

BARCLAYS PLC
Form 425
May 22, 2014

**Filed by Barclays PLC Pursuant to
Rule 425 under the Securities Act of 1933**

Subject Companies:

Barclays PLC

(Commission File No. 333-195965)

Barclays Bank PLC

(Commission File No. 333-190038)

BARCLAYS PLC

BARCLAYS BANK PLC

NOTICE RELATING TO THE OFFER TO EXCHANGE DATED MAY 15, 2014

Barclays PLC, or as applicable its wholly-owned subsidiary, Barclays Bank PLC, is offering to exchange pursuant to the Offer to Exchange dated May 15, 2014 as follows:

GBP-denominated 7.00% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2019 and Every Five Years Thereafter) to be issued by Barclays PLC for any and all 6% Callable Perpetual Core Tier One Notes (ISIN Code XS0150052388), 5.3304% Step-up Callable Perpetual Reserve Capital Instruments (ISIN Code XS0248675364), 6.3688% Step-up Callable Perpetual Reserve Capital Instruments (ISIN Code XS0305103482) and 6.0% Non-Cumulative Callable Preference Shares (ISIN Code XS0222208539) issued by Barclays Bank PLC;

Euro-denominated 6.50% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2019 and Every Five Years Thereafter) to be issued by Barclays PLC for any and all 4.75% Non-Cumulative Callable Preference Shares (ISIN Code XS0214398199) issued by Barclays Bank PLC; and

U.S. dollar-denominated 6.625% Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2019 and Every Five Years Thereafter) to be issued by Barclays PLC for any and all 6.86% Callable Perpetual Core Tier One Notes (ISIN Code XS0155141830 / US06738CAG42 and CUSIP No. 06738CAG4), 5.926% Step-up Callable Perpetual Reserve Capital Instruments (ISIN Code XS0269453139 / US06739FEY34 and CUSIP No. 06739FEY3), 7.434% Step-up Callable Perpetual Reserve Capital Instruments (ISIN Code XS0322792010 / US06739GAD16 and CUSIP No. 06739GAD1) and 6.278% Non-Cumulative Callable Dollar Preference Shares, Series 1, evidenced by American Depositary Shares, Series 1 (ISIN Code US06738C8284 and CUSIP No. 06738C828) issued by Barclays Bank PLC

TERMS NOT DEFINED OTHERWISE HEREIN SHALL HAVE THE MEANINGS SET FORTH IN THE OFFER TO EXCHANGE DATED MAY 15, 2014

The Offer to Exchange states:

No fractional New AT1 Securities will be delivered pursuant to the Exchange Offers. Instead, each tendering holder of Existing T1 Securities who would otherwise be entitled to a fractional New AT1 Security will receive cash in an amount equal to such fractional entitlement in the currency of the relevant Series of New AT1 Securities.

For the avoidance of doubt, those holders whose holding of a particular series of Existing T1 Securities would not be sufficient to be exchanged for the minimum denomination of the New AT1 Securities will, if they tender their Existing T1 Securities for which they would otherwise be entitled to a fractional New AT1 Security, receive cash in an amount equal to such fractional entitlement.

All tenders including those referred to in the preceding paragraph are subject to all of the terms and conditions contained in the Offer to Exchange including the following:

By submitting an Exchange Instruction, each holder and the relevant Direct Participant (on behalf of the relevant holder) represents, warrants and undertakes that it will only submit (or arrange to have submitted on its behalf) one Exchange Instruction in respect of any one Series of the Existing T1 Securities tendered by it in the Exchange Offers

The terms and conditions of the Exchange Offers are unchanged by this notice and are as set forth in the Offer to Exchange.

THE EXCHANGE OFFERS WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON JUNE 12, 2014, UNLESS EXTENDED BY THE OFFERORS (SUCH DATE AND TIME, AS IT MAY BE EXTENDED, THE EXPIRATION DATE). EXISTING T1 SECURITIES TENDERED PURSUANT TO THE EXCHANGE OFFERS MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION DATE. IN ADDITION, IF NOT PREVIOUSLY RETURNED, YOU MAY WITHDRAW EXISTING T1 SECURITIES THAT YOU TENDER THAT ARE NOT ACCEPTED BY US FOR EXCHANGE AFTER THE EXPIRATION OF 40 BUSINESS DAYS FOLLOWING COMMENCEMENT OF THE EXCHANGE OFFERS.

Important Notice

Barclays has filed with the Securities and Exchange Commission (the SEC) a registration statement on Form F-4 (including the prospectus contained therein) and a tender offer statement on Schedule TO and other documents relating to the Exchange Offers. Holders are advised to read carefully the registration statement, the preliminary prospectus contained therein, the final prospectus when available, the tender offer statement and other documents as they contain important information about the Exchange Offers and procedures for participating in the Exchange Offers. Copies of these documents are available for free by visiting EDGAR on the SEC website at www.sec.gov. In addition, copies of the registration statement, prospectus and tender offer statement may be obtained free of charge by contacting Barclays at Barclays Investor Relations, Barclays PLC, 1 Churchill Place, London E14 5HP, United Kingdom (telephone: 011-44-20-7116-1000).