

THIS ANNOUNCEMENT IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS 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")

**AMENDMENT TO TERMS OF
CONSENT SOLICITATION**

Notice to all holders of the outstanding

**£200,000,000 9½ per cent. Subordinated Bonds due 2021 originally issued
by Woolwich Building Society (ISIN: XS0068009637) (the "Bonds")**

Further to the announcement by the Issuer on 19 April 2018 of a Consent Solicitation in respect of the Bonds, the Issuer hereby announces amendments to the terms of the Consent Solicitation as follows:

- the Early Consent Fee of 0.20 per cent. of the nominal amount of Bonds that are the subject of a valid Solicitation Instruction will be extended to all Bondholders submitting a valid Solicitation Instruction which is received by the Tabulation Agent prior to the Final Voting Deadline; and
- this Early Consent Fee will be payable to all Bondholders who have delivered or arranged for delivery of a valid Solicitation Instruction (either in favour or against the Extraordinary Resolution) which is received by the Tabulation Agent prior to the Final Voting Deadline.

Payment of the Early Consent Fee will be subject to the Extraordinary Resolution being duly passed and the Sixth Supplemental Trust Deed being executed and delivered by the Issuer and the Trustee along with the other conditions set out in the Consent Solicitation Memorandum.

Any Solicitation Instructions which have been submitted prior to the date hereof will be revocable in accordance with the terms set out in the Consent Solicitation Memorandum. The deadline for revocation of such Solicitation Instructions is 5.00 p.m. (London time) on 3 May 2018.

All other terms of the Consent Solicitation remain unchanged and are as set out in the Consent Solicitation Memorandum. There is no change to the Final Voting Deadline which is 4.00 p.m. (London time) on 8 May 2018.

Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold their Bonds when such intermediary would need to receive instructions from a Bondholder in order for such Bondholder to participate in the Consent Solicitation or to validly revoke their Solicitation Instruction. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Solicitation Instructions will be earlier than the deadlines above.

Unless the context otherwise requires, capitalised terms used but not defined in this announcement shall have the meaning given in the Consent Solicitation Memorandum dated 19 April 2018.

This announcement is given by Barclays Bank PLC.

Dated: 30 April 2018

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 the Consent Solicitation. If any Bondholder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitation or the Proposal, 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 Bonds 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 Consent Solicitation or otherwise vote in respect of the Proposal. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustee or the Principal Paying Agent makes any recommendation whether Noteholders should participate in the Consent Solicitation or otherwise vote in respect of the Proposal.

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.