

**THIS NOTICE IS IMPORTANT. If you are in any doubt about the contents of this notice you are recommended to seek your own professional advice.**

**BARCLAYS BANK PLC**

**NOTICE UNDER THE UNITED KINGDOM SMALL BUSINESS, ENTERPRISE AND EMPLOYMENT ACT 2015 TO THE BEARERS OF SHARE WARRANTS IN RESPECT OF THE FOLLOWING PREFERENCE SHARES:**

**4.75 per cent. Non-Cumulative Callable Preference Shares (ISIN XS0214398199)**

**6.00 per cent. Non-Cumulative Callable Preference Shares (ISIN XS0222208539)**

**6.278 per cent. Non-Cumulative Callable Dollar Preference Shares, Series 1 evidenced in the form of American Depositary Shares, Series 1 (ISIN US06738C8284 CUSIP 06738C828)**

**6.625 per cent. Non-Cumulative Callable Dollar Preference Shares, Series 2 evidenced in the form of American Depositary Shares, Series 2 (ISIN US06739F3901 CUSIP 06739F390)**

**7.100 per cent. Non-Cumulative Callable Dollar Preference Shares, Series 3 evidenced in the form of American Depositary Shares, Series 3 (ISIN US06739H7769 CUSIP 06739H776)**

**7.750 per cent. Non-Cumulative Callable Dollar Preference Shares, Series 4 evidenced in the form of American Depositary Shares, Series 4 (ISIN US06739H5110 CUSIP 06739H511)**

**8.125 per cent. Non-Cumulative Callable Dollar Preference Shares, Series 5 evidenced in the form of American Depositary Shares, Series 5 (ISIN US06739H3628 CUSIP 06739H362)**

**each issued by Barclays Bank PLC (together, the "Preference Shares")**

NOTICE IS HEREBY GIVEN by Barclays Bank PLC (the "**Issuer**") in accordance with the requirements of paragraph 2 of Schedule 4 to the Small Business, Enterprise and Employment Act 2015 (the "**Act**"). For the avoidance of doubt, the steps described in this Notice are mandatory under the Act; they do not constitute a redemption, exchange offer or any other discretionary action by the Issuer in respect of the Preference Shares. This Notice does not require any action to be taken by investors in the Preference Shares.

Each class of Preference Shares was issued in the form of a share warrant to bearer (any such share, a "**Bearer Share**"). The Bearer Shares are held by The Bank of New York Mellon ("**BNYM**") (in the case of the American Depositary Shares), Clearstream Banking S.A. and Euroclear Bank S.A./N.V. (together, the "**Relevant Clearing Systems**") and/or depositaries (each such holder, a "**Bearer**"). The Act provides for the abolition of Bearer Shares and for mandatory arrangements by which Bearer Shares are to be surrendered by the Bearer, and for the shareholdings to be recorded instead in registered form. The Act requires the Issuer to cancel all Bearer Shares that are not surrendered by the Bearers within a timeframe stipulated by the Act, details of which are set out below.

As all the Preference Shares are held by BNYM, the Relevant Clearing Systems and/or depositaries, the Issuer is intending to make arrangements with BNYM, the Relevant Clearing Systems and/or depositaries, to facilitate their surrender of the Bearer Shares for conversion into Preference Shares in registered form. On this basis, the Issuer currently expects that no action will be required by any investor in the Preference Shares.

*The following paragraphs are for the information of the Bearers.*

Each Bearer has a right until 25 February 2016 to surrender its Bearer Shares and receive the Preference Shares in registered form.

If a Bearer does not exercise the right of surrender on or before 25 December 2015, any transfer or agreement to transfer the Bearer Share made after that date shall be void and all rights attached to the Bearer Share shall be suspended. After such date, the Issuer must pay into a separate bank account any dividends paid by the Issuer which the Bearer would otherwise have been entitled to receive. However, the Bearer Share may still be surrendered until 25 February 2016 and, if so surrendered, the Issuer shall pay the Bearer the dividends it would have been entitled to receive together with accrued interest thereon (the "**suspension period amount**").

The Bearer's right of surrender under the Act will cease to be exercisable after 25 February 2016, except in limited circumstances as specified in the Act. If a Bearer Share has not been surrendered for cancellation on or before 25 February 2016, the Issuer must, as soon as reasonably practicable and in any event before 25 May 2016, apply to the court for a cancellation order cancelling the Bearer Share.

Following the cancellation of a Bearer Share pursuant to a court order, the Issuer must, amongst other things, pay into court an amount equal to the aggregate nominal value of the Bearer Share and any premium paid on it, plus the suspension period amount. During a period of two and a half years beginning six months after the cancellation date, the person who, on 26 December 2015 was the bearer of such Bearer Share may apply to the court for such amount to be paid to such Bearer. The court may grant such an application only if it is satisfied that there are exceptional circumstances justifying the failure of such Bearer to exercise the right of surrender by 25 February 2016 (or, in certain circumstances, before the end of a grace period).

For any queries in relation to the above, please contact the Issuer at Barclays Investor Relations, Lisa Bartrip (telephone: +44 (0) 207 773 0708).

25 June 2015