

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 BANK PLC

(Incorporated with limited liability in England and Wales, registered number 1026167)
(the "**Issuer**")

to all holders of the outstanding securities of the Issuer listed below

U.S.\$1,200,000,000 Undated Floating Rate Primary Capital Notes Series 2 ISIN: GB0000777705
£400,000,000 6.000 per cent. Callable Perpetual Core Tier One Notes ISIN: XS0150052388
U.S.\$1,000,000,000 6.86 per cent. Callable Perpetual Core Tier One Notes ISIN: XS0155141830 and
US06738CAG42
(each a "**Series**" and, together, the "**Securities**")

On 23 November 2020, the Issuer (and Barclays PLC with respect to its securities) announced an invitation to Holders of certain securities, including of each Series of Securities, to consent to the approval by Extraordinary Resolution at the relevant Meeting, of the modifications referred to in the relevant Extraordinary Resolution set out in the Notice of the Meeting previously notified to Holders in accordance with the terms of the relevant Trust Deed. The Extraordinary Resolution for each Series relates to the relevant Proposal to make certain amendments to the method of calculating any interest payable in respect of such Series due to the expected discontinuation of LIBOR, as further described in the consent solicitation memorandum dated 23 November 2020 (the "**Consent Solicitation Memorandum**").

The Issuer has today given a Notice of Separate Holder Adjourned Meetings in respect of the Securities following the adjournment of each separate Meeting held on 16 December 2020 due to lack of quorum.

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 adjourned Meeting at a physical location. Accordingly, in accordance with the provisions of the relevant Trust Deed, the Issuer has requested that the relevant Trustee prescribe appropriate regulations regarding the holding of the relevant adjourned Meeting via teleconference. Each separate adjourned Meeting convened by the Issuer will be held by teleconference platform on the dates set out in this announcement. 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.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Consent Solicitation Memorandum.

1. NOTICE OF THE ADJOURNED MEETINGS IN RESPECT OF THE SECURITIES

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

http://www.rns-pdf.londonstockexchange.com/rns/91051_1-2020-12-16.pdf2.

SUMMARY OF ADJOURNED MEETING PROCEDURES

Instructions submitted prior to the time and date of this announcement and in accordance with the Consent Solicitation Memorandum shall remain effective. Any Holder may elect to revoke any Consent Instruction, Ineligible Holder Instructions, Form of Sub-Proxy or Ineligible Form of Sub-Proxy (as applicable) previously submitted in respect of the relevant Consent Solicitation provided such revocation is validly made and received by the Tabulation Agent and the Principal Paying Agent or Registrar (as applicable) on or prior to the relevant Adjourned Expiration Deadline (as defined below).

No consent fee will be payable in connection with the Consent Solicitations.

3. INDICATIVE TIMETABLE FOR THE ADJOURNED MEETINGS

Set out below is an indicative timetable showing one possible outcome for the timing of the Adjourned Meetings and Consent Solicitations, which will depend, among other things, on timely receipt (and non-revocation) of instructions, the rights of the 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 adjourned Meeting for the relevant Series. Accordingly, the actual timetable may differ significantly from the timetable below.

<u>Date/Time</u>	<u>Action</u>
16 December 2020	Notices of Adjourned Meetings
<i>(At least 10 or 21 clear days before the adjourned Meetings, as applicable)</i>	<p>1. Notice of the adjourned Meetings to be delivered to the Clearing Systems.</p> <p>Notice of the adjourned Meetings released through the regulatory news service of the London Stock Exchange.</p> <p>Electronic copies of the Consent Solicitation Memorandum and electronic copies of the other Holder Information (as defined in the Notice of Separate Holder Adjourned Meetings) available upon request from the Principal Paying Agent and the Tabulation Agent.</p> <p>From this date, Holders (who have not previously made the relevant arrangements in connection with the initial Meeting) (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 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 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.</p>
17 December 2020	2. Notice of the adjourned Meetings published in the Financial Times in London in relation to the adjourned meetings in respect of the USD TONs and the USD Undated FRNs Series 2.
13 January to 14 January 2021	Adjourned Expiration Deadlines
<i>(Depending on the Series of Securities in respect of which Consent Solicitations are being submitted)</i>	<p>3. The relevant Consent Solicitation will expire, in respect of:</p> <p>(i) the USD Undated FRNs Series 2, at 12.15 p.m. (London time) on 13 January 2021;</p>

Date/Time

Action

- (ii) the Sterling TONs, at 12.30 p.m. (London time) on 13 January 2021; and
- (iii) the USD TONs, at 12.45 p.m. (London time) (7.45 a.m. (New York time)) on 14 January 2021,

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

4. The respective Adjourned 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 Registrar (as applicable) in order to appoint a proxy to attend (via teleconference) and vote at the relevant adjourned 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 adjourned 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 Adjourned Expiration Deadline will not count towards the voting at the relevant adjourned Meeting and the Tabulation Agent shall not be appointed as proxy for such Holders to attend the relevant adjourned 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 adjourned Meeting.

5. The Adjourned Expiration Deadlines are also the final times by which Holders can give notice to the Tabulation Agent (via the relevant Clearing Systems) and the 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 12.15 p.m.
(London time) on 15
January 2021**

Holders' Adjourned Meetings Held

6. The adjourned Meeting in respect of:
 - (i) USD Undated FRNs Series 2 will commence at 12.15 p.m. (London time);
 - (ii) Sterling TONs 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
 - (iii) USD TONs will commence at 12.45 p.m. (London time) (7.45 a.m. (New York time)) or after the completion of the Sterling TONs Meeting (whichever is later).

<u>Date/Time</u>	<u>Action</u>
If the relevant Extraordinary Resolution is passed at the relevant adjourned Meetings:	
<i>Announcement of results of adjourned Meetings</i>	
As soon as reasonably practicable after the Meetings	<p>7. Announcement of (i) the results of the adjourned 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.</p> <p>Notice published in the Financial Times in London in relation to the results of the Consent Solicitations of the USD TONs and the USD Undated FRNs Series 2.</p> <p>Delivery of notice of (i) the results of the adjourned 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.</p>
Effective Date	<p>8. If the relevant Extraordinary Resolution is passed at the relevant adjourned Meeting and the Eligibility Condition is satisfied, the relevant Supplemental Trust Deed and any other relevant ancillary documentation will be executed by the 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 or around 15 January 2021, being the Effective Date applicable to such Securities.</p>

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, Ineligible Holder Instructions, Forms of Sub-Proxy or Ineligible Forms of Sub-Proxy (as applicable) may be earlier than the relevant deadlines specified above.

DOCUMENTS AVAILABLE FOR INSPECTION

Electronic copies of (i) the Consent Solicitation Memorandum, (ii) the Notice of the Adjourned Meetings, (iii) the current drafts of each relevant Supplemental Trust Deed and (iv) any other ancillary documents being provided pursuant to the relevant Proposal are available for inspection by Holders, upon request 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 adjourned 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.

Further information relating to the relevant Consent Solicitations can be obtained directly from the Solicitation Agent or the Tabulation Agent:

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, 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 Registrar

The Bank of New York Mellon, 240 Greenwich Street, New York, New York 102861
(Attention: Conventional Debt Team 1, Email: corpsov1@bnymellon.com)

This Notice is given by:

BARCLAYS BANK PLC

Dated 16 December 2020

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 relevant 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 relevant Consent Solicitation 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. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustees, the Registrar or the Principal Paying Agent expresses any opinion about the terms of the relevant Consent Solicitation or the relevant Extraordinary Resolution. 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 Issuer, the Solicitation Agent, the Tabulation Agent, the Trustees, the Registrar or the Principal Paying Agent 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.