



Barclays PLC

A\$500,000,000 Fixed-to-Floating Rate Tier 2 Capital Debt Instruments due May 2035

A\$500,000,000 Floating Rate Tier 2 Capital Debt Instruments due May 2035

This Admission Particulars is issued to give details of the A\$500,000,000 Fixed-to-Floating Rate Tier 2 Capital Debt Instruments due May 2035 (the “**Fixed-to-Floating Rate Debt Instruments**”) and the A\$500,000,000 Floating Rate Tier 2 Capital Debt Instruments due May 2035 (the “**Floating Rate Debt Instruments**”) and, together with the Fixed-to-Floating Rate Debt Instruments, the “**Debt Instruments**”) to be issued by Barclays PLC (the “**Issuer**”).

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

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

The Issuer intends to apply to the London Stock Exchange plc (the “**LSE**”) for the Debt Instruments to be admitted to trading on the LSE’s International Securities Market (the “**ISM**”). The ISM is not a regulated market situated or operating within the United Kingdom (the “**UK**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (the “**UK Prospectus Regulation**”).

The ISM is a market designated for professional investors. Debt Instruments admitted to trading on the ISM are not admitted to the Official List of the UK Financial Conduct Authority (the “FCA”). Neither the FCA nor the LSE has approved or verified the contents of this Admission Particulars. This Admission Particulars constitutes “Admission Particulars” for the purposes of admission of the Debt Instruments to trading on the ISM and does not comprise a prospectus for the purposes of the UK Prospectus Regulation.

The Issuer is not a bank or authorised deposit-taking institution which is authorised under the Banking Act 1959 (Commonwealth of Australia) (“Australian Banking Act”). The Debt Instruments are not obligations of the Australian Government or any other government and, in particular, are not guaranteed by the Commonwealth of Australia. The depositor protection provisions in Division 2 of Part II of the Australian Banking Act do not apply to the Issuer. The Issuer is not supervised by the Australian Prudential Regulation Authority. No Debt Instruments shall be “protected accounts” or “deposit liabilities” within the meaning of the Australian Banking Act and an

investment in any Debt Instruments issued by the Issuer will not be covered by the depositor protection provisions in section 13A of the Australian Banking Act and will not be covered by the Australian Government's bank deposit guarantee (also commonly referred to as the Financial Claims Scheme).

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

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “EU MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “EU PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565, as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (as amended, the “UK PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Debt Instruments has led to the conclusion that: (i) the target market for the Debt Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Debt Instruments to eligible counterparties and professional clients are appropriate. A distributor should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Debt Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

No prospectus is required to be published under the UK Prospectus Regulation, for this issue of Debt Instruments. The Financial Conduct Authority, in its capacity as competent authority under the UK Prospectus Regulation has neither approved nor reviewed the information contained in this Admission Particulars.

CERTAIN INFORMATION FOR THE PURPOSES OF ADMISSION TO TRADING ON THE ISM

1. Authorisation

The issue of the Debt Instruments was authorised by the Group Finance Director for the Issuer on 27 October 2023 pursuant to an authority granted by the board of directors of the Issuer on 28 March 2018.

2. Significant Change

There has been no significant change in the financial or trading position of the Issuer or the Group since 30 September 2024.

3. Auditors

The annual consolidated accounts of the Issuer for the years ended 31 December 2023 and 31 December 2022 have each been audited with an unmodified opinion provided by KPMG LLP, chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.

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

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

The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

5. Documents Incorporated by Reference

This Admission Particulars is to be read in conjunction with all documents which are deemed to be incorporated into it by reference as set out below. This Admission Particulars shall, unless otherwise expressly stated, be read and construed on the basis that such documents are so incorporated and form part of this Admission Particulars. References to “**Admission Particulars**” are to this Admission Particulars and any other document incorporated by reference and to any of them individually.

The following information (certain of which has been filed, or may be filed from time to time after the date of this Admission Particulars with the FCA) shall be deemed to be incorporated in, and to form part of, this Admission Particulars:

- (a) the third supplemental information memorandum relating to the AUD Debt Issuance Programme of the Issuer (the “**Programme**”) dated 25 October 2024;
- (b) the second supplemental information memorandum relating to the Programme dated 2 August 2024;
- (c) the first supplemental information memorandum relating to the Programme dated 26 April 2024 (the “**First Supplemental Information Memorandum**”);
- (d) the information memorandum relating to the Programme dated 31 October 2023 (the “**2023 Information Memorandum**”);
- (e) the unaudited Interim Results Announcement of the Issuer, as filed with the US Securities and Exchange Commission (the “**SEC**”) on Form 6-K (including exhibits thereto) on 25 April 2024 in respect of the three months ended 31 March 2024 (the “**2024 Q1 Interim Results Announcement**”);

- (f) the unaudited Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 1 August 2024 in respect of the six months ended 30 June 2024 (the “**2024 H1 Interim Results Announcement**”);
- (g) the unaudited Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 24 October 2024 in respect of the nine months ended 30 September 2024 (the “**2024 Q3 Interim Results Announcement**”);
- (h) the sections set out below from the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 20 February 2024 containing the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year ended 31 December 2023 (the “**2023 Annual Report**”):

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- (i) the sections set out below from the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 15 February 2023 containing the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year ended 31 December 2022 (the “**2022 Annual Report**”):

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- (j) all supplements or amendments to this Admission Particulars (including any supplements and documents stated therein to be incorporated by reference) and any other documents issued by the Issuer and stated to be incorporated by reference in this Admission Particulars.

The documents listed above under (e) to (i) have been (or will be) filed with the SEC and are (or will be) available on the SEC's website at:

<https://www.sec.gov/edgar/browse/?CIK=312069&owner=excludehttps://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>

The documents listed above under (a) to (d) and (j) are (or will be) available at:

<https://home.barclays/investor-relations>

No other information, including any information in any document incorporated by reference in any of the documents specified above or document or information that is publicly filed, forms part of this Admission Particulars unless otherwise expressly stated. Any information contained in any of the documents specified above which is not incorporated by reference in this Admission Particulars is either not relevant for prospective investors for the purposes of the relevant laws or is covered elsewhere in this Admission Particulars. For the avoidance of doubt, unless specifically incorporated by reference into this Admission Particulars, information contained on the above websites does not form part of this Admission Particulars.

The financial statements incorporated by reference from the 2023 Annual Report and 2022 Annual Report have been prepared by the Issuer in accordance with UK-adopted international accounting standards and also in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), including interpretations issued by the IFRS Interpretations Committee. A summary of the significant accounting policies for the Issuer is included in the 2023 Annual Report and 2022 Annual Report.

Any statement contained in this Admission Particulars or in any documents incorporated by reference in, and forming part of, this Admission Particulars (including any statement contained in those sections of the 2023 Annual Report referred to above), shall be modified, replaced or superseded to the extent that a statement contained in any document subsequently incorporated by reference (including any subsequently filed Form which is incorporated by reference into this Admission Particulars) modifies, replaces or supersedes such statement (including whether in whole or in part or expressly or by implication). Any statement so modified, replaced or superseded shall not be deemed, except as so modified, replaced or superseded, to constitute a part of this Admission Particulars.

In addition, the Issuer, and certain of its affiliates, may make filings with regulatory authorities from time to time and such filings may include information material to investors. Copies of such filings are available from the Issuer.

Copies of documents incorporated by reference in this Admission Particulars may also be obtained from the offices of the Issuer.

References in the 2023 Information Memorandum to ‘this Information Memorandum’ are to be construed as references to this Admission Particulars and the 2023 Information Memorandum as supplemented by the documents referred to at paragraphs (a) to (c) above. Without limiting the foregoing, this Admission Particulars should be read and construed together with the statements appearing under the heading ‘Important Notice’ in the 2023 Information Memorandum as amended by the First Supplemental Information Memorandum, each of which are incorporated by reference in this Admission Particulars.

TERMS AND CONDITIONS OF THE FIXED-TO-FLOATING RATE DEBT INSTRUMENTS

The terms and conditions of the Fixed-to-Floating Rate Debt Instruments shall consist of the terms and conditions set out in the section entitled "*Debt Instrument Conditions*" on pages 28 to 71 of the 2023 Information Memorandum as supplemented by the section entitled "*Debt Instrument Conditions*" on pages 12 to 14 of the First Supplemental Information Memorandum, each of which are incorporated by reference into this Admission Particulars, as amended and/or supplemented as set out in this section below (together, referred to as the "**Conditions**"). For the purposes of the Fixed-to-Floating Rate Debt Instruments, references in the Conditions to the Supplement shall be deemed to refer to the issue terms set out in this section below.

Series No.: **BARP10**

Tranche No.: **1**



Barclays PLC

("Issuer")

AUD Debt Issuance Programme
("Programme")

SUPPLEMENT
in connection with the issue of
A\$500,000,000 Fixed-to-Floating Rate Tier 2 Capital Debt Instruments due May 2035
("Debt Instruments")

The date of this Supplement is 27 November 2024.

This Supplement is issued to give details of the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the information memorandum dated 31 October 2023, as supplemented by the supplemental information memorandum dated 26 April 2024, the supplemental information memorandum dated 2 August 2024 and the supplemental information memorandum dated 25 October 2024 (together, the "**Information Memorandum**"), the terms and conditions of the Debt Instruments contained in the Information Memorandum ("**Conditions**") and the Third Debt Instrument Deed Poll dated 7 May 2021 ("**Deed Poll**") each issued in relation to the Programme.

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

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

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

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

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

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “EU MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “EU PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565, as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (as amended, the “UK PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Debt Instruments has led to the conclusion that: (i) the target market for the Debt Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Debt Instruments to eligible counterparties and professional clients are appropriate. A distributor should

take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Debt Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

TERMS

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

Issuer:	Barclays PLC.
Legal entity identifier (LEI):	213800LBQA1Y9L22JB70.
Relevant Dealer(s):	Barclays Bank PLC (ABN 95 644 502 170), Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Barrenjoey Markets Pty Limited (ABN 66 636 976 059), Commonwealth Bank of Australia (ABN 48 123 123 124), National Australia Bank Limited (ABN 12 004 044 937), Mizuho Securities Asia Limited (ABN 14 603 425 912), MUFG Securities Asia Limited (ABN 80 169 329 453), The Toronto-Dominion Bank and Westpac Banking Corporation (ABN 33 007 457 141).
Place of initial offering:	Inside and outside Australia.
Issuing and Paying Agent:	BTA Institutional Services Australia Limited (ABN 48 002 916 396 and AFSL 239053).
Calculation Agent:	BTA Institutional Services Australia Limited.
Additional Paying Agents:	Not Applicable.
Registrar:	BTA Institutional Services Australia Limited.
Location of Register:	The Register will be maintained by the Registrar in New South Wales.
Transfer Agent:	Not Applicable.
Type of Debt Instrument:	Tier 2 Capital Debt Instruments.
Status of the Debt Instruments:	Subordinated.
Specified Currency:	Australian Dollars.
Aggregate Principal Amount of Tranche:	A\$500,000,000.

If to form a single Series with existing Series, specify date on which all Debt Instruments of the Series become fungible:	Not Applicable.
Issue Date:	28 November 2024.
Maturity Date:	The Interest Payment Date falling on or immediately after 28 May 2035.
Issue Price:	100.00%.
Interest Basis:	On and from the Issue Date to but excluding the Early Redemption Date (Call): Fixed Rate Debt Instrument, as specified below. On and from the Early Redemption Date (Call) to but excluding the Maturity Date (if the Debt Instruments are not redeemed on the Early Redemption Date (Call)): Floating Rate Debt Instrument, as specified below.
Form of Debt Instrument:	Registered.
Denomination:	A\$250,000 (or integral multiples of A\$10,000 in excess thereof) subject to a minimum parcel size of at least A\$500,000 in aggregate principal amount in respect of issues or transfers in, or into, Australia and of at least A\$250,000 in aggregate principal amount in respect of issues or transfers outside of Australia.
Relevant Financial Centre(s):	Sydney and London.
Interest:	Fixed Rate: Condition 7 ("Fixed Rate Debt Instruments") will apply to the Debt Instruments on and from the Issue Date until the Early Redemption Date (Call). Each Debt Instrument bears interest on its outstanding principal amount in accordance with Condition 7 ("Fixed Rate Debt Instruments") from (and including) the Issue Date to (but excluding) the Early Redemption Date (Call). Such interest is payable in arrear on each Interest Payment Date up to (and including) the Early Redemption Date (Call). Interest Commencement Date: Issue Date. Interest Payment Dates: 28 May and 28 November in each year commencing on 28 May 2025, up to and including the Early Redemption Date (Call), subject to adjustment in accordance with the Business Day Convention. Interest Rate: 6.158 per cent. per annum. Fixed Coupon Amount: A\$307.90 per A\$10,000 per Interest Payment Date. Business Day Convention: Following Business Day Convention.

Day Count Fraction: RBA Bond Basis.

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

Floating Rate:

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

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

Interest Commencement Date: Early Redemption Date (Call).

Interest Payment Dates: 28 February, 28 May, 28 August and 28 November in each year commencing on 28 August 2030, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention.

Specified Period: Not Applicable.

ISDA Determination: Not Applicable.

Screen Rate Determination: Not Applicable.

Benchmark Rate determination: BBSW Rate Determination applies. The Interest Rate applicable to the Debt Instruments in each Interest Period when Condition 8 ("Floating Rate Debt Instruments") applies will be the sum of the Margin and the BBSW Rate.

Margin: +2.00 per cent. per annum.

Business Day Convention: Modified Following Business Day Convention.

Day Count Fraction: Actual/365 (Fixed).

Linear Interpolation: Not Applicable.

Minimum / Maximum Interest Rate: Not Applicable.

Default Rate: Not Applicable.

Calculation Agent Obligations: See Condition 9 ("General provisions applicable to interest").

Rounding:	See Condition 9.6 ("Rounding").
Early redemption at the option of the Issuer (Issuer call):	Applicable. The Debt Instruments may be redeemed in accordance with Condition 10.4 ("Early redemption at the option of the Issuer (Issuer call)").
Early Redemption Date (Call):	28 May 2030, subject to adjustment in accordance with the Business Day Convention.
Minimum notice period for the exercise of the call option:	15 days.
Maximum notice period for the exercise of the call option:	60 days.
Specify any relevant conditions to exercise of call option:	See Condition 10.10 ("Restriction on early redemption of, or purchase of, Debt Instruments").
Specify whether redemption at Issuer's option is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount:	All the Debt Instruments in the Series must be redeemed.
Minimum notice period for early redemption for taxation reasons:	15 days.
Maximum notice period for early redemption for taxation reasons:	60 days.
Issuer Residual Call:	Not Applicable.
Redemption Amount:	100 per cent. of the outstanding principal amount of the Debt Instruments.
Currency of payments:	A\$.
Other relevant terms and conditions:	Floating Rate Debt Instrument conditions The references to "AONIA" in paragraphs (c) and (e) of the definition of "Permanent Discontinuation Trigger" in Condition 1.1 ("Definition"), in the first line of Condition 8.7(b)(ii), and in the first line of Condition 8.7(b)(v), are amended to refer to "the AONIA Rate". In Condition 1.1 ("Definition"), the definition "Administrator" is amended by inserting after the reference to "AONIA" in paragraph (b) of the definition, the words "(or where AONIA is used to determine an Applicable Benchmark Rate)". In Condition 1.1 ("Definition"), the definition of "BBSW Rate" is amended to read: "BBSW Rate means, for an Interest Period, the rate for prime bank eligible securities having a tenor closest to the Interest Period which is designated as the "AVG MID" on the 'Refinitiv Screen ASX29 Page' or "MID" rate on the 'Bloomberg Screen BBSW Page' (or any designation which replaces that designation on the applicable page, or any replacement page) at the Publication Time on the first day of that Interest Period;"

In Condition 1.1 (“Definition”), the definition of “Compounded Daily AONIA” is amended to read:

“Compounded Daily AONIA means, with respect to an Interest Period, the rate of return of a daily compound interest investment as calculated by the Calculation Agent on the Interest Determination Date, as follows:

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{AONIA_{i-5SBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

$AONIA_{i-5SBD}$ means the per annum rate expressed as a decimal which is the level of AONIA provided by the Administrator and published as of the Publication Time for the Sydney Business Day falling five Sydney Business Days prior to such Sydney Business Day “ i ”;

d is the number of calendar days in the relevant Interest Period;

d_0 is the number of Sydney Business Days in the relevant Interest Period;

i is a series of whole numbers from 1 to **d_0** , each representing the relevant Sydney Business Day in chronological order from (and including) the first Sydney Business Day in the relevant Interest Period to (and including) the last Sydney Business Day in such Interest Period; and

n_i for any Sydney Business Day “ i ”, means the number of calendar days from (and including) such Sydney Business Day “ i ” up to (but excluding) the following Sydney Business Day; and

Sydney Business Day or **SBD** means any day on which commercial banks are open for general business in Sydney;”

In Condition 1.1 (“Definition”), the definition of “Interest Determination Date” is amended to read:

“Interest Determination Date means, in respect of an Interest Period:

- (a) where the BBSW Rate applies or the Final Fallback Rate applies under paragraph (iv)(C) of Condition 8.7(b)(iv)(C) (“Benchmark rate fallback”), the first day of that Interest Period; and
- (b) otherwise, the fifth Sydney Business Day (as defined in the definition of ‘Compounded Daily AONIA’) prior to the last day of that Interest Period;”

In Condition 1.1 ("Definition"), the definition of "Permanent Discontinuation Trigger" is amended by amending the reference to "Applicable Rate" in paragraph (b) of definition to refer to "Applicable Benchmark Rate".

In Condition 1.1 ("Definition"), the definition of "RBA Recommended Fallback Rate" is amended to read:

"RBA Recommended Fallback Rate means, for an Interest Period and in respect of an Interest Determination Date, the rate determined by the Calculation Agent to be the RBA Recommended Rate for that Interest Period and Interest Determination Date;"

Redemption conditions

The references in Condition 10.2 and Condition 10.3(a) to "Condition 10.9" are amended to refer to "Condition 10.10".

ISIN: AU3CB0310597

Common Code: 284764048

Clearing System: Austraclear.

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

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

Listing: Application has been made for the Debt Instruments to be admitted to trading on the ISM.

Notices: As per Condition 20 ("Notices").

Additional information: Not Applicable.

Ratings: The Debt Instruments are expected to be rated:

BBB+ by Fitch Ratings Limited ("**Fitch**");

Baa1 by Moody's Investors Service Limited ("**Moody's**"); and

BBB- by S&P Global Ratings UK Limited ("**S&P**").

*Each of Fitch, Moody's and S&P is a credit rating agency established and operating in the UK and registered in accordance with Regulation (EC) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA ("**UK CRA Regulation**"). The rating each of Moody's, S&P and Fitch has given to the Debt Instruments is endorsed by Moody's Deutschland GmbH, S&P Global Ratings Europe Limited and Fitch Ratings Ireland Limited respectively, each of which is established in the EEA and registered under*

Regulation (EC) No 1060/2009, as amended (“EU CRA Regulation”).

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

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

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

Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Barrenjoey Markets Pty Limited (ABN 66 636 976 059), Commonwealth Bank of Australia (ABN 48 123 123 124), National Australia Bank Limited (ABN 12 004 044 937), Mizuho Securities Asia Limited (ABN 14 603 425 912), MUFG Securities Asia Limited (ABN 80 169 329 453), The Toronto-Dominion Bank and Westpac Banking Corporation (ABN 33 007 457 141).

CONFIRMED

Barclays PLC

By:
Authorised Person

Date: 27 November 2024.

TERMS AND CONDITIONS OF THE FLOATING RATE DEBT INSTRUMENTS

The terms and conditions of the Floating Rate Debt Instruments shall consist of the terms and conditions set out in the section entitled "*Debt Instrument Conditions*" on pages 28 to 71 of the 2023 Information Memorandum as supplemented by the section entitled "*Debt Instrument Conditions*" on pages 12 to 14 of the First Supplemental Information Memorandum, each of which are incorporated by reference into this Admission Particulars, as amended and/or supplemented as set out in this section below (together, referred to as the "**Conditions**"). For the purposes of the Floating Rate Debt Instruments, references in the Conditions to the Supplement shall be deemed to refer to the issue terms set out in this section below.

Series No.: **BARP11**

Tranche No.: **1**



Barclays PLC

("Issuer")

AUD Debt Issuance Programme
("Programme")

SUPPLEMENT
in connection with the issue of
A\$500,000,000 Floating Rate Tier 2 Capital Debt Instruments due May 2035
("Debt Instruments")

The date of this Supplement is 27 November 2024.

This Supplement is issued to give details of the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the information memorandum dated 31 October 2023, as supplemented by the supplemental information memorandum dated 26 April 2024, the supplemental information memorandum dated 2 August 2024 and the supplemental information memorandum dated 25 October 2024 (together, the "**Information Memorandum**"), the terms and conditions of the Debt Instruments contained in the Information Memorandum ("**Conditions**") and the Third Debt Instrument Deed Poll dated 7 May 2021 ("**Deed Poll**") each issued in relation to the Programme.

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

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

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

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

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

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “EU MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “EU PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565, as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (as amended, the “UK PRIIPs Regulation”) for offering or selling the Debt Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Debt Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Debt Instruments has led to the conclusion that: (i) the target market for the Debt Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Debt Instruments to eligible counterparties and professional clients are appropriate. A distributor should

take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Debt Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

TERMS

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

Issuer:	Barclays PLC.
Legal entity identifier (LEI):	213800LBQA1Y9L22JB70.
Relevant Dealer(s):	Barclays Bank PLC (ABN 95 644 502 170), Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Barrenjoey Markets Pty Limited (ABN 66 636 976 059), Commonwealth Bank of Australia (ABN 48 123 123 124), National Australia Bank Limited (ABN 12 004 044 937), Mizuho Securities Asia Limited (ABN 14 603 425 912), MUFG Securities Asia Limited (ABN 80 169 329 453), The Toronto-Dominion Bank and Westpac Banking Corporation (ABN 33 007 457 141).
Place of initial offering:	Inside and outside Australia.
Issuing and Paying Agent:	BTA Institutional Services Australia Limited (ABN 48 002 916 396 and AFSL 239053).
Calculation Agent:	BTA Institutional Services Australia Limited.
Additional Paying Agents:	Not Applicable.
Registrar:	BTA Institutional Services Australia Limited.
Location of Register:	The Register will be maintained by the Registrar in New South Wales.
Transfer Agent:	Not Applicable.
Type of Debt Instrument:	Tier 2 Capital Debt Instruments.
Status of the Debt Instruments:	Subordinated.
Specified Currency:	Australian Dollars.
Aggregate Principal Amount of Tranche:	A\$500,000,000.

If to form a single Series with existing Series, specify date on which all Debt Instruments of the Series become fungible:	Not Applicable.
Issue Date:	28 November 2024.
Maturity Date:	The Interest Payment Date falling on or immediately after 28 May 2035.
Issue Price:	100.00%.
Interest Basis:	Floating Rate Debt Instrument.
Form of Debt Instrument:	Registered.
Denomination:	A\$250,000 (or integral multiples of A\$10,000 in excess thereof) subject to a minimum parcel size of at least A\$500,000 in aggregate principal amount in respect of issues or transfers in, or into, Australia and of at least A\$250,000 in aggregate principal amount in respect of issues or transfers outside of Australia.
Relevant Financial Centre(s):	Sydney and London.
Interest:	Floating Rate: Condition 8 ("Floating Rate Debt Instruments") will apply. Interest Commencement Date: Issue Date. Interest Payment Dates: 28 February, 28 May, 28 August and 28 November in each year commencing on 28 February 2025, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention. Specified Period: Not Applicable. ISDA Determination: Not Applicable. Screen Rate Determination: Not Applicable. Benchmark Rate determination: BBSW Rate Determination applies. The Interest Rate applicable to the Debt Instruments in each Interest Period will be the sum of the Margin and the BBSW Rate. Margin: +2.00 per cent. per annum. Business Day Convention: Modified Following Business Day Convention. Day Count Fraction: Actual/365 (Fixed). Linear Interpolation: Not Applicable.
Minimum / Maximum Interest Rate:	Not Applicable.

Default Rate:	Not Applicable.
Calculation Agent Obligations:	See Condition 9 ("General provisions applicable to interest").
Rounding:	See Condition 9.6 ("Rounding").
Early redemption at the option of the Issuer (Issuer call):	Applicable. The Debt Instruments may be redeemed in accordance with Condition 10.4 ("Early redemption at the option of the Issuer (Issuer call)").
Early Redemption Date (Call):	The Interest Payment Date falling on or immediately after 28 May 2030, subject to adjustment in accordance with the Business Day Convention.
Minimum notice period for the exercise of the call option:	15 days.
Maximum notice period for the exercise of the call option:	60 days.
Specify any relevant conditions to exercise of call option:	See Condition 10.10 ("Restriction on early redemption of, or purchase of, Debt Instruments").
Specify whether redemption at Issuer's option is permitted in respect of some only of the Debt Instruments and, if so, any minimum aggregate principal amount:	All the Debt Instruments in the Series must be redeemed.
Minimum notice period for early redemption for taxation reasons:	15 days.
Maximum notice period for early redemption for taxation reasons:	60 days.
Issuer Residual Call:	Not Applicable.
Redemption Amount:	100 per cent. of the outstanding principal amount of the Debt Instruments.
Currency of payments:	A\$.
Other relevant terms and conditions:	Floating Rate Debt Instrument conditions The references to "AONIA" in paragraphs (c) and (e) of the definition of "Permanent Discontinuation Trigger" in Condition 1.1 ("Definition"), in the first line of Condition 8.7(b)(ii), and in the first line of Condition 8.7(b)(v), are amended to refer to "the AONIA Rate". In Condition 1.1 ("Definition"), the definition "Administrator" is amended by inserting after the reference to "AONIA" in paragraph (b) of the definition, the words "(or where AONIA is used to determine an Applicable Benchmark Rate)". In Condition 1.1 ("Definition"), the definition of "BBSW Rate" is amended to read:

“BBSW Rate means, for an Interest Period, the rate for prime bank eligible securities having a tenor closest to the Interest Period which is designated as the “AVG MID” on the ‘Refinitiv Screen ASX29 Page’ or “MID” rate on the ‘Bloomberg Screen BBSW Page’ (or any designation which replaces that designation on the applicable page, or any replacement page) at the Publication Time on the first day of that Interest Period;”

In Condition 1.1 (“Definition”), the definition of “Compounded Daily AONIA” is amended to read:

“Compounded Daily AONIA means, with respect to an Interest Period, the rate of return of a daily compound interest investment as calculated by the Calculation Agent on the Interest Determination Date, as follows:

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{AONIA_{i-5SBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

$AONIA_{i-5SBD}$ means the per annum rate expressed as a decimal which is the level of AONIA provided by the Administrator and published as of the Publication Time for the Sydney Business Day falling five Sydney Business Days prior to such Sydney Business Day “ i ”;

d is the number of calendar days in the relevant Interest Period;

d_0 is the number of Sydney Business Days in the relevant Interest Period;

i is a series of whole numbers from 1 to **d_0** , each representing the relevant Sydney Business Day in chronological order from (and including) the first Sydney Business Day in the relevant Interest Period to (and including) the last Sydney Business Day in such Interest Period; and

n_i for any Sydney Business Day “ i ”, means the number of calendar days from (and including) such Sydney Business Day “ i ” up to (but excluding) the following Sydney Business Day; and

Sydney Business Day or **SBD** means any day on which commercial banks are open for general business in Sydney;”

In Condition 1.1 (“Definition”), the definition of “Interest Determination Date” is amended to read:

“Interest Determination Date means, in respect of an Interest Period:

- (a) where the BBSW Rate applies or the Final Fallback Rate applies under paragraph (iv)(C) of Condition 8.7(b)(iv)(C) (“Benchmark rate fallback”), the first day of that Interest Period; and
- (b) otherwise, the fifth Sydney Business Day (as defined in the definition of ‘Compounded Daily AONIA) prior to the last day of that Interest Period;”

In Condition 1.1 (“Definition”), the definition of “Permanent Discontinuation Trigger” is amended by amending the reference to “Applicable Rate” in paragraph (b) of definition to refer to “Applicable Benchmark Rate”.

In Condition 1.1 (“Definition”), the definition of “RBA Recommended Fallback Rate” is amended to read:

“RBA Recommended Fallback Rate means, for an Interest Period and in respect of an Interest Determination Date, the rate determined by the Calculation Agent to be the RBA Recommended Rate for that Interest Period and Interest Determination Date;”

Redemption conditions

The references in Condition 10.2 and Condition 10.3(a) to “Condition 10.9” are amended to refer to “Condition 10.10”.

ISIN: AU3FN0088993

Common Code: 284764056

Clearing System: Austraclear.

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

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

Listing:	Application has been made for the Debt Instruments to be admitted to trading on the ISM.
Notices:	As per Condition 20 ("Notices").
Additional information:	Not Applicable.
Ratings:	The Debt Instruments are expected to be rated: BBB+ by Fitch Ratings Limited ("Fitch"); Baa1 by Moody's Investors Service Limited ("Moody's"); and BBB- by S&P Global Ratings UK Limited ("S&P").

*Each of Fitch, Moody's and S&P is a credit rating agency established and operating in the UK and registered in accordance with Regulation (EC) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA ("**UK CRA Regulation**"). The rating each of Moody's, S&P and Fitch has given to the Debt Instruments is endorsed by Moody's Deutschland GmbH, S&P Global Ratings Europe Limited and Fitch Ratings Ireland Limited respectively, each of which is established in the EEA and registered under Regulation (EC) No 1060/2009, as amended ("**EU CRA Regulation**").*

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

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

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

Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Barrenjoey Markets Pty Limited (ABN 66 636 976 059), Commonwealth Bank of Australia (ABN 48 123 123 124), National Australia Bank Limited (ABN 12 004 044 937), Mizuho Securities Asia Limited (ABN 14 603 425 912),

MUFG Securities Asia Limited (ABN 80 169 329 453), The Toronto-Dominion Bank and Westpac Banking Corporation (ABN 33 007 457 141).

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Barclays PLC

By:
Authorised Person

Date: 27 November 2024.