted Global Certificate and will be sold outside the United States to non-U.S. persons in reliance on Regulation S. The Notes represented by the Unrestricted Global Certificate will be registered in the name of a common safekeeper (or its nominee) for Clearstream Banking, S.A. ("**Clearstream, Luxembourg**") and/or Euroclear Bank S.A./N.V. ("**Euroclear**" and, together with Clearstream, Luxembourg, the "**Clearing Systems**") and deposited on or about the Issue Date with such common safekeeper. Beneficial interests in the Notes will be held through Clearstream, Luxembourg and/or Euroclear and their respective direct and indirect participants, and such direct and indirect participants will record beneficial interests on their books. The Issuer will not issue individual certificates in respect of the Notes except in the limited circumstances set out in "*Forms of the Notes – Global Certificate exchangeable for Individual Certificates*" in the Base Prospectus (incorporated by reference herein). Settlement of the Notes will occur through the Clearing Systems against payment for value on 14 November 2017.

The Notes are not deposit liabilities of the Issuer and are not covered by the United Kingdom Financial Services Compensation Scheme or insured by the U.S. Federal Deposit Insurance Corporation or any other governmental agency of the United States, the United Kingdom or any other jurisdiction.

The Notes are expected to be rated BBB (negative), Baa2 (negative) and A (stable), respectively by Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"), Moody's Investors Service Ltd. ("**Moody's**") and Fitch Ratings Limited ("**Fitch**"), each of which are established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**"). **A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.**

*Investing in the Notes involves certain risks. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the Notes are discussed under "Risk Factors" below.*

## **JOINT LEAD MANAGERS**

### **BARCLAYS**

**ABN AMRO**

**SEB**

**CRÉDIT AGRICOLE CIB**

## IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Prospectus must be read and construed with any information incorporated by reference herein (see "*Information Incorporated by Reference*" below).

The Issuer has confirmed to the Joint Lead Managers (as defined below) that this Prospectus contains all information with regard to it and its subsidiaries which is (in the context of the issue, offering and sale of the Notes) material, such information is true and accurate in all material respects and is not misleading and does not omit to state any other fact required (in the context of the issue, offering and sale of the Notes) to be stated herein or the omission of which would make any information contained herein misleading in any material respect and that all reasonable enquiries have been made to ascertain such facts and to verify the accuracy of all such information.

To the fullest extent permitted by law, none of ABN AMRO Bank N.V., Barclays Bank PLC, Crédit Agricole Corporate and Investment Bank and Skandinaviska Enskilda Banken AB (publ) (the "**Joint Lead Managers**") or The Bank of New York Mellon, London Branch (the "**Trustee**") accept any responsibility for the contents of this Prospectus or for any other statement, made or purported to be made by the Trustee or a Joint Lead Manager or on its behalf in connection with the Issuer or the issue and offering of the Notes. The Trustee and each Joint Lead Manager accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which any of them might otherwise have in respect of this Prospectus or any such statement. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer under or in connection with the Notes.

### ***Unauthorised Information***

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Prospectus or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer, the Trustee or any Joint Lead Manager.

Neither the Joint Lead Managers nor any of their respective affiliates, nor the Trustee have authorised the whole or any part of this Prospectus and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Prospectus. Neither the delivery of this Prospectus nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in this Prospectus is true subsequent to the date hereof or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date thereof, or that any other information supplied in connection with the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. The Joint Lead Managers and the Trustee expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Notes nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Joint Lead Managers or the Trustee. Investors should review, *inter alia*, the most recent published financial statements of the Issuer when evaluating the Notes.

### ***Restrictions on distribution***

The distribution of this Prospectus and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer and the Joint Lead Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Prospectus and other offering material relating to the Notes, see "*Subscription and Sale*" below and "*Transfer Restrictions*" incorporated by reference herein.

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an

exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Notes are being offered and sold in registered form and are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. This Prospectus may not be used for the purpose 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.

**IMPORTANT – PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, 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, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**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 PRIIPs Regulation.

Neither this Prospectus nor any of the documents incorporated herein by reference constitutes an offer or an invitation to subscribe for or purchase any Notes and are not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Trustee or any of the Joint Lead Managers or any of them that any recipient of this Prospectus should subscribe for or purchase any Notes. Each recipient of this Prospectus shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

The Notes are complex financial instruments and such instruments may be purchased by investors as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risk of investing in the Notes and the information contained or incorporated by reference in this Prospectus;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes or where the currency for principal and interest payments is different from the currency in which such investor's financial activities are principally denominated;
- (iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (i) Notes are legal investments for it; (ii) Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

### *Currency definitions*

In this Prospectus, references to "EUR", "€" or "Euro" are to the lawful currency for the time being of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Communities, as amended by the Treaty on European Union.

Certain figures included in this Prospectus have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

### **FORWARD-LOOKING STATEMENTS**

This Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act, with respect to the Issuer and its consolidated subsidiaries (the "Group"). The Issuer cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "may", "will", "seek", "continue", "aim", "anticipate", "target", "projected", "expect", "estimate", "intend", "plan", "goal", "believe", "achieve" or other words of similar meaning. Examples of forward-looking statements include, among others, statements or guidance regarding or relating to the Group's future financial position, income growth, assets, impairment charges, provisions, notable items, business strategy, structural reform, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios and expected payment strategies), projected levels of growth in the banking and financial markets, projected costs or savings, any commitments and targets and the impact of any regulatory deconsolidation resulting from the sell down of the Group's interest in Barclays Africa Group Limited, estimates of capital expenditures and plans and objectives for future operations, projected employee numbers and other statements that are not historical fact.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under International Financial Reporting Standards, evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, future levels of notable items, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules (including with regard to the future structure of the Group) applicable to past, current and future periods; the United Kingdom ("UK"), the United States ("U.S."), Africa, Eurozone and global macroeconomic and business conditions; the effects of continued volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; the implications of the exercise by the UK of Article 50 of the Treaty of Lisbon and the disruption that may result in the UK and globally from the withdrawal of the UK from the European Union and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Group's control. As a result, the Group's actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set forth in the Group's forward-looking statements. Additional risks and factors which may impact the Group's future financial condition and performance are identified in the Group's filings with the SEC (including, without limitation, in the Joint Annual Report (as defined in the "Information Incorporated by Reference" section below)), which is available on the SEC's website at <http://www.sec.gov>.

Subject to the Issuer's obligations under the applicable laws and regulations of the UK and the U.S. in relation to disclosure and ongoing information, the Issuer undertakes no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise.

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## RISK FACTORS

Prospective investors should read the entire Prospectus together with the sections of the Base Prospectus and the other documents incorporated by reference herein. Investing in the Notes involves certain risks. The principal risk factors relating to the Notes are discussed under "*Risk Factors – Risks Relating to the Notes*" on pages 7 to 19 of the 2017 Base Prospectus, in paragraph (b) on pages 2 to 3 of Supplement Number 2 and in paragraph (c) on page 2 of Supplement Number 3 shall be deemed to be incorporated into and form part of this Prospectus as supplemented as set out below. For risks relating to the Issuer and the Group and their impact, see the section entitled "*Risk Review – Material existing and emerging risks*" on pages 89 to 96 of the Joint Annual Report (as defined below), which is incorporated by reference herein.

The section entitled "*Risks Relating to the Notes*" shall be supplemented to include the following risk factor relating to these Notes:

***There can be no assurance that the specified use of proceeds of the Notes relating to Eligible Mortgage Assets will be suitable for the investment criteria of an investor***

The Final Terms contained in the section entitled "*Terms and Conditions of the Notes*" below provide that the Issuer will use a sterling equivalent amount equal to the net proceeds of the offer (as at the date of issuance of the Notes) to allocate an equivalent amount of funding to Barclays UK in order that Barclays UK may finance and/or refinance Eligible Mortgage Assets (as defined in the Final Terms). Prospective investors should have regard to the information in the Final Terms regarding such use of proceeds and must determine for themselves the relevance of such information for the purpose of any investment in the Notes together with any other investigation such investor deems necessary. In particular, no assurance is given by the Issuer that the allocation of such proceeds as aforesaid will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact related to the relevant Eligible Mortgage Assets.

Furthermore, it should be noted that there is currently no clear definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green" or "sustainable" or an equivalently-labelled project or asset or as to what precise attributes are required for a particular project or asset to be defined as "green" or "sustainable" or such other equivalent label nor can any assurance be given that such a clear definition or consensus will develop over time or that any prevailing market consensus will not significantly change following an investment decision. Accordingly, no assurance is or can be given to investors that allocating an equivalent amount of the net proceeds to Barclays UK for the financing and/or refinancing of any Eligible Mortgage Assets will meet or continue to meet on an ongoing basis any or all investor expectations regarding such "green", "sustainable" or other equivalently-labelled objectives.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any external party (whether or not solicited by the Issuer) which may be made available in connection with the issue of the Notes and in particular with any Eligible Mortgage Assets to fulfil any environmental, sustainability, social and/or other criteria. For the avoidance of doubt, any such opinion or certification is not, nor shall be deemed to be, incorporated in and/or form part of this Prospectus. Any such opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer, the Joint Lead Managers or any other person to buy, sell or hold the Notes. Any such opinion or certification is only current as of the date that opinion or certification was initially issued and the criteria and/or considerations that underlie such opinion or certification provider may change at any time. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in the Notes. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight.

In the event that the Notes are listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Issuer or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments

are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact related to any Eligible Mortgage Assets. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Issuer or any other person that any such listing or admission to trading will be obtained in respect of the Notes or, if obtained, that any such listing or admission to trading will be maintained during the life of the Notes.

Whilst the Issuer will allocate the proceeds of the Notes in, or substantially in, the manner described in the Final Terms, there can be no assurance that the use of the proceeds of the Notes for the allocation of an equivalent amount of funding to Barclays UK for the financing and/or refinancing of any Eligible Mortgage Assets will be, or will be capable of being, implemented in, or substantially in, such manner and/or in accordance with any timing schedule and that accordingly any proceeds of the Notes will be totally or partially allocated for the financing and/or refinancing of such Eligible Mortgage Assets as aforesaid. Nor can there be any assurance that such financing and/or refinancing will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Issuer. Any such event or failure by the Issuer will not constitute an Event of Default under the Notes.

Any such event or failure to apply the sterling equivalent amount of the proceeds of the issue (as at the date of issuance of the Notes) to the allocation of an equivalent amount of funding to Barclays UK for the financing and/or refinancing of any Eligible Mortgage Assets as aforesaid and/or withdrawal or amendment of any external party opinion or certification (whether or not solicited by the Issuer), and/or the amendment of any criteria on which such opinion or certification was given, or any such external party opinion or certification stating that the Issuer is not complying or fulfilling relevant criteria, in whole or in part, with respect to any matters for which such opinion or certification is opining or certifying and/or the Notes no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid, may have a material adverse effect on the value of the Notes and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.



## INFORMATION INCORPORATED BY REFERENCE

The following information has been filed with the FCA and shall be incorporated into and form part of this Prospectus:

1. the sections set out below from the 2017 Base Prospectus:

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2. the joint annual report of the Issuer and the Bank, as filed with the SEC on Form 20-F on 23 February 2017 in respect of the financial years ended 31 December 2015 and 31 December 2016 (the "**Joint Annual Report**");
3. the supplementary prospectus dated 4 May 2017 ("**Supplement Number 1**");
4. the supplementary prospectus dated 31 July 2017 ("**Supplement Number 2**");
5. the supplementary prospectus dated 27 October 2017 ("**Supplement Number 3**");
6. the joint unaudited interim results announcement of the Issuer and the Bank as filed with the SEC on Form 6-K on 28 July 2017 in respect of the six months ended 30 June 2017 (the "**Interim Results Announcement**");
7. the joint unaudited Q3 results announcement of the Issuer and the Bank as filed with the SEC on Form 6-K on 26 October 2017 in respect of the nine months ended 30 September 2017 (the "**Q3 2017 Results Announcement**"); and
8. the joint announcement of the Issuer and the Bank in respect of an update on structural reform as filed with the SEC on Form 6-K on 26 October 2017 (the "**Structural Reform Announcement**").

The above documents may be inspected as described in paragraph 8 of "*General Information*" herein. The documents listed above that have been filed with the SEC are available on the SEC's website at <https://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>. Any information incorporated by reference in the documents specified above does not form part of this Prospectus. Any information contained in any of the documents specified above which is not incorporated by reference in this Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in this Prospectus. This Prospectus is 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>.

The Issuer has applied International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board and as adopted by the EU in the financial statements incorporated by reference above. A summary of the significant accounting policies for the Issuer is included in the Joint Annual Report.

Any statement contained in the Base Prospectus or in any other document incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. Terms used but not defined in this Prospectus shall have the same respective meaning as are ascribed to them in the Conditions. This Prospectus must be read in conjunction with the Base Prospectus and the other documents incorporated by reference herein.

Full information on the Issuer and the Notes described herein is only available on the basis of a combination of this Prospectus, the sections of the Base Prospectus identified above and any other information incorporated by reference into this Prospectus.

## TERMS AND CONDITIONS OF THE NOTES

The Conditions shall consist of the terms and conditions set out in the section entitled "Terms and Conditions of the Notes" on pages 31 to 68 of the Base Prospectus, as amended and supplemented in accordance with "Annex A Terms and Conditions" on pages 6 to 9 of Supplement Number 2 (the "**Base Conditions**"), which are incorporated by reference into this Prospectus, as amended and/or supplemented by Part A – Contractual Terms of the Final Terms below. References in the Conditions to Final Terms shall be deemed to refer to the terms set out below.

Terms used in this section but not otherwise defined shall have the meanings given to them in the Base Conditions.

**IMPORTANT – PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, 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, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**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 PRIIPS Regulation.

### Final Terms dated 10 November 2017

#### BARCLAYS PLC

Issue of EUR 500,000,000 0.625 per cent. Reset Notes due 2023

under the £60,000,000,000 Debt Issuance Programme

#### PART A – CONTRACTUAL TERMS

1.	(i)	Issuer:	Barclays PLC
2.	(i)	Series Number:	237
	(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 500,000,000
5.		Issue Price:	99.731 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:	14 November 2017
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	14 November 2023
9.		Interest Basis:	Reset Notes

(see paragraph 16 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.	Put/Call Options:	Issuer Call
13.	(i) Status of the Notes:	Senior Notes
	(ii) Date of approval for issuance of Notes obtained:	21 February 2017
14.	Senior Notes Waiver of Set-off:	Applicable

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

15.	Fixed Rate Note Provisions:	Not Applicable
16.	Reset Note Provisions:	Applicable
	(i) Initial Rate of Interest:	0.625 per cent. per annum payable in arrear on each Interest Payment Date up to and including the First Reset Date
	(ii) First Margin:	+0.50 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Interest Payment Date(s):	14 November in each year up to and including the Maturity Date
	(v) Fixed Coupon Amount up to (but excluding) the First Reset Date:	EUR 6.25 per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) First Reset Date:	14 November 2022
	(viii) Subsequent Reset Date(s):	Not Applicable
	(ix) Relevant Screen Page:	EUR-EURIBOR-Reuters as displayed on Reuters Screen ICESWAP2 page
	(x) Mid-Swap Rate:	Single Mid-Swap Rate
	(xi) Mid-Swap Maturity:	Six-month
	(xii) Reference Banks:	Not Applicable
	(xiii) Day Count Fraction:	Actual/Actual (ICMA)
	(xiv) Reset Determination Dates:	The second Business Day prior to the First Reset Date
	(xv) Agent Bank:	The Bank of New York Mellon, London Branch

(xvi)	Mid-Swap Floating Leg Benchmark Rate:	EURIBOR (calculated on Actual/360 day count basis)
17.	Floating Rate Note Provisions:	Not Applicable
18.	Zero Coupon Note Provisions:	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

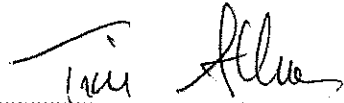
19.	Call Option:	Applicable
(i)	Optional Redemption Date(s) (Call):	Any date from and including the Issue Date to but excluding the Maturity Date
(ii)	Optional Redemption Amount (Call):	In the case of the Optional Redemption Date(s) falling in the period from and including the Issue Date to but excluding the Maturity Date, other than the Optional Redemption Date falling on 14 November 2022 (the " <b>Make Whole Redemption Dates</b> "): the Make Whole Redemption Price.  In the case of the Optional Redemption Date falling on 14 November 2022: 100 per cent.
(iii)	Make Whole Redemption Price:	Non-Sterling Make Whole Redemption Amount
(a)	Redemption Margin:	0.20 per cent.
(b)	Reference Bond:	German Bond OBL 07 October 2022
(c)	Quotation Time:	11.00 a.m. (London time)
(d)	Relevant Make Whole Screen Page:	PXGE or any page as may replace such page
(e)	Reference Date:	As per the Conditions
(iv)	Redeemable in part:	Applicable in respect of any redemption which occurs on a Make Whole Redemption Date  Otherwise, in relation to a redemption which occurs on 14 November 2022 the Notes then outstanding are redeemable 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

(vi)	Optional Redemption Amount (Regulatory Event):	Not Applicable
(vii)	Early Redemption Amount (Tax):	EUR 1,000 per Calculation Amount
(viii)	Optional Redemption Amount (Loss Absorption Disqualification Event):	EUR 1,000 per Calculation Amount
20.	Put Option:	Not Applicable
21.	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
22.	Early Termination Amount:	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23.	Form of Notes:	<b>Registered Notes:</b>  Unrestricted Global Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the New Safekeeping Structure (NSS)) exchangeable for Unrestricted Individual Certificates in the limited circumstances described in the Unrestricted Global Certificate
24.	New Global Note:	No
25.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
26.	Talons for future Coupons to be attached to Definitive Notes:	No
27.	Spot Rate:	Not Applicable

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

By:  .....  
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 Regulated 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: £3,600

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"): BBB (negative)
- Moody's Investors Service Ltd. ("**Moody's**"): Baa2 (negative)
- Fitch Ratings Limited ("**Fitch**"): A (stable)
- Each of Moody's, Standard & Poor's and Fitch is established in the European Economic Area (the "**EEA**") and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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 Joint Lead 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

The net proceeds of the issue of the Notes will be used as funding for the Group. More particularly, an amount of funding which represents the sterling equivalent of the net proceeds of the issue of the Notes (as at the date of issuance) will be allocated to Barclays UK as funding for the financing and/or re-financing of Eligible Mortgage Assets.

A sterling equivalent amount of any net proceeds (as at the date of issuance) which, from time to time, are not allocated as funding for the purpose described above will be used in a liquidity pool within the Group pending allocation as funding towards the financing or re-financing of Eligible Mortgage Assets, as described above. The Issuer does not undertake to ensure that there is at all times a sufficient aggregate amount of Eligible Mortgage Assets to allow for allocation of funding representing the net proceeds of the issue of the Notes in full.

The Eligibility Criteria have been designed by the Issuer to meet the ICMA Green Bond Principles and the Climate Bond Standards as at the date of issuance of the Notes.



The Carbon Trust has provided a second party opinion in which they have confirmed that the Issuer's Green Bond Framework meets the ICMA Green Bond Principles (applicable as at the date of issuance of the Notes).

The Carbon Trust (who are a qualified and approved Climate Bond Initiative ("CBI") verifier) have produced a report of factual findings dated 13 September 2017 in relation to conformance of the proposed issuance of Notes and the Issuer's Green Bond Framework with the pre-issuance requirements of the Climate Bonds Standard Version 2.1. On the basis of this report, a Pre-Issuance Certification has been obtained from the CBI.

Barclays PLC will publish an investor report annually for each issuance of notes in line with annual results. Each report will contain details as specified in the Issuer's Green Bond Framework.

It is intended that each investor report will be accompanied by an independent assurance report.

All opinions and assurance reports will be made available on the Barclays Investor Relations website.

**"Eligibility Criteria"** means:

Residential properties in England and Wales that have been originated within the last 3 years prior to the issuance date and are at or below the estimated "carbon intensity maximum" of 24.8 kgCO<sub>2</sub>/m<sup>2</sup>/year based on the following carbon intensity formula:

$$y = -0.8235x + 1688.24$$

where:

x = 2020, being the mid-point of the bond maturity; and  
y = carbon intensity, kgCO<sub>2</sub>/m<sup>2</sup>/year.

This formula derives a "carbon intensity maximum". Properties at or below this maximum, are estimated to be in the top 15 per cent. of the lowest carbon intensive buildings in England and Wales in terms of estimated emissions performance in their local market on the date of these Final Terms. They are therefore deemed to meet the Eligibility Criteria, based on Energy Performance Certificate data.

**"Eligible Mortgage Assets"** means:

Mortgages on residential properties which meet the Eligibility Criteria and are not used by Barclays as collateral in any transaction.

5. **YIELD**

Indication of yield: 0.680 per cent. per annum

The indicative yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

(i)	CUSIP Number	Not Applicable
(ii)	ISIN:	XS1716820029
(iii)	Common Code:	171682002

- |        |  |   |
|--------|--|---|
| (iv)   | CINS Code:   | Not Applicable  |
| (v)    | CMU Instrument Number:   | Not Applicable  |
| (vi)   | Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC or the CMU Service and the relevant identification number(s): | Not Applicable  |
| (vii)  | Delivery:  | Delivery against payment  |
| (viii) | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |
| (ix)   | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to 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, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

7. **DISTRIBUTION**

- |       |  |  |
|-------|--|--|
| (i)   | U.S. Selling Restrictions:                     | Reg. S Compliance Category 2/ TEFRA not applicable   |
| (ii)  | Prohibition of Sales to EEA Retail Investors:  | Applicable   |
| (iii) | Method of distribution:                        | Syndicated   |
| (iv)  | If syndicated                                  |  |
| (a)   | Names of Joint Lead Managers:                  | ABN AMRO Bank N.V<br>Barclays Bank PLC<br>Crédit Agricole Corporate and Investment Bank<br>Skandinaviska Enskilda Banken AB (Publ) |
| (b)   | Stabilisation Manager(s) (if any):             | Not Applicable   |
| (v)   | If non-syndicated, name and address of Dealer: | Not Applicable   |

## GENERAL INFORMATION

### Authorisation

1. The establishment of the Programme was authorised by resolutions of a duly constituted Committee of the Board of Directors of the Bank on 21 September 1995. The renewal of the Programme on 28 February 2017 and the issue of the Notes was duly authorised by the Group Finance Director for each of the Issuer and the Bank on 21 February 2017.

### Listing and Trading

2. The price of the Notes on the price list of the London Stock Exchange will be expressed as a percentage of their principal amount (exclusive of accrued interest, if any). The Notes are intended to be admitted to trading on the Market and will be so admitted to trading upon submission to the London Stock Exchange of this Prospectus and any other information required by the London Stock Exchange, subject to the issue of the Unrestricted Global Certificate representing the Notes. If the Unrestricted Global Certificate is not issued, the issue of the Notes may be cancelled. Prior to admission to trading, dealings in the Notes will be permitted by the London Stock Exchange in accordance with its rules. Transactions will normally be effected for delivery on the third working day after the day of the transaction.

### Legal Proceedings

3. For a description of the governmental, legal or arbitration proceedings that the Issuer, the Bank and the Group face, see (i) Note 13 (Provisions) and Note 19 (Legal, competition and regulatory matters) to the consolidated financial statements of the Issuer on page 70 and pages 74 to 85, respectively, of the Interim Results Announcement; and (ii) the section entitled "Group Finance Director's Review – Other Matters" on page 4 of the Q3 2017 Results Announcement.
4. Save as disclosed in paragraph 3 above, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Group.

### Significant/Material Change

5. There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2016, nor any significant change in the financial or trading position of the Issuer or the Group since 30 September 2017.

### Auditors

6. The annual consolidated accounts of the Issuer for the two years ended 31 December 2016 and 31 December 2015 have been audited without qualification by PricewaterhouseCoopers LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 1 Embankment Place, London WC2N 6RH, United Kingdom.
7. In July 2015 following a formal audit tender, the Group announced that it had appointed KPMG LLP ("KPMG"), of 15 Canada Square, London E14 5GL, United Kingdom, as external auditor with effect from the 2017 financial year. The shareholders of the Issuer appointed KPMG as auditor, at the 2017 Annual General Meeting of the Issuer held on 10 May 2017.

### Documents on Display

8. Copies of the following documents 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 for 12 months from the date of this Prospectus. In the case of (b), (e), (f) to (k), these documents shall also be available in electronic form at [www.barclays.com/InvestorRelations](http://www.barclays.com/InvestorRelations) or

<http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>:

- (a) the Articles of Association of the Issuer;
- (b) the Joint Annual Report;
- (c) the Trust Deed (which contains the forms of Notes in global and definitive form);
- (d) the Agency Agreement;
- (e) the Base Prospectus;
- (f) the Interim Results Announcement;
- (g) Q3 2017 Results Announcement;
- (h) Structural Reform Announcement;
- (i) Supplement Number 1;
- (j) Supplement Number 2;
- (k) Supplement Number 3; and
- (l) any other supplementary prospectus published since the Base Prospectus was published and any documents incorporated therein by reference.

#### **Clearing of the Notes**

9. The Notes may be accepted for clearance through the Clearstream, Luxembourg and Euroclear systems (which are entities in charge of keeping the records). The Common Code and International Securities Identification Number for the Notes are 171682002 and XS1716820029 respectively.

The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is 42, Avenue J.F. Kennedy, L-1855 Luxembourg.

The price and the amount of Notes will be determined by the Issuer and the Joint Lead Managers at the time of issue in accordance with prevailing market conditions. The Issuer does not intend to provide any post-issuance information in relation to the Notes.

**PRINCIPAL OFFICE OF THE ISSUER**

**Barclays PLC**  
1 Churchill Place  
London E14 5HP  
United Kingdom

**PRINCIPAL PAYING AGENT, FOREIGN EXCHANGE AGENT, AGENT BANK AND TRUSTEE**

**The Bank of New York Mellon, London Branch**  
One Canada Square  
London E14 5AL  
United Kingdom

**ICSD REGISTRAR, ICSD PAYING AGENT AND ICSD TRANSFER AGENT**

**The Bank of New York Mellon (Luxembourg) S.A.**  
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L-2453 Luxembourg

**JOINT LEAD MANAGERS**

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United Kingdom

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France

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Banken AB (publ)**  
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106 40  
Stockholm  
Sweden

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*To the Issuer as to English law*

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10 Upper Bank Street  
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United Kingdom

*To the Joint Lead Managers and to the Trustee as to English law:*

**Linklaters LLP**  
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London EC2Y 8HQ  
United Kingdom