Supplement Number 2 dated 2 August 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 (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"**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended or superseded, including any relevant implementing measure in the United Kingdom) (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with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 unaudited Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 1 August 2019 in respect of the six months ended 30 June 2019 (the "**Interim Results Announcement**"). The Interim Results Announcement 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 Interim Results Announcement 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 section entitled "*Risk Factors – Risks Relating to the Notes – Risks related to the structure of the Notes*" commencing on page 9 of the Base Prospectus by deleting the following sentence:

"A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain risks relating to the structure of the Notes:"

(c) amend the section entitled "*Risk Factors - Risks Relating to the Notes – Risks relating to the Notes generally*" commencing on page 15 of the Base Prospectus by deleting the following sentence:

"Set out below is a brief description of certain risks relating to the Notes generally."

(d) amend the section entitled "*Risk Factors - Risks relating to the market generally*" commencing on page 22 of the Base Prospectus by deleting the following sentence:

"Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:"

(e) amend the sections entitled "*Risk Factors - Risks Relating to the Notes – Risks related to the structure of the Notes* " and "*Risk Factors - Risks Relating to the Notes – Risks relating to the Notes generally*" commencing on pages 9 and 15, respectively, of the Base Prospectus by replacing certain risk factors contained in those sections with the updated information set out in Annex 1 to this Supplement;

(f) supplement the section entitled "*The Issuer and the Group"* commencing on page 102 of the Base Prospectus with the information set out in Annex 2 to this Supplement;

(g) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Group"* commencing on page 102 of the Base Prospectus by replacing it with the following updated information:

Name	***Function(s) within the Issuer***	***Principal outside activities***
Nigel Higgins	Group Chairman	Non-Executive Director and Interim Chairman, Barclays Bank PLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval International S.A.
James Staley	Group Chief Executive Officer and Executive Director	Board Member, Institute of International Finance; Board Member, Bank Policy Institute; Chief Executive Officer, Barclays Bank PLC
Michael Ashley	Non-Executive Director	Non-Executive Director, Barclays Capital Securities Limited; Member, International Ethics Standards Board for Accountants; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Member, Charity Commission; Member, Cabinet Office Board
Tim Breedon	Non-Executive Director	Non-Executive Director, Barclays Capital Securities Limited; Chairman, Apax Global Alpha Limited
Sir Ian Cheshire	Non-Executive Director	Chairman, Barclays Bank UK PLC; Chairman, Maisons du Monde S.A.; Chairman, Menhaden Capital PLC; Lead non-executive director for the British Government; Trustee, Institute for Government

Name	*Function(s) within the Issuer*	*Principal outside activities*
Mary Anne Citrino	Non-Executive Director	Non-Executive Director, Ahold Delhaize N.V.; Non-Executive Director, Alcoa Corporation; Non-Executive Director, HP Inc; Senior Advisor, The Blackstone Group L.P.
Mary Francis	Non-Executive Director	Non-Executive Director, Ensco plc; Advisory Panel Member, The Institute of Business Ethics; Member, UK Takeover Appeal Board
Crawford Gillies	Senior Independent Director and Non-Executive Director	Non-Executive Director, SSE plc; Chairman, The Edrington Group Limited
Matthew Lester	Non-Executive Director	Non-Executive Director, Capita plc; Non-Executive Director, Man Group plc
Tushar Morzaria	Group Finance Director and Executive Director	Member, Main Committee of the 100 Group; Chair, Sterling Risk Free Reference Rates Working Group
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays US LLC; Chair, Barclays Execution Services Limited

(d) 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 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 Interim Results Announcement.

(e) 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, nor any significant change in the financial or trading position of the Issuer or the Group since 30 June 2019.

ANNEX 1

1. In the section entitled "*Risk Factors - Risks Relating to the Notes – Risks related to the structure of the Notes*", the following amendments shall be made:

a. The risk factor entitled "*Certain Notes may be redeemed prior to maturity*" shall be replaced with the following updated information:

Certain Notes may be redeemed prior to maturity

Unless in the case of any particular Tranche of Notes the relevant Final Terms specify otherwise, in the event that due to a change in law the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the United Kingdom or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Conditions, subject to the prior consent of the PRA and/or any other relevant national or European authority (including, for the avoidance of doubt, the Bank of England or any successor or replacement thereto or such other authority in the United Kingdom (or if the Issuer becomes domiciled in a jurisdiction other than the United Kingdom, such other jurisdiction) having primary responsibility for the recovery and/or resolution of the Issuer and/or the Group (the "**Resolution Authority**")) (if, and to the extent, such consent of the PRA and/or any other relevant national or European authority, as the case may be, is then required by the Capital Regulations). Furthermore, the Issuer may be entitled to redeem the Notes if the tax treatment for the Issuer in respect of the Notes is negatively altered after their issue date or if a change in the regulatory classification of the relevant Tier 2 Capital Notes occurs on or after their issue date, in each case subject to the prior consent of the PRA and/or any other relevant national or European authority (including, for the avoidance of doubt, the Resolution Authority) (if, and to the extent, such consent of the PRA and/or any other relevant national or European authority, as the case may be, is then required by the Capital Regulations).

The Issuer may also redeem a Series of Senior Notes upon the occurrence of certain regulatory events relating to certain minimum requirements for own funds and eligible liabilities and/or loss absorbing capacity instruments, subject to certain conditions, including obtaining the prior consent of the PRA and/or any other relevant national or European authority (including, for the avoidance of doubt, the Resolution Authority) (if, and to the extent, such consent of the PRA and/or any other relevant national or European authority, as the case may be, is then required by the Capital Regulations).

In addition, if in the case of any particular Tranche of Notes, the relevant Final Terms specify that the Notes are redeemable at the Issuer's option in certain other circumstances or at any time, subject to the prior consent of the PRA and/or any other relevant national or European authority (including, for the avoidance of doubt, the Resolution Authority) (if, and to the extent, such consent of the PRA and/or any other relevant national or European authority, as the case may be, is then required by the Capital Regulations), the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low or in other circumstances favourable to the Issuer. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

Furthermore, unless, in the case of any particular Tranche of Senior Notes, the relevant Final Terms specify that the Notes are redeemable at the option of the Noteholders, Noteholders will have no right to request the redemption of the Notes and should not invest in the Notes in the expectation that the Issuer would exercise its option to redeem the Notes. Any decision by the Issuer as to whether it will exercise its option to redeem the Notes will be taken at the absolute discretion of the Issuer with regard to factors such as, but not limited to, the economic impact of exercising such option to redeem the Notes, any tax consequences, the regulatory capital requirements and the prevailing market conditions. Noteholders should be aware that they may be required to bear the financial risks of an investment in the Notes until maturity.

b. The risk factor entitled "*Tier 2 Capital Notes are subordinated to most of the Issuer's liabilities*" shall be replaced with the following updated information:

Tier 2 Capital Notes are subordinated to most of the Issuer's liabilities

Tier 2 Capital Notes will constitute unsecured and subordinated obligations of the Issuer. On a winding-up or administration of the Issuer, all claims in respect of such Notes will rank junior to the claims of all Senior Creditors (as defined in the Conditions). Senior Creditors includes, among other creditors, any creditors in respect of secondary non-preferential debts (as defined in the 2018 Order, which is defined and described in the section entitled "*The Issuer and the Group – Regulatory Developments*").

If, on a winding-up or administration of the Issuer, the assets of the Issuer are insufficient to enable the Issuer to repay the claims of more senior-ranking creditors in full, the holders of the Tier 2 Capital Notes will lose their entire investment in the Tier 2 Capital Notes. If there are sufficient assets to enable the Issuer to pay the claims of senior-ranking creditors in full but insufficient assets to enable it to pay claims in respect of its obligations in respect of the Tier 2 Capital Notes and all other claims that rank *pari passu* with the Tier 2 Capital Notes, holders of the Tier 2 Capital Notes will lose some (which may be substantially all) of their investment in the Tier 2 Capital Notes. See "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the relevant Resolution Authority of a variety of statutory resolution powers, could materially adversely affect the value of the Notes*" below.

2. In the section entitled "*Risk Factors - Risks Relating to the Notes – Risks relating to the Notes generally*", the following amendments shall be made:

a. The risk factor entitled *"The Issuer is a holding company, which means that its right to participate in the assets of any of its subsidiaries (including those of BBPLC, BBUKPLC, the group service company or any other present or future subsidiary) upon the liquidation of such subsidiaries and the extent to which the Issuer suffers losses if it or any of its subsidiaries are subject to bank resolution proceedings, may depend, amongst other things, upon the degree to which the Issuer's loans to, and investments in, such subsidiaries are subordinated"* shall be replaced with the following updated information:

The Issuer is a holding company, which means that its right to participate in the assets of any of its subsidiaries (including those of BBPLC, BBUKPLC, the group service company or any other present or future subsidiary) upon the liquidation of such subsidiaries and the extent to which the Issuer suffers losses if it or any of its subsidiaries are subject to bank resolution proceedings, may depend, amongst other things, upon the degree to which the Issuer's loans to, and investments in, such subsidiaries are subordinated

The Issuer is a holding company that currently has no significant assets other than its loans to, and investments in, Group subsidiaries such as BBPLC, BBUKPLC, the group service company and any other present or future subsidiary, which means that if any such subsidiary is liquidated, the Issuer's right to participate in the assets of such subsidiary will depend upon the ranking of the Issuer's claims against such subsidiary according to the ordinary hierarchy of claims in insolvency. So, for example, insofar as the Issuer is a holder of ordinary shares in a Group subsidiary, the Issuer's recovery in the liquidation of such subsidiary will be subject to the prior claims of such subsidiary's third party creditors and preference shareholders (if any). To the extent the Issuer holds other claims against any Group subsidiary that are recognised to rank *pari passu* with any third party creditors' or preference shareholders' claims, such claims of the Issuer should in liquidation be treated *pari passu* with those third party claims.

As well as the risk of losses in the event of a Group subsidiary's insolvency, the Issuer may suffer losses if any of its loans to, or investments in, such subsidiary are subject to write-down and conversion by statutory power or regulatory direction or if the subsidiary is otherwise subject to resolution proceedings. In particular, the Banking Act 2009, as amended (the "**Banking Act**") specifies that the resolution powers should be applied in a manner such that losses are transferred to shareholders and creditors in an order which reflects the hierarchy of issued instruments under the relevant Capital Regulations (as defined in the Conditions) and which otherwise respects the hierarchy of claims in an ordinary insolvency. In general terms, the more junior in the capital structure the investments in, and loans made to, any Group subsidiary are, relative to third party investors, the greater the losses likely to be suffered by the Issuer in the event that any Group subsidiary enters into resolution proceedings or is subject to write-down or conversion of its capital instruments or other liabilities. See "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the relevant Resolution Authority of a variety*

of statutory resolution powers, could materially adversely affect the value of the Notes" below. The Issuer has in the past made, and may continue to make, loans to, and investments in, BBPLC, BBUKPLC and other Group subsidiaries, with the proceeds received from the Issuer's issuance of debt instruments. Such loans to, and investments made by, the Issuer in such subsidiary will generally be subordinated to depositors and other unsubordinated creditors and may be subordinated further to meet regulatory capital requirements and furthermore may contain mechanisms that, upon the occurrence of a trigger related to the prudential or financial condition of the Group or such subsidiary or upon regulatory direction would result in a write-down or conversion into equity of such loans and investments.

The Issuer retains its absolute discretion to restructure such loans to, and any other investments in, any of its Group subsidiaries, including BBPLC and BBUKPLC, at any time and for any purpose including, without limitation, in order to provide different amounts or types of capital or funding to such subsidiary. A restructuring of a loan or investment made by the Issuer in a Group subsidiary could include changes to any or all features of such loan or investment, including its legal or regulatory form, how it would rank in the event of resolution and/or insolvency proceedings in relation to the Group subsidiary, and the inclusion of a mechanism that provides for a write-down and/or conversion into equity upon specified triggers or regulatory direction. Any restructuring of the Issuer's loans to, and investments in, any of the Group subsidiaries may be implemented by the Issuer without prior notification to, or consent of, the Holders of the Notes.

Furthermore, as a result of the structural subordination of Notes (including Senior Notes) issued by the Issuer described above, if any Group subsidiary were to be wound up, liquidated or dissolved, (i) the Holders of Notes would have no right to proceed against the assets of such subsidiary, and (ii) the liquidator of such subsidiary would first apply the assets of such subsidiary to settle the claims of the creditors (and holders of preference shares or other tier 1 capital instruments ranking ahead of any such entity's ordinary shares) of such subsidiary (such creditors and holders of preference shares may include the Issuer) ranking ahead of the holders of ordinary shares of such subsidiary. Similarly, if any of the Group subsidiaries were subject to resolution proceedings (i) the Holders of Notes would have no direct recourse against such subsidiary, and (ii) the Holders themselves may also be exposed to losses pursuant to the exercise by the relevant Resolution Authority of the stabilisation powers - see "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the relevant Resolution Authority of a variety of statutory resolution powers, could materially adversely affect the value of the Notes*" below. For a description of the relevant underlying regulatory background, see the section entitled "*The Issuer and the Group - Regulatory Developments*".

b. The risk factor entitled "*Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the Notes*" shall be replaced with the following updated information:

Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail, including the exercise by the relevant Resolution Authority of a variety of statutory resolution powers, could materially adversely affect the value of the Notes

The Issuer and the Group are subject to substantial resolution powers

Under the Banking Act substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant Resolution Authority to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (currently including the Issuer) (each a "**relevant entity**") in circumstances in which the relevant Resolution Authority is satisfied that the relevant resolution conditions are met.

The Banking Act also provides for additional insolvency and administration procedures for relevant entities and for certain ancillary powers, such as the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Notes), powers to impose temporary suspension of payments, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant Resolution Authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

Holders should assume that, in a resolution situation, financial public support will only be available to a relevant entity as a last resort after the relevant resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool.

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of any Notes and could lead to Holders losing some or all of the value of their investment in the Notes.

Resolution powers triggered prior to insolvency, may not be anticipated and Holders may have only limited rights to challenge them

The resolution powers conferred by the SRR are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the resolution powers is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

Although the Banking Act provides specific conditions to the exercise of any resolution powers and, furthermore, the European Banking Authority's guidelines published in May 2015 set out the objective elements for the resolution authorities to apply in determining whether an institution is failing or likely to fail, it is uncertain how the relevant Resolution Authority would assess such conditions in any particular pre-insolvency scenario affecting the Issuer and/or other members of the Group and in deciding whether to exercise a resolution power.

The relevant Resolution Authority is also not required to provide any advance notice to Holders of its decision to exercise any resolution power. Therefore, Holders may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Group and the Notes.

Furthermore, Holders may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant Resolution Authority to exercise its resolution powers (including the bail-in tool) or to have that decision reviewed by a judicial or administrative process or otherwise.

The relevant Resolution Authority may exercise the bail-in tool in respect of the Issuer and the Notes, which may result in Holders losing some or all of their investment.

Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant Resolution Authority would be expected to exercise these powers without the consent of the Holders. Any such exercise of the bail-in tool in respect of the Issuer and the Notes may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Notes and/or the conversion of the Notes into shares or other Notes or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Notes.

The exercise of the bail-in tool in respect of the Issuer and the Notes or any suggestion of any such exercise could materially adversely affect the rights of the Holders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes and could lead to Holders losing some or all of the value of their investment in such Notes. The bail-in tool contains an express safeguard (known as 'no creditor worse off') with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings. However, even in circumstances where a claim for compensation is established under the 'no creditor worse off' safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the Holders in the resolution and there can be no assurance that Holders would recover such compensation promptly.

Mandatory write-down and conversion of capital instruments may affect the Tier 2 Capital Notes.

In addition, the Banking Act requires the relevant Resolution Authority to permanently write-down, or convert into equity, tier 1 capital instruments and tier 2 capital instruments (such as the Tier 2 Capital Notes) at the point of non-viability of the relevant entity and before, or together with, the exercise of any stabilisation option (except in the case where the bail-in tool is to be utilised for other liabilities, in which case such capital instruments would be written down or converted into equity pursuant to the exercise of the bail-in tool, as described above, rather than the mandatory write-down and conversion power applicable only to capital instruments).

Holders of Tier 2 Capital Notes may be subject to write-down or conversion into equity on application of such powers (without requiring the consent of such Holders), which may result in such Holders losing some or all of their investment. The "no creditor worse off" safeguard would not apply in relation to an application of such powers in circumstances where resolution powers are not also exercised.

The exercise of such mandatory write-down and conversion power under the Banking Act or any suggestion of such exercise could, therefore, materially adversely affect the rights of Holders of Tier 2 Capital Notes, the price or value of their investment in such Notes and/or the ability of the Issuer to satisfy its obligations under such Notes.

For a description of the relevant underlying regulatory background, including the bail-in tool and the mandatory write-down and conversion power, see the section entitled "*The Issuer and the Group - Regulatory Developments*".

c. The risk factor entitled "*The proposed Resolvability Assessment Framework could increase compliance costs and impact market perceptions of the Issuer and/or the Group and in turn affect the value of the Notes*" shall be replaced with the following updated information:

The Resolvability Assessment Framework could impact market perceptions of the Issuer and/or the Group and in turn affect the value of the Notes

The Banking Act and associated FCA and PRA rules contain requirements relating to recovery and resolution plans, early supervisory interventions and the resolution of firms (including the bail-in tool). The Bank of England and the PRA have published final rules for a resolvability assessment framework (the "**Resolvability Assessment Framework**"), with full implementation of the framework required by 2022, which will require the largest UK banks (including the Group) to carry out realistic assessments of their preparations for resolution. The new rules on the Resolvability Assessment Framework may affect the way in which the Issuer and/or the Group is perceived by the market which in turn may affect the value of the Notes.

For a description of the relevant underlying regulatory background, see the section entitled "*The Issuer and the Group - Regulatory Developments*".

d. The risk factor entitled "*Changes in law may adversely affect the rights of Holders*" shall be replaced with the following updated information:

Changes in law may adversely affect the rights of Holders and the market value of the Notes

The Conditions are based on English law in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the relevant Notes. Such changes in law may include changes in statutory, tax and regulatory regimes during the life of the Notes, which may have an adverse effect on an investment in the Notes.

In addition, any change in law or regulation that triggers a Regulatory Event, a Tax Event or Loss Absorption Disqualification Event would entitle the Issuer, at its option (subject to, amongst other things, receipt of the prior consent of the PRA and/or any other relevant national or European authority (including, for the avoidance of doubt, the Resolution Authority) (if, and to the extent, such consent of the PRA and/or any other relevant national or European authority, as the case may be, is then required by the Capital Regulations)), to redeem the Notes, in whole but not in part, as provided under Conditions 10(b) (*Redemption and Purchase – Redemption for tax reasons*), 10(f) (*Redemption and Purchase – Regulatory Event Redemption of Tier 2 Capital Notes*) and 10(g) (*Redemption and Purchase – Loss Absorption Disqualification Event Redemption of Senior Notes*).

Such legislative and regulatory uncertainty could also affect an investor's ability to accurately value the Notes and, therefore, affect the trading price of the Notes given the extent and impact on the Notes that one or more regulatory or legislative changes, including those described above, could have on the Notes.

The financial services industry has been and continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Group's business, financial performance, capital and risk management strategies - for a description of the relevant underlying regulatory background, see pages 86 to 87 of the 2018 Annual Report (as defined below) which is incorporated by reference herein and the

section entitled "*The Issuer and the Group - Regulatory Developments*". Such regulatory changes may include higher capital and additional loss absorbency requirements, increased powers of competent authorities and phase-in arrangements for the regulatory capital impact of IFRS 9. Such changes, and the resulting actions taken to address such regulatory changes, may have an adverse impact on the Group's, and therefore the Issuer's, performance and financial condition.

e. The risk factor entitled "*There is no restriction on the amount or type of further securities or indebtedness that the Issuer or its subsidiaries may issue, incur or guarantee*" shall be moved immediately after the risk factor entitled "*Changes in law may adversely affect the rights of Holders and the market value of the Notes*".

ANNEX 2

The following sub-section shall be included at the end of the section entitled "*The Issuer and the Group*":

Regulatory Developments

The financial services industry, of which the Issuer and the Group are part, has been and continues to be the focus of significant regulatory change. In particular, the following legislative changes have affected and will affect: (i) the capital and risk management strategy of the Issuer and the Group; and (ii) the Notes.

The Banking Act, the SRR and the BRRD

Under the Banking Act (which implemented in the UK the majority of the requirements of Directive 2014/59/EU of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms of 15 May 2014, as amended (the "**BRRD**")), substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of the SRR. These powers enable the relevant Resolution Authority to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool, described below) with respect to a UK bank or investment firm and certain of its affiliates (currently including the Issuer) (each a "**relevant entity**") in circumstances in which the relevant Resolution Authority is satisfied that the resolution conditions are met. Such conditions include that a relevant entity is failing or is likely to fail to satisfy the FSMA threshold conditions for authorisation to carry on certain regulated activities (within the meaning of section 55B of the FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity.

The SRR consists of five stabilisation options: (a) private sector transfer of all or part of the business or shares of the relevant entity, (b) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England, (c) transfer to an asset management vehicle wholly or partly owned by HM Treasury or the Bank of England, (d) the bail-in tool (as described below) and (e) temporary public ownership (nationalisation).

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

The Banking Act also provides for additional insolvency and administration procedures for relevant entities and for certain ancillary powers, such as the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Notes), powers to impose temporary suspension of payments, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant Resolution Authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

Subject to certain exemptions set out in the Banking Act (including secured liabilities, bank deposits guaranteed under an EU member state's deposit guarantee scheme, liabilities arising by virtue of the holding of client money, liabilities to other non-group banks or investment firms that have an original maturity of fewer than seven days and certain other exceptions), it is intended that all liabilities of institutions and/or their EEA parent holding companies should be within scope of the bail-in tool. The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency.

In addition, the Banking Act requires the relevant Resolution Authority to permanently write-down, or convert into equity, tier 1 capital instruments and tier 2 capital instruments (such as the Tier 2 Capital Notes) at the point of non-viability of the relevant entity and before, or together with, the exercise of any stabilisation option (except in the case where the bail-in tool is to be utilised for other liabilities, in which case such capital instrument would be written down or converted into equity pursuant to the exercise of the

bail-in tool rather than the mandatory write-down and conversion power applicable only to capital instruments).

For the purposes of the application of such mandatory write-down and conversion power, the point of non-viability is the point at which the relevant Resolution Authority determines that the relevant entity meets the conditions for resolution (but no resolution action has yet been taken) or that the relevant entity will no longer be viable unless the relevant capital instruments are written down or converted or the relevant entity requires extraordinary public support without which, the relevant Resolution Authority determines that the relevant entity would no longer be viable.

2018 Order

On 19 December 2018, Her Majesty's Treasury published the Banks and Building Societies (Priorities on Insolvency) Order 2018 (the "**2018 Order**"), which implements Directive (EU) 2017/2399 of the European Parliament and of the Council of 12 December 2017 (the "**Amendment Directive**") amending the BRRD as regards the ranking of unsecured debt instruments in insolvency hierarchy.

The Amendment Directive introduced a new layer in insolvency for ordinary, long-term, unsecured debt-instruments issued by credit institutions and financial institutions within their consolidation perimeter that are established within the EU.

The 2018 Order splits a financial institution's non-preferential debts into classes and provides that ordinary non-preferential debts (as defined in the 2018 Order) (including Senior Notes) will rank ahead of secondary non-preferential debts (as defined in the 2018 Order) and tertiary non-preferential debts (as defined in the 2018 Order). Tier 2 Capital Notes would constitute tertiary non-preferential debts under the terms of the 2018 Order, and therefore both ordinary and secondary non-preferential debts would continue to rank ahead of claims in respect of the Tier 2 Capital Notes.

EU Banking Reforms

Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms and Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms ("**CRD IV**") implemented the Basel III agreement in the EU and introduced significant changes in the prudential regulatory regime applicable to banks including increased minimum capital ratios, changes to the definition of capital and the calculation of risk-weighted assets and the introduction of new measures relating to leverage, liquidity and funding. CRD IV also made changes to rules on corporate governance, including remuneration, and introduces standardised EU regulatory reporting requirements which specify the information that must be reported to supervisors in areas such as own funds, large exposures and financial information.

On 23 November 2016, the European Commission presented a comprehensive package of reforms to further strengthen the resilience of EU banks (the "**EU Banking Reforms**") which proposals amended many of the existing provisions set forth in CRD IV and the BRRD. The changes in the approved text included setting higher capital and additional loss absorbing capacity requirements, increasing the powers of the relevant competent authorities and incorporating the regulatory definition of trading activity, standardised and advanced risk weighted assets calculation methodologies for market risk and new standardised risk weighted assets rules for counterparty credit risk. These changes also included phase-in arrangements for the regulatory capital impact of IFRS 9 and the ongoing interaction of IFRS 9 with the regulatory framework, including changes to relevant accounting standards, which came into force on 1 January 2018 and which resulted in changes to the methodologies which the Group is required to adopt for the valuation of financial instruments.

The text relating to the EU Banking Reforms was published in the Official Journal of the European Union on 7 June 2019 and entered into force on 27 June 2019. The majority of the rules apply from 18 months after that date, however, the principal rules brought into force by the amended CRD IV Regulation (as defined in the Conditions) shall apply from two years after that date.

Further, the Minimum Requirement for Own Funds and Eligible Liabilities ("**MREL**"), which is being implemented in the EU and the UK, will apply to EU and UK financial institutions and cover capital and debt instruments that are capable of being written-down or converted to equity in order to prevent a financial

institution from failing in a crisis. The Bank of England set interim MREL compliance dates of 1 January 2019 and 1 January 2020, and a final MREL compliance date of 1 January 2022.

Resolvability Assessment Framework

The Banking Act and associated FCA and PRA rules contain requirements relating to recovery and resolution plans, early supervisory interventions and the resolution of firms (including the bail-in tool as described above). The Bank of England has made a commitment to parliament that major UK banks will be fully resolvable by 2022. To satisfy this commitment, the Bank of England and the PRA are introducing a new Resolvability Assessment Framework, with full implementation of the framework required by 2022.

The Resolvability Assessment Framework is implemented through:

- a Statement of Policy from the Bank of England, which sets out the Bank of England's approach to assessing resolvability for UK firms with a bail-in or partial transfer resolution strategy (including the Group) and for material subsidiaries of overseas firms. The Bank of England will assess firms against three resolvability outcomes they must meet by 2022: (i) adequate financial resources; (ii) being able to continue to do business through resolution and restructuring; and (iii) being able to communicate and coordinate within the firm and with authorities; and

- PRA rules in the new Resolution Assessment part of the PRA Rulebook, requiring major UK banks (those with £50 billion or more in retail deposits on an individual or consolidated basis, including the Group) to assess their preparations for resolution, submit reports of their assessment to the PRA and publicly disclose a summary of their report. Firms are required to submit their first reports to the PRA by October 2020 (and every two years following) and publicly disclose their summaries by June 2021 (and every two years following).

The Resolvability Assessment Framework is intended to increase public awareness of resolution, help market participants to make better informed investment decisions and incentivise firms to meet the resolvability objectives by 2022.

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 Interim Results Announcement 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.

2 August 2019