

**IMPORTANT – PROHIBITION OF SALES TO EEA OR 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 European Economic Area ("EEA") or in the United Kingdom (the "UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in "MiFID II"; 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 manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Canadian Sales** - Barclays Bank PLC, the Bookrunner and a Manager for this offering, is a wholly-owned subsidiary of the Issuer. Accordingly, the Issuer is a "related issuer" of Barclays Bank PLC as such term is defined in National Instrument 33-105 Underwriting Conflicts. The decision to distribute the Notes was made by the Issuer and the terms of this offering were negotiated between the Managers and the Issuer.

**No prospectus is required to be published under Regulation (EU) 2017/1129 (as amended or superseded), for this issue of Notes. The Financial Conduct Authority, in its capacity as competent authority under the Financial Services and Markets Act 2000, as amended, has neither approved nor reviewed the information contained in this Pricing Supplement.**

**Pricing Supplement dated 20 May 2020**

## BARCLAYS PLC

Legal entity identifier (LEI): 213800 LBQA 1Y9L22JB70

Issue of **GBP 500,000,000 3.750 per cent. Fixed Rate Resetting Subordinated Callable Notes due 2030**

under the **£60,000,000,000 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 25 February 2020 and the supplemental base prospectus dated 30 April 2020 which together constitute a base prospectus (the "Base Prospectus"). This document constitutes the Pricing Supplement of the Notes described herein 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 this Pricing Supplement and the Base Prospectus. The Base Prospectus and this Pricing

Supplement 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>.

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|-----|-------|---|---|
| 1.  | (i)   | Issuer:   | Barclays PLC  |
| 2.  | (i)   | Series Number:                                  | 251   |
|     | (ii)  | Tranche Number:                                 | 1   |
|     | (iii) | Date on which the Notes become fungible:        | Not Applicable  |
| 3.  |       | Specified Currency or Currencies:               | Pounds Sterling (" <b>GBP</b> ")  |
| 4.  |       | Aggregate Nominal Amount:                       | GBP 500,000,000   |
| 5.  |       | Issue Price:                                    | 99.950 per cent. of the Aggregate Nominal Amount  |
| 6.  | (i)   | Specified Denominations:                        | GBP 100,000 and integral multiples of GBP 1,000 in excess thereof   |
|     | (ii)  | Calculation Amount:                             | GBP 1,000   |
| 7.  | (i)   | Issue Date:                                     | 22 May 2020   |
|     | (ii)  | Interest Commencement Date:                     | Issue Date  |
| 8.  |       | Maturity Date:                                  | 22 November 2030  |
| 9.  |       | Interest Basis:                                 | Reset Notes<br><br>(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 per cent. of their nominal amount. |
| 11. |       | Change of Interest or Redemption/Payment Basis: | Not Applicable  |
| 12. |       | Call Options:                                   | Issuer Call   |
| 13. | (i)   | Status of the Notes:                            | Tier 2 Capital Notes  |
|     | (ii)  | Date approval for issuance of Notes obtained:   | 24 February 2020  |

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

- |     |      |                                   |  |
|-----|------|-----------------------------------|--|
| 14. |      | <b>Fixed Rate Note Provisions</b> | Not Applicable   |
| 15. |      | <b>Reset Note Provisions</b>      | Applicable   |
|     | (i)  | Initial Rate of Interest:         | 3.750 per cent. per annum, payable annually in arrear on each Interest Payment Date up to and including the First Reset Date                     |
|     | (ii) | Interest Payment Date(s):         | 22 November in each year up to and including the Maturity Date, commencing on 22 November 2020 in respect of the period from (and including) the |

		Issue Date to (but excluding) 22 November 2020 (short first coupon)
(iii)	Fixed Coupon Amount up to (but excluding) the First Reset Date:	GBP 37.50 per Calculation Amount
(iv)	Broken Amount(s):	GBP 18.90 per Calculation Amount payable on the Interest Payment Date falling on 22 November 2020
(v)	Reset Reference Rate:	Sterling Reference Bond Rate
(vi)	First Reset Date:	22 November 2025
(vii)	Day Count Fraction:	Actual/Actual (ICMA)
(viii)	Reset Date(s):	The First Reset Date
(ix)	Mid-Swap Rate:	Not Applicable
(x)	Reference Bond Rate:	Not Applicable
(xi)	Sterling Reference Bond Rate:	Applicable
	(a) Reset Margin:	+3.750 per cent. per annum
(xii)	U.S. Treasury Rate:	Not Applicable
(xiii)	Reference Banks:	Not Applicable
(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:	As per the Conditions
(xx)	Agent Bank:	The Bank of New York Mellon, London Branch
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s) (Call):	22 November 2025
	(ii) Optional Redemption Amount (Call):	GBP 1,000 per Calculation Amount
	(iii) Make Whole Redemption Price:	Not Applicable
	(iv) Redeemable in part:	Not Applicable

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|--------|--|---|
| (a)    | Minimum Redemption Amount:   | Not Applicable  |
| (b)    | Maximum Redemption Amount:   | Not Applicable  |
| (v)    | Notice period:   | Minimum period: 15 days<br>Maximum period: 60 days  |
| (vi)   | Optional Redemption Amount (Regulatory Event) (for Tier 2 Capital Notes only):               | GBP 1,000 per Calculation Amount  |
| (vii)  | Early Redemption Amount (Tax):   | GBP 1,000 per Calculation Amount  |
| (viii) | Optional Redemption Amount (Loss Absorption Disqualification Event) (for Senior Notes only): | Not Applicable  |
| 19.    | 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 GBP 1,000 per Calculation Amount |
| 20.    | Early Termination Amount:  | As per the Conditions   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|---|---|
| 21. | Form of Notes:  | <b>Registered Notes:</b><br><br>Unrestricted Global Certificate exchangeable for Unrestricted Individual Certificates in the limited circumstances described in the Unrestricted Global Certificate |
| 22. | New Global Note:  | No  |
| 23. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable  |
| 24. | Talons for future Coupons to be attached to Definitive Notes:                         | No  |
| 25. | Relevant Benchmark:   | Not Applicable  |
| 26. | Amendments, replacements or further supplements to the Conditions:                    | Not Applicable  |

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

By: MIRAY MUMINOGLU  
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 International Securities 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 4,790

**2. RATINGS**

- Ratings: The Notes to be issued are expected to be rated:
- S&P Global Ratings Europe Limited ("**Standard & Poor's**"): BB+
- Moody's Investors Service Ltd. ("**Moody's**"): Baa3
- Fitch Ratings Limited ("**Fitch**"): BBB+
- Each of Moody's, Standard & Poor's and Fitch is established in the UK or 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/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 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: GBP 497,500,000

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: 3.764 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: XS2176795677
- (iii) Common Code: 217679567
- (iv) FISN: BARCLAYS PLC/1EMTN 20301122, as updated on the website of the Association of National Numbering Agencies
- (v) CFI Code: DTFXFR, as updated on the website of the Association of National Numbering Agencies
- (vi) CINS Code: Not Applicable
- (vii) CMU Instrument Number: Not Applicable
- (viii) Any clearing system(s) other than Euroclear, Clearstream Luxembourg, DTC or the CMU Service and the relevant identification number(s): Not Applicable
- (ix) Delivery: Delivery free of payment
- (x) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (xi) Green Notes: No
- (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 this Pricing Supplement, 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
- (ii) Canadian Selling Restrictions: The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Accordingly, each Manager has represented and agreed, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer to sell any Notes in Canada, unless the purchasers purchasing, or deemed to be purchasing, as principal

are accredited investors and permitted clients as so defined. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Pricing Supplement or the Base Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser.

- (iii) Method of distribution: Syndicated
- (iv) If syndicated:
  - (a) Names of Managers: Barclays Bank PLC  
BNP Paribas  
Citigroup Global Markets Limited  
Deutsche Bank AG, London Branch  
J.P. Morgan Securities plc  
Natixis  
Scotiabank Europe plc  
Société Générale  
Swedbank AB (publ)  
UBS AG London Branch  
UniCredit Bank AG
  - (b) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Not Applicable