

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2014/65, as amended ("EU MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II.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 each 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 21 May 2024

BARCLAYS PLC

Legal entity identifier (LEI): 213800 LBQA 1Y9L22JB70

Issue of JPY 12,500,000,000 1.909 per cent. Fixed Rate Resetting Senior Callable Notes due 23 May 2035 (the "Notes")

under its **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 13 March 2024 and the supplemental base prospectus dated 26 April 2024, 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>.

1. (i) Issuer: Barclays PLC
2. (i) Series Number: 278
(ii) Tranche Number: 1
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Japanese Yen ("JPY")
4. Aggregate Principal Amount: JPY 12,500,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: JPY 100,000,000
(ii) Calculation Amount: JPY 100,000,000
7. (i) Issue Date: 23 May 2024
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 23 May 2035
9. Interest Basis: Reset Notes
(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 100.00 per cent. of their principal 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: 26 February 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Not Applicable
15. **Reset Note Provisions** Applicable
 - (i) Initial Rate of Interest: 1.909 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):	23 May and 23 November in each year commencing on 23 November 2024 up to and including the Maturity Date
(iii)	Fixed Coupon Amount up to (and including) the First Reset Date:	JPY 954,500 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Reset Reference Rate:	Mid-Swap Rate
(vi)	First Reset Date:	23 May 2034
(vii)	Day Count Fraction:	30/360
(viii)	Reset Date:	The First Reset Date
(ix)	Mid-Swap Rate:	Single Mid-Swap Rate
(a)	Fixed Leg Swap Payment Frequency:	Semi-annual
(b)	Mid-Swap Floating Leg Maturity:	6 months
(c)	Mid-Swap Floating Leg Benchmark Rate:	TONA
(d)	Relevant Screen Page:	Bloomberg Screen "GDCO 44079 11 1"
(e)	Reset Margin:	0.92 per cent. per annum
(x)	Reference Bond Rate:	Not Applicable
(xi)	Sterling Reference Bond Rate:	Not Applicable
(xii)	U.S. Treasury Rate:	Not Applicable
(xiii)	Reference Banks:	As per the Conditions
(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:	10.00 a.m. (Tokyo time)
(xx)	Agent Bank:	The Bank of New York Mellon, London Branch

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| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Issuer Call Option | Applicable |
| | (i) Optional Redemption Date(s) (Call): | First Reset Date |
| | (ii) Optional Redemption Amount (Call): | JPY 100,000,000 per Calculation Amount |
| | (iii) Make Whole Redemption Price: | Not Applicable |
| | (iv) Redeemable in part: | 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): | JPY 100,000,000 per Calculation Amount |
| 21. | Optional Redemption Amount (Loss Absorption Disqualification Event) (for Senior Notes only): | JPY 100,000,000 per Calculation Amount |
| 22. | Issuer Residual Call: | Not Applicable |
| 23. | 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 JPY 100,000,000 per Calculation Amount |
| 24. | Early Termination Amount: | As per the Conditions |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | Form of Notes: | Registered Notes:

Unrestricted Global Certificate exchangeable for Unrestricted Individual Certificates in the limited circumstances described in the Unrestricted Global Certificate |
| 26. | New Global Note: | No |
| 27. | Additional Financial Centre(s) or other special provisions relating to payment dates: | London |
| 28. | Talons for future Coupons to be attached to Definitive Notes: | No |

29. Substitution or Variation provisions: Condition 10(m) (*Redemption and Purchase; Substitution or Variation – Substitution or Variation*) is Not Applicable.
30. Relevant Benchmarks: As far as the Issuer is aware, as at the date hereof, the Bank of Japan, as administrator of TONA is not required to be registered by virtue of Article 2 of Regulation (EU) 2016/1011 as it forms part of domestic law of the UK by virtue of the EUWA.
- The Mid-Swap Rate that appears on Bloomberg Screen "GDCO 44079 11 1" is provided by Totan ICAP Co., LTD. The transitional provisions in Article 51 of Regulation (EU) 2016/1011 as it forms part of domestic law of the UK by virtue of the EUWA apply, such that the use of the Mid-Swap Rate is permitted in connection with the Notes despite Totan ICAP Co., LTD not being currently subject to recognition, endorsement or equivalence.

SIGNED on behalf of **BARCLAYS PLC**:

By: /s/ **STUART FRITH, AUTHORISED SIGNATORY**

 Duly authorised

PART B – OTHER INFORMATION

1. LISTING

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| (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 4,800 |

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. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.
- (Source: Standard & Poor's, <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352/>)
- Moody's Investors Service Limited ("**Moody's**") : Baa1
- Obligations rated 'Baa' are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.
- (Source: Moody's, <https://ratings.moody's.io/ratings#rating-scale>)
- Fitch Ratings Ltd ("**Fitch**") : A
- 'A' ratings denote 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>)
- Rating and Investment Information, Inc. ("**R&I**") : A
- An obligation rated 'A' is judged to be of high creditworthiness supported by a few excellent factors.

(Source: R&I, <https://www.r-i.co.jp/en/rating/about/definition.html>)

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**").

R&I is not established in the EEA or the UK and is not certified under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**") or Regulation (EU) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (the "**UK CRA Regulation**") and the rating it has given to the Notes is not endorsed by a credit rating agency established in the EEA or the UK and registered under the EU CRA Regulation or the UK 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 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**

Estimated net proceeds: JPY 12,456,250,000

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.

YIELD

Indication of yield: 1.909 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**

(i) CUSIP Number Not Applicable

(ii)	ISIN:	XS2823228544
(iii)	Common Code:	282322854
(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:	16 May 2024
(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
(xi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(xii)	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

(i)	U.S. Selling Restrictions:	Reg. S Compliance Category 2, TEFRA not applicable
(ii)	Method of distribution:	Syndicated
(iii)	If syndicated	
(a)	Names of Joint Lead Managers:	Barclays Bank PLC Daiwa Capital Markets Europe Limited Mizuho International plc MUFG Securities EMEA plc Nomura International plc SMBC Nikko Capital Markets Limited
(c)	Stabilisation Manager(s) (if any):	Barclays Bank PLC

(iv)	If non-syndicated, name and address of Dealer:	Not Applicable
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