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BARCLAYS BANK PLC

announces results of meetings of holders of certain Covered Bonds

9 November 2015. On 16 October 2015, Barclays Bank PLC (the "Issuer") announced invitations to holders of its outstanding covered bonds ("Covered Bondholders") described in the table below (together the "Covered Bonds", and each series of the Covered Bonds a "Series") to consent to the documents relating to the relevant Covered Bonds (each such invitation a "Consent Solicitation"). Separate meetings of the Covered Bondholders of each Series (each a "Meeting") were held earlier today in connection with the Consent Solicitations, and the Issuer now announces the results of each Meeting.

The full terms and conditions of the Consent Solicitations were contained in the consent solicitation memorandum dated 16 October 2015 (the "Consent Solicitation Memorandum") prepared by the Issuer. Capitalised terms used in this announcement but not defined have the meanings given to them in the Consent Solicitation Memorandum.

Details of the Covered Bonds

	<u>ISIN / Common Code</u>	<u>Outstanding principal amount</u>
EUR 2,000,000,000 Series 2009-1 4.00 per cent. Covered Bonds due 2019 (the "Series 2009-1 Covered Bonds")	XS0456178580 / 045617858	EUR 1,996,700,000 ¹
EUR 1,300,000,000 Series 2010-2 4.25 per cent. Covered Bonds due 2022 (the "Series 2010-2 Covered Bonds")	XS0491009659 / 049100965	EUR 1,273,500,000 ²
EUR 1,000,000,000 Series 2011-1 4.00 per cent. Covered Bonds due 2021 (the "Series 2011-1 Covered Bonds")	XS0576797947 / 057679794	EUR 1,000,000,000
EUR 1,500,000,000 Series 2011-2 3.625 per cent. Covered Bonds due 2016 (the "Series 2011-2 Covered Bonds")	XS0616754007 / 061675400	EUR 1,500,000,000

¹ This figure excludes the EUR 3,300,000 of the Series 2009-1 Covered Bonds held by the Issuer as at the date of this announcement. The Issuer did not attend and vote at the relevant Meeting in respect of such Series 2009-1 Covered Bonds.

² This figure excludes the EUR 26,500,000 of the Series 2010-2 Covered Bonds held by the Issuer as at the date of this announcement. The Issuer did not attend and vote at the relevant Meeting in respect of such Series 2010-2 Covered Bonds.

Meetings of Covered Bondholders

The Meetings were held earlier today, and NOTICE IS HEREBY GIVEN to Covered Bondholders that:

- (a) at the Meeting in respect of the Series 2009-1 Covered Bonds, the necessary quorum was achieved (with 82.17 per cent. of the aggregate Principal Amount Outstanding of the

outstanding Series 2009-1 Covered Bonds being represented at the Meeting) and the relevant Extraordinary Resolution was duly passed (with 92.87 per cent. of votes being cast in favour of the relevant Extraordinary Resolution);

- (b) at the Meeting in respect of the Series 2010-2 Covered Bonds, the necessary quorum was achieved (with 80.11 per cent. of the aggregate Principal Amount Outstanding of the outstanding Series 2010-2 Covered Bonds being represented at the Meeting) and the relevant Extraordinary Resolution was duly passed (with 93.11 per cent. of votes being cast in favour of the relevant Extraordinary Resolution);
- (c) at the Meeting in respect of the Series 2011-1 Covered Bonds, the necessary quorum was achieved (with 91.24 per cent. of the aggregate Principal Amount Outstanding of the outstanding Series 2011-1 Covered Bonds being represented at the Meeting) and the relevant Extraordinary Resolution was duly passed (with 97.92 per cent. of votes being cast in favour of the relevant Extraordinary Resolution);
- (d) at the Meeting in respect of the Series 2011-2 Covered Bonds, the necessary quorum was achieved (with 75.86 per cent. of the aggregate Principal Amount Outstanding of the outstanding Series 2011-2 Covered Bonds being represented at the Meeting) and the relevant Extraordinary Resolution was duly passed (with 92.46 per cent. of votes being cast in favour of the relevant Extraordinary Resolution); and
- (e) accordingly, the Amended and Restated Final Terms, the Supplemental Trust Deed and the Amended and Restated Swap Confirmation relating to each of the Series 2009-1 Covered Bonds, the Series 2010-2 Covered Bonds, the Series 2011-1 Covered Bonds and the Series 2011-2 Covered Bonds have been executed by the parties thereto and the amendments to the Conditions of each such Series and the consequential modification of the Swap Agreement relating to each such Series have become effective.

Summary of Modifications to Conditions

The modification of the terms and conditions of each of the Series 2009-1 Covered Bonds, the Series 2010-2 Covered Bonds, the Series 2011-1 Covered Bonds and the Series 2011-2 Covered Bonds as approved in the Meetings for each such Series referred to above provides that, instead of being "hard bullet" Covered Bonds, such Covered Bonds will become "soft bullet" Covered Bonds with (i) an extended due for payment date being the date falling twelve (12) calendar months after the final maturity date of such Covered Bonds and (ii) interest payable in respect of the Series 2009-1 Covered Bonds, the Series 2010-2 Covered Bonds, the Series 2011-1 Covered Bonds and the Series 2011-2 Covered Bonds from (and including) the final maturity date in respect of such Covered Bonds to (but excluding) the extended due for payment date (or, if earlier, the date on which the relevant Series is redeemed in full) payable monthly in arrears and determined by reference to the sum of one-month EURIBOR and a margin, all as further specified in the applicable Amended and Restated Final Terms for such Covered Bonds.

Payment Date

Only Covered Bondholders from whom a valid Consent Instruction in favour of the relevant Extraordinary Resolution was received by the Tabulation Agent prior to the Early Instruction Deadline and which was not subsequently revoked are eligible to receive the Early Participation Fee.

The Payment Date for the Consent Solicitations in respect of the Series 2009-1 Covered Bonds, the Series 2010-2 Covered Bonds, the Series 2011-1 Covered Bonds and the Series 2011-2 Covered Bonds will be 12 November 2015, and payment of the Early Participation Fee will be made to relevant holders of such Covered Bonds on such date.

The above times and dates are subject to the right of the Issuer (subject to applicable law and the provisions of the trust deed constituting the Covered Bonds, and as provided in the Consent Solicitation Memorandum) to extend, waive any condition of, amend and/or terminate any Consent Solicitation (other than the terms of the relevant Extraordinary Resolution) as described in the Consent Solicitation Memorandum, and are based on the passing of each Extraordinary Resolution at the first Meeting for the relevant Series.

Covered Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold their Covered Bonds when such intermediary would need to receive instructions from a Covered Bondholder in order for such Covered Bondholder to participate in, or (in the limited circumstances in which revocation is permitted) to validly revoke their instruction to participate in, the relevant Consent Solicitation(s) and/or the relevant Meeting(s) by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of Consent Instructions may be earlier than the relevant deadlines set out above.

Covered Bondholders are advised to read carefully the Consent Solicitation Memorandum for full details of, and information on the procedures for participating in, any Consent Solicitation.

Barclays Bank PLC, acting through its investment bank, is acting as the Solicitation Agent and Lucid Issuer Services Limited is acting as the Tabulation Agent.

Questions and requests for assistance in connection with the Consent Solicitations may be directed to the Solicitation Agent:

SOLICITATION AGENT

Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

Telephone: +44 203 134 8515
Attention: Liability Management Group
Email: eu.lm@barclays.com

Questions and requests for assistance in connection with the delivery of Consent Instructions may be directed to the Tabulation Agent:

TABULATION AGENT

Lucid Issuer Services Limited
Leroy House
436 Essex Road
London N1 3QP
United Kingdom

Telephone: +44 20 7704 0880
Attention: Victor Parzyjagla/Thomas Choquet
Email: barclays@lucid-is.com

DISCLAIMER This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to any Consent Solicitation. If any Covered Bondholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Covered Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise participate at the relevant Meeting. None of the Issuer, Barclays Covered Bonds LLP (the "**LLP**"), the Solicitation Agent, the Tabulation Agent and Citicorp Trustee Company Limited (the "**Trustee**") expresses any opinion about the terms of any Consent Solicitation or Extraordinary Resolution or makes any recommendation whether Covered Bondholders should participate in the relevant Consent Solicitation(s) or otherwise participate at the Meeting(s) applicable to them.

SOLICITATION AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Consent Solicitation Memorandum constitutes an invitation to participate in any Consent Solicitation in any jurisdiction in which, or to any person to whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law.

Persons into whose possession this announcement and/or the Consent Solicitation Memorandum comes are required by each of the Issuer, the LLP, the Solicitation Agent and the Tabulation Agent to inform themselves about, and to observe, any such restrictions.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell any security in any jurisdiction and participation in any Consent Solicitation by a Covered Bondholder in any circumstances in which such participation is unlawful will not be accepted.