

FOR DISTRIBUTION ONLY (A) IN THE UNITED STATES, TO QUALIFIED INSTITUTIONAL BUYERS ("QIBs") (AS DEFINED IN RULE 144A UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT")), AND (B) OUTSIDE THE UNITED STATES TO PERSONS OTHER THAN "U.S. PERSONS" (AS DEFINED IN REGULATIONS OF THE SECURITIES ACT). NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.

BARCLAYS PLC

(Incorporated with limited liability in England and Wales, registered number 00048839)

AND

BARCLAYS BANK PLC

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

Notice to holders of outstanding Securities - Amendment

This announcement amends the announcement entitled "Notice to holders of outstanding Securities" made at 07.37 a.m. on 23 November 2020 under RNS no. 0947G (the "**Original Announcement**") and references should be made to this announcement.

The Record Date set out in the "Indicative Timetable For The Consent Solicitations" in the Original Announcement, in respect of the Issuer's U.S.\$1,000,000,000 6.86 per cent. Callable Perpetual Core Tier One Notes (the "**USD TONs**") held through the Depository Trust Company ("**DTC**"), contained an error. The correct Record Date is 7 December 2020.

The correct text in relation to the Record Date is to be read as follows:

7 December 2020

Record Date

3. Record Date for the Omnibus Proxy of DTC, with respect to the USD TONs held through DTC. For USD TONs held through DTC, only Holders holding Securities as of the Record Date are entitled to exercise voting rights with respect to the relevant Extraordinary Resolution.

The full corrected text of the announcement is shown in the Appendix to this announcement.

Holders should contact the following for a copy of the Consent Solicitation Memorandum or for further information:

The Solicitation Agent

Barclays Bank PLC (in its capacity as Solicitation Agent), 5 The North Colonnade, London E14 4BB, United Kingdom

(Attention: Liability Management Group, Telephone: +44 20 3134 8515, Email: eu.lm@barclays.com)

The Tabulation Agent

Lucid Issuer Services Limited, Tankerton Works, 12 Argyle Walk, London WC1H 8HA, United Kingdom

(Attention: Arlind Bytyqi / Jacek Kusion, Telephone: +44 20 7704 0880, Email: barclays@lucid-is.com)

This Notice is given by:

BARCLAYS PLC AND BARCLAYS BANK PLC

Dated 24 November 2020

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum (as defined below). 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 Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitations or the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution. None of the Issuers, the Solicitation Agent, the Tabulation Agent, the Trustees, the Registrars or the Principal Paying Agents makes any recommendation whether Holders should participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution.

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 purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.

APPENDIX

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014.

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BARCLAYS PLC

(Incorporated with limited liability in England and Wales, registered number 00048839)

("Barclays" and an "Issuer")

AND

BARCLAYS BANK PLC

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

("Barclays Bank" and an "Issuer", together with Barclays, the "Issuers")

to all holders of the outstanding securities listed in the table on the following page
(each a "**Series**" and, together, the "**Securities**")

The Issuers have today given a Notice of Separate Holder Meetings (the "**Notice of the Meetings**") in respect of the Securities for the purpose of soliciting consent from the Holders to the modification of the terms and conditions

(the "**Conditions**") of the relevant Series and consequential or related amendments to the transaction documents for the relevant Series of Securities such that: **(A)** in the case of the MREL Notes, the Sterling TONs, the RCIs and the Sterling Undated FRNs Series 3 (each as defined below), (i) upon the occurrence of an Index Cessation Event (as defined in the Consent Solicitation Memorandum) in respect of the six-month sterling London Inter Bank Offered Rate ("**LIBOR**") (or three-month sterling LIBOR, in the case of the RCIs and the Sterling Undated FRNs Series 3): (a) such basis is replaced by a Sterling Overnight Index Average ("**SONIA**") reference rate or a SONIA linked mid-swap rate (in the case of the MREL Notes); (b) an adjustment is made to reflect the economic difference between the LIBOR and SONIA rates (using the methodology for such adjustments contained in the ISDA IBOR Fallback Supplement (as defined in the Consent Solicitation Memorandum)) and (c) the margin applicable to each such Series of Securities remains unaltered; (ii) new fallbacks relating to SONIA are included; and (iii) further new fallbacks are included if a Benchmark Event occurs or there is a Successor Rate (in each case, as defined in the Consent Solicitation Memorandum) with respect to SONIA (or LIBOR, if the relevant Index Cessation Event has not occurred); or **(B)** in the case of the USD TONs, the Junior Undated FRNs, the USD Undated FRNs Series 1, the USD Undated FRNs Series 2 (each as defined below), new fallbacks in line with the ARRC LIBOR Fallbacks (as defined in the Consent Solicitation Memorandum) are included if a Benchmark Transition Event and its related Benchmark Replacement Date occur (in each case, as defined in the Consent Solicitation Memorandum) with respect to LIBOR, as proposed by each of the Issuers in relation to their respective Series, for approval by a separate extraordinary resolution of the holders of each such Series (each an "**Extraordinary Resolution**"), all as further described in the consent solicitation memorandum dated 23 November 2020 (the "**Consent Solicitation Memorandum**") (each such invitation a "**Consent Solicitation**" and together, the "**Consent Solicitations**").

In light of the ongoing developments in relation to the Coronavirus (COVID-19), and current guidance issued by the UK Government, it may become impossible or inadvisable to hold each relevant Meeting at a physical location. Accordingly, in accordance with the provisions of the relevant Trust Deed, the relevant Issuer has requested that the relevant Trustee prescribe appropriate regulations regarding the holding of the relevant Meeting via teleconference. Each separate Meeting convened by the Issuer will be held by teleconference platform on 16 December 2020. The Issuer will take appropriate steps to ensure that only those who would otherwise be entitled to attend and vote at a physical meeting will be entitled to attend the teleconference.

No consent fee will be payable in connection with any Consent Solicitation.

THE SECURITIES

ISIN	Issuer	Description	Outstanding principal amount	Trustee	Principal Paying Agent	Registrar
XS1695301900	Barclays PLC	£1,000,000,000 2.375 per cent. Reset Notes due 2023 (the " MREL Notes ")	£1,000,000,000	The Bank of New York Mellon, London Branch	The Bank of New York Mellon, London Branch	The Bank of New York Mellon SA/NV, Luxembourg Branch
XS0150052388	Barclays Bank PLC	£400,000,000 6.000 per cent. Callable Perpetual Core Tier One Notes (the " Sterling TONs ")	£12,539,000	The Bank of New York Mellon	The Bank of New York Mellon, London Branch	N/A
XS0155141830 and US06738CAG42	Barclays Bank PLC	U.S.\$1,000,000,000 6.86 per cent. Callable Perpetual Core Tier One Notes (the " USD TONs ")	U.S.\$178,630,000	The Bank of New York Mellon	The Bank of New York Mellon, London Branch	The Bank of New York Mellon
XS0248675364	Barclays Bank PLC	£500,000,000 5.3304 per cent. Step-up Callable Perpetual Reserve Capital Instruments (the " RCIs ")	£35,373,000	The Bank of New York Mellon	The Bank of New York Mellon, London Branch	N/A
GB0000784164	Barclays Bank PLC	U.S.\$600,000,000 Junior Undated Floating Rate Notes (the " Junior Undated FRNs ")	U.S.\$37,940,000 ¹	Sun Insurance Office Limited	The Bank of New York Mellon, London Branch	N/A

<u>ISIN</u>	<u>Issuer</u>	<u>Description</u>	<u>Outstanding principal amount</u>	<u>Trustee</u>	<u>Principal Paying Agent</u>	<u>Registrar</u>
GB0000779529	Barclays Bank PLC	U.S.\$600,000,000 Undated Floating Rate Primary Capital Notes (the " USD Undated FRNs Series 1 ")	U.S.\$121,230,000 ²	Apex Corporate Trustees (UK) Limited	The Bank of New York Mellon, London Branch	N/A
GB0000777705	Barclays Bank PLC	U.S.\$1,200,000,000 Undated Floating Rate Primary Capital Notes Series 2 (the " USD Undated FRNs Series 2 ")	U.S.\$254,130,000 ³	Apex Corporate Trustees (UK) Limited	The Bank of New York Mellon, London Branch	N/A
XS0015014615	Barclays Bank PLC	£200,000,000 Undated Floating Rate Primary Capital Notes Series 3 (the " Sterling Undated FRNs Series 3 ")	£20,500,000	Apex Corporate Trustees (UK) Limited	The Bank of New York Mellon, London Branch	N/A

¹ The outstanding principal amount in relation to this Series excludes U.S.\$93,990,000 of the Series, which has been held by a subsidiary of the Issuer, and is not outstanding for the purpose of this Consent Solicitation. This subsidiary has now surrendered those securities to the Issuer, which has issued an irrevocable instruction for their cancellation.

² The outstanding principal amount in relation to this Series excludes U.S.\$45,410,000 of the Series, which has been held by a subsidiary of the Issuer, and is not outstanding for the purpose of this Consent Solicitation. This subsidiary has now surrendered those securities to the Issuer, which has issued an irrevocable instruction for their cancellation.

³ The outstanding principal amount in relation to this Series excludes U.S.\$41,070,000 of the Series, which has been held by a subsidiary of the Issuer, and is not outstanding for the purpose of this Consent Solicitation. This subsidiary has now surrendered those securities to the Issuer, which has issued an irrevocable instruction for their cancellation.

1. NOTICE OF THE MEETINGS IN RESPECT OF THE SECURITIES

The Notice of the Meetings will be available for viewing at the following website:

http://www.rms-pdf.londonstockexchange.com/rms/3579G_1-2020-11-24.pdf

2. INDICATIVE TIMETABLE FOR THE CONSENT SOLICITATIONS

Set out below is an indicative timetable showing one possible outcome for the timing of the Consent Solicitations, which will depend, among other things, on timely receipt (and non revocation) of instructions, the rights of the relevant Issuer (where applicable) to extend, waive any condition of, amend and/or terminate any Consent Solicitations (other than the terms of the relevant Extraordinary Resolution) as described in the Consent Solicitation Memorandum and the passing of each Extraordinary Resolution at the initial Meeting for the relevant Series. Accordingly, the actual timetable may differ significantly from the timetable below.

<u>Date/Time</u>	<u>Action</u>
23 November 2020	<i>Announcement of Consent Solicitations</i>
(At least 21 clear days before the Meetings)	1. Notice of the Meetings to be delivered to the Clearing Systems. Notice of the Meetings released through the regulatory news service of the London Stock Exchange. Electronic copies of the Consent Solicitation Memorandum and electronic copies of the other Holder Information (as defined in the Notice of the

Meetings) to be available upon request from the Principal Paying Agent and the Tabulation Agent.

From this date, Holders (i) in the case of Securities held through Euroclear and Clearstream, Luxembourg, may arrange for Securities held by Clearstream, Luxembourg and/or Euroclear in their accounts to be blocked in such accounts and held to the order and under the control of the Principal Paying Agent or relevant Registrar (as applicable) in order to obtain a form of proxy (or a document to that effect) or give valid Consent Instructions or Ineligible Holder Instructions, to the Tabulation Agent and (ii) in the case of the USD TONs held through DTC, may arrange for the relevant USD TONs held by DTC in their accounts to be blocked in such accounts and held to the order and under the control of the relevant Registrar in order to obtain a Form of Sub-Proxy (or a document to that effect) or give Ineligible Holder Instructions in the form of an Ineligible Holder Form of Sub-Proxy, to the Tabulation Agent

- 24 November 2020**
2. Notice of the Meetings published in the Financial Times in London in relation to the meetings in respect of the USD TONs, the Junior Undated FRNs, the USD Undated FRNs Series 1, the USD Undated FRNs Series 2 and the Sterling Undated FRNs Series 3.

7 December 2020 *Record Date*

3. Record Date for the Omnibus Proxy of DTC, with respect to the USD TONs held through DTC. For USD TONs held through DTC, only Holders holding Securities as of the Record Date are entitled to exercise voting rights with respect to the relevant Extraordinary Resolution.

11 December to 15 December 2020 *Expiration Deadlines*

(Depending on the Series of Securities in respect of which Consent Solicitations are being submitted)

4. The relevant Consent Solicitation will expire, in respect of:
 - (i) the MREL Notes, at 5.00 p.m. (London time) on 11 December 2020;
 - (ii) the Sterling TONs, at 11.15 a.m. (London time) on 14 December 2020;
 - (iii) the RCIs, at 11.30 a.m. (London time) on 14 December 2020;
 - (iv) the Junior Undated FRNs, at 11.45 a.m. (London time) on 14 December 2020;
 - (v) the USD Undated FRNs Series 1, at 12.00 p.m. (London time) on 14 December 2020;
 - (vi) the USD Undated FRNs Series 2, at 12.15 p.m. (London time) on 14 December 2020;
 - (vii) the Sterling Undated FRNs Series 3, at 12.30 p.m. (London time) on 14 December 2020; and
 - (viii) the USD TONs, at 12.45 p.m. (London time) (07.45 a.m. (New York time)) on 15 December 2020,

(each such time and date an "**Expiration Deadline**" and together, the "**Expiration Deadlines**").

5. The respective Expiration Deadlines are the final times by which Holders can arrange:

- (i) for receipt by the Tabulation Agent of valid Consent Instructions, Ineligible Holder Instructions, Forms of Sub-Proxy or Ineligible Holder Forms of Sub-Proxy (as applicable);
- (ii) (in the case of all of Securities (other than USD TONs held through DTC)) to obtain a form of proxy (or a document to that effect) from the Principal Paying Agent or relevant Registrar (as applicable) in order to appoint a proxy to attend (via teleconference) and vote at the relevant Meeting; or
- (iii) (in the case of USD TONs held through DTC) to appoint the Tabulation Agent (or its nominee) as proxy to attend (via teleconference) and vote at the relevant Meeting.

Consent Instructions, Ineligible Holder Instructions, Forms of Sub-Proxy or Ineligible Holder Forms of Sub-Proxy (as applicable) received by the Tabulation Agent after the relevant Expiration Deadline will not count towards the voting at the relevant Meeting and the Tabulation Agent shall not be appointed as proxy for such Holders to attend the relevant Meeting and to vote in respect of the Extraordinary Resolution in respect of the relevant Securities.

This will also be the deadline for making any other arrangements to attend (via teleconference) or be represented or to vote at the relevant Meeting.

- 6. The Expiration Deadlines are also the final times by which Holders can give notice to the Tabulation Agent (via the relevant Clearing Systems) and the relevant Registrar or the Principal Paying Agent (as applicable) of any intended revocation of, or amendment to, Consent Instructions, Ineligible Holder Instructions, Forms of Sub-Proxy or Ineligible Holder Forms of Sub-Proxy previously given by them.

**From 11.00 a.m.
(London time) on 16
December 2020**

Holders' Meetings Held

- 7. The initial Meeting in respect of:
 - (i) MREL Notes will commence at 11.00 a.m. (London time);
 - (ii) Sterling TONs will commence at 11.15 a.m. (London time) or after the completion of the MREL Notes Meeting (whichever is later);
 - (iii) RCIs will commence at 11.30 a.m. (London time) or after the completion of the Sterling TONs Meeting (whichever is later);
 - (iv) Junior Undated FRNs will commence at 11.45 a.m. (London time) or after the completion of the RCIs Meeting (whichever is later);
 - (v) USD Undated FRNs Series 1 will commence at 12.00 p.m. (London time) or after the completion of the Junior Undated FRNs Meeting (whichever is later);
 - (vi) USD Undated FRNs Series 2 will commence at 12.15 p.m. (London time) or after the completion of the USD Undated FRNs Series 1 (whichever is later);
 - (vii) USD Undated FRNs Series 3 will commence at 12.30 p.m. (London time) or after the completion of the USD Undated FRNs Series 2 Meeting (whichever is later); and

- (viii) USD TONs will commence at 12.45 p.m. (London time) (7.45 a.m. (New York time)) or after the completion of the USD Undated FRNs Series 3 Meeting (whichever is later).

If the relevant Extraordinary Resolution is passed at the relevant Meetings:

Announcement of results of Meetings

As soon as reasonably practicable after the Meetings

8. Announcement of (i) the results of the Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition released on the regulatory news service of the London Stock Exchange.

Notice published in the Financial Times in London in relation to the results of the Consent Solicitations of the USD TONs, the Junior Undated FRNs, the USD Undated FRNs Series 1, the USD Undated FRNs Series 2 and the Sterling Undated FRNs Series 3.

Delivery of notice of (i) the results of the Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition to the Clearing Systems for communication to their account holders.

Effective Date

9. If the relevant Extraordinary Resolution is passed at the relevant initial Meeting (or at a subsequent adjourned Meeting) and the Eligibility Condition is satisfied, the relevant Supplemental Trust Deed and any other relevant ancillary documentation will be executed by the relevant Issuer and the relevant Trustee and any other relevant parties thereto (as applicable) and the modifications to the Conditions of the relevant Series described in the Consent Solicitation Memorandum will be implemented with effect from the Effective Date.

If a quorum is not achieved at a Meeting or the quorum is achieved and the relevant Extraordinary Resolution is passed but the Eligibility Condition is not satisfied, such Meeting shall be adjourned and the adjourned Meeting of Holders for that Series will be held at a date as will be notified to the Holders in the notice of the adjourned Meeting.

Any adjourned Meeting will be held in accordance with the terms of the relevant Trust Deed. If the Extraordinary Resolution is passed at such adjourned Meeting and the Eligibility Condition is satisfied in respect of the relevant Series, the relevant Supplemental Trust Deed and any other relevant ancillary documentation will be executed by the relevant Issuer, the relevant Trustee and the other relevant parties thereto (as applicable) and the modifications with respect to such Series described in the Consent Solicitation Memorandum will be implemented on the Effective Date. The Effective Date is subject to change in the case of an adjourned meeting.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities when such intermediary would need to receive instructions from a Holders in order for that Holders to be able to participate in, or revoke their instruction to participate in, the relevant Consent Solicitation before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Consent Instructions or Forms of Sub-Proxy may be earlier than the relevant deadlines specified above.

Capitalised terms used but not defined herein shall have the meanings set out in the Consent Solicitation Memorandum.

DOCUMENTS AVAILABLE FOR INSPECTION

Electronic copies of (i) the Consent Solicitation Memorandum, (ii) the Notice of the Meetings, (iii) the current drafts of each Supplemental Trust Deed and (iv) any other ancillary documents being provided pursuant to the

relevant Proposal will be available for inspection by Holders, upon request from the date of this Notice from the Principal Paying Agent and the Tabulation Agent during normal business hours on any week day (public holidays excepted) up to and including the date of the relevant Meeting, provided that, in each case a Holder will be required to produce evidence satisfactory to the Principal Paying Agent or the Tabulation Agent (as applicable) as to his or her status as a Holder before being provided with copies of the Holder Information.

Holders should contact the following for further information:

The Solicitation Agent

Barclays Bank PLC (in its capacity as Solicitation Agent), 5 The North Colonnade, London E14 4BB, United Kingdom
(Attention: Liability Management Group, Telephone: +44 20 3134 8515, Email: eu.lm@barclays.com)

The Tabulation Agent

Lucid Issuer Services Limited, Tankerton Works, 12 Argyle Walk, London WC1H 8HA, United Kingdom
(Attention: Arlind Bytyqi / Jacek Kusion, Telephone: +44 20 7704 0880, Email: barclays@lucid-is.com)

The Principal Paying Agent

The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom
(Attention: Conventional Debt Team 1, Email: corpsov1@bnymellon.com)

The Registrars

The Bank of New York Mellon, 240 Greenwich Street, New York, New York 10286
(Attention: Conventional Debt Team 1, Email: corpsov1@bnymellon.com)

The Bank of New York Mellon SA/NV, Luxembourg Branch, Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg
(Attention: CT Corporate Admin, Email: LUXMB_SPS@bnymellon.com)

This Notice is given by:

BARCLAYS PLC AND BARCLAYS BANK PLC
Dated 23 November 2020

This announcement is released by each of Barclays PLC and Barclays Bank PLC, and contains information that qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 ("MAR"), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Miray Muminoglu on behalf of Barclays PLC and by Gregor McMillan on behalf of Barclays Bank PLC.

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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 purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be

restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.