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13 June 2014

**BARCLAYS PLC AND BARCLAYS BANK PLC OFFER TO EXCHANGE EXISTING T1 SECURITIES FOR NEW AT1 SECURITIES: RESULTS ANNOUNCEMENT**

On 15 May 2014, Barclays PLC ("**Barclays**") and Barclays Bank PLC ("**Barclays Bank**", and together with Barclays, the "**Offerors**") launched invitations to holders ("**Holders**") of certain existing Tier 1 securities (the "**Existing T1 Securities**") issued by Barclays Bank to offer to exchange any or all of such securities for new additional tier 1 securities (the "**New AT1 Securities**") to be issued by Barclays (the "**Exchange Offers**"), as the next step in the transition of the Group's capital structure.

Further to such invitations the Offerors hereby announce that, as of the Expiration Date for the Exchange Offers (being 11:59 p.m. (New York City time) on 12 June 2014), the aggregate principal amount of each Series of Existing T1 Securities validly tendered and accepted for exchange, and the aggregate principal amount of each Series of New AT1 Securities to be issued, is as set out in the tables below:

*Sterling Exchange Offer*

<u>Sterling T1 Securities</u>	<u>ISIN</u>	<u>Exchange Price (per £1,000 principal amount of Sterling T1 Securities)</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Accepted for Exchange</u>	<u>Principal Amount Outstanding following Sterling Exchange Offer</u>
6% Callable Perpetual Core Tier One Notes	XS0150052388	£1,040 principal amount of Sterling AT1 Securities	£90,501,000	£77,962,000	£12,539,000
5.3304% Step-up Callable Perpetual Reserve Capital Instruments	XS0248675364	£960 principal amount of Sterling AT1 Securities	£81,481,000	£46,108,000	£35,373,000
6.3688% Step-up Callable Perpetual Reserve Capital Instruments	XS0305103482	£1,050 principal amount of Sterling AT1 Securities	£94,703,000	£61,550,000	£33,153,000
6.0% Non-Cumulative Callable Preference Shares	XS0222208539	£1,030 principal amount of Sterling AT1 Securities	£750,000,000	£540,700,000	£209,300,000

<b>New AT1 Securities</b>	<b>ISIN</b>	<b>Initial Interest Rate</b>	<b>Reset Sterling Interest Margin</b>	<b>Conversion Price</b>	<b>First Call Date</b>	<b>Aggregate Principal Amount to be Issued</b>
Sterling AT1 Securities	XS1068561098	7.00%	5.084%	£1.65	15 September 2019	£697,602,000

### *Euro Exchange Offer*

<b>Euro T1 Securities</b>	<b>ISIN</b>	<b>Exchange Price (per €1,000 principal amount of Euro T1 Securities)</b>	<b>Principal Amount Outstanding</b>	<b>Principal Amount Accepted for Exchange</b>	<b>Principal Amount Outstanding following Euro Exchange Offer</b>
4.75% Non-Cumulative Callable Preference Shares	XS0214398199	€1,000 principal amount of Euro AT1 Securities	€1,400,000,000	€1,081,440,000	€18,560,000

<b>New AT1 Securities</b>	<b>ISIN</b>	<b>Initial Interest Rate</b>	<b>Reset Euro Interest Margin</b>	<b>Conversion Price</b>	<b>First Call Date</b>	<b>Aggregate Principal Amount to be Issued</b>
Euro AT1 Securities	XS1068574828	6.50%	5.875%	€2.02	15 September 2019	€1,076,730,000

### *Dollar Exchange Offer*

<b>Dollar T1 Securities</b>	<b>ISIN / CUSIP</b>	<b>Exchange Price (per \$1,000 principal amount of Dollar T1 Securities)</b>	<b>Principal Amount Outstanding</b>	<b>Principal Amount Accepted for Exchange</b>	<b>Principal Amount Outstanding following Dollar Exchange Offer</b>
6.86% Callable Perpetual Core Tier One Notes	XS0155141830; US06738CAG42 / 06738CAG4	\$1,135 principal amount of Dollar AT1 Securities	\$681,013,000	\$111,813,000	\$569,200,000
5.926% Step-up Callable Perpetual Reserve Capital Instruments	XS0269453139; US06739FEY34 / 06739FEY3	\$1,090 principal amount of Dollar AT1 Securities	\$533,064,000	\$374,067,000	\$158,997,000
7.434% Step-up Callable Perpetual Reserve Capital Instruments	XS0322792010; US06739GAD16 / 06739GAD1	\$1,155 principal amount of Dollar AT1 Securities	\$346,565,000	\$229,414,000	\$117,151,000
6.278% Non-Cumulative Callable Dollar Preference Shares, Series 1, evidenced in the form of American Depositary Shares, Series 1	US06738C8284 / 06738C828	\$1,060 principal amount of Dollar AT1 Securities	\$1,000,000,000	\$418,670,000	\$581,330,000

<u>New AT1 Securities</u>	<u>ISIN / CUSIP</u>	<u>Initial Interest Rate</u>	<u>Reset Dollar Interest Margin</u>	<u>Conversion Price</u>	<u>First Call Date</u>	<u>Aggregate Principal Amount to be Issued</u>
Dollar AT1 Securities	US06738EAB11 / 06738E AB1	6.625%	5.022%	\$2.77	15 September 2019	\$1,211,446,000

The Exchange Offers have now expired and no further Existing T1 Securities will be accepted for exchange. The Existing T1 Securities that have not been accepted for exchange will remain outstanding following the Exchange Offers.

The Minimum New Issue Size has been satisfied in respect of each Exchange Offer.

On the Settlement Date (which is expected to be 17 June 2014), Holders of Existing T1 Securities accepted for exchange by the Offerors will receive a principal amount of New AT1 Securities as set out in the tables above under "Exchange Price", plus any applicable Cash Payment Amount and (if applicable) any cash amounts in lieu of fractional New AT1 Securities in the currency of the relevant Series of New AT1 Securities.

All the TONs and the RCIs accepted for exchange pursuant to the Exchange Offers will be cancelled. All the Preference Shares accepted for exchange pursuant to the Exchange Offers are expected to be bought back by Barclays Bank from Barclays and then cancelled by Barclays Bank.

The Exchange Offers remain subject to the terms and conditions set out in the prospectus dated 10 June 2014 (the "**Prospectus**") and the Form F-4 Registration Statement (the "**Registration Statement**") filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 15 May 2014 (as amended on 5 June 2014), which was declared effective on 10 June 2014. Copies of the Prospectus and the Registration Statement are available for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) or from the Exchange Agents whose contact details are set out at the end of this announcement.

Capitalised terms used and not otherwise defined in this announcement have the meanings given in the Prospectus.

### **Further Information**

A complete description of the terms and conditions of the Exchange Offers is set out in the Prospectus. Any questions or requests for assistance may be directed to the Dealer Managers or the Exchange Agents at their respective telephone numbers as set forth below. A Holder may also contact such Holder's broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Exchange Offers.

*The Dollar Exchange Agent is:*

***Global Bondholder Services Corporation***

By Hand, Overnight Delivery or Mail  
(Registered or Certified Mail  
Recommended):

65 Broadway – Suite 404  
New York, New York 10006  
United States of America  
Attn: Corporate Actions

By Facsimile Transmission  
(for Eligible Institutions only): (212) 430-3775/3779

Email: [info@gbsc-usa.com](mailto:info@gbsc-usa.com)

Confirm by Telephone: (212) 430-3774  
Toll free: (866) 470-4500

*The Sterling and Euro Exchange Agent is:*

***Lucid Issuer Services Limited***

By Hand, Overnight Delivery or Mail  
(Registered or Certified Mail  
Recommended):

Leroy House  
436 Essex Road  
London N1 3QP United Kingdom  
Attn: Thomas Choquet / Yves Theis

By Facsimile Transmission  
(for Eligible Institutions only): +44 20 7067 9098

Email: [barclays@lucid-is.com](mailto:barclays@lucid-is.com)

Confirm by Telephone: +44 20 7704 0880

*The Sole Global Coordinator and Lead Dealer Manager for the Exchange Offers is:*

***Barclays Capital Inc.***

745 Seventh Avenue  
New York, New York 10019  
United States

***In the United States:***

U.S. Toll-Free: +1 (800) 438-3242  
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Attention: Liability Management Group

***In Europe:***

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Fax: +44(0) 20 7516 7379  
Email: [eu.lm@barclays.com](mailto:eu.lm@barclays.com)  
Attention: Liability Management Group

*The Joint Dealer Managers for the Dollar Exchange Offers are:*

**Banco Bilbao Vizcaya Argentaria, S.A.**

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*In Europe:*

Tel: + 44 (0)207 397 60 29  
Attention: Gianmarco Deiana  
Email: gianmarco.deiana@bbva.com

**Merrill Lynch, Pierce Fenner & Smith  
Incorporated**

214 North Tryon Street, 21st Floor  
Charlotte, NC 28255  
United States

*In the United States:*

U.S. Toll-Free: +1 (888) 292-0070  
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Attention: Debt Advisory

*In Europe:*

Tel: +44 (0)20 7995 3715 / +44 (0)20 7996  
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Email: john.m.cavanagh@baml.com /  
karl.bystedtwikblom@baml.com  
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Wikblom

**Citigroup Global Markets Limited**

Citigroup Centre  
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Canary Wharf  
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Attention: Liability Management Group  
Tel: +44 20 79868969  
Email: liabilitymanagement.europe@citi.com

**ING Financial Markets LLC**

1325 Avenue of the Americas  
New York, NY 10019  
United States

*In the United States:*

U.S. Toll-Free: +1 (877) 446-4930  
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Fax: +1 (646) 424-6064  
Attention: Debt Capital Markets

**SMBC Nikko Capital Markets Limited**

One New Change  
London EC4M 9AF  
United Kingdom

*In Europe:*

Email: lntm@smbcnikko-cm.com

*The Joint Dealer Managers for the Sterling Exchange Offer and the Euro Exchange Offer are:*

**Crédit Agricole Corporate and Investment Bank**

Broadwalk House  
5 Appold Street  
London EC2A 2DA  
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**Credit Suisse Securities (Europe) Limited**

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London E14 4QJ  
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*In Europe:*  
Tel: +44 (0)20 7883 8763  
Email: liability.management@credit-suisse.com

**Lloyds Securities Inc.**

1095 Avenue of the Americas  
New York, NY 10036  
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**Swedbank AB (publ)**

Large Corporates & Institutions  
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Attention: Legal

*In Europe:*  
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**UBS Limited**

1 Finsbury Avenue  
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*In Europe:*  
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***Analyst and Investor Information***

Further information for analysts and investors can be obtained from the following contacts at Barclays:

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**Disclaimer**

This announcement must be read in conjunction with the Prospectus. No offer or invitation to acquire or exchange any securities is being made pursuant to this announcement, and this announcement does not constitute an offer of any securities for sale. As described above, Barclays has filed a Registration Statement and Prospectus with the SEC in relation to the Exchange Offers.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.