

NOTICE TO COVERED BONDHOLDERS

BARCLAYS BANK PLC
1 Churchill Place
London E14 5HP
(the "Issuer")

(incorporated with limited liability in England and Wales with registered number 1026167)

€35 billion Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments of interest and principal by
BARCLAYS COVERED BONDS LLP
(the "Programme")

to the holders of the outstanding Covered Bonds

1. We refer to the notice to Covered Bondholders dated 8 May 2015 (the "**Notice**").
2. Capitalised terms used herein but not otherwise defined shall have the same meaning given to them in the master definitions schedule dated 18 December 2007 between, *inter alios*, the Issuer, Barclays Covered Bonds LLP and Citicorp Trustee Company Limited, as from time to time amended, varied, novated or supplemented.
3. As stated in the Notice, an amendment was made to the terms of the account bank agreement to the effect that Wells Fargo Bank, N.A., London Branch ("**Wells Fargo**") be appointed standby account bank pursuant to the terms of a standby account bank agreement dated 6 May 2015 (the "**Standby Account Bank Agreement**"). Upon the existing account bank ceasing to be a Qualified Institution and the relevant notice being served, Wells Fargo was to become Account Bank and the Standby Account Bank Agreement was to become the Account Bank Agreement.
4. On 9 June 2015, the existing Account Bank ceased to be a Qualified Institution. Following the service of the required notice and pursuant to the terms of the Standby Account Bank Agreement, Wells Fargo is now Account Bank and the Standby Account Bank Agreement is now the Account Bank Agreement for all purposes under the Programme.
5. A copy of the Standby Account Bank Agreement will be available for inspection at the specified office of the Issuer set out at paragraph 6 below and at the specified office of the Paying Agent, currently located at Citigroup Centre, Canada Square, London, E14 5LB, United Kingdom.
6. For further information regarding the matters set out in this notice, please contact:

Barclays Treasury
1 Churchill Place
London E14 5HP

This notice does not constitute or form part of any offer to sell or the solicitation of an offer to subscribe for or otherwise acquire any securities.

Dated: 8 July 2015