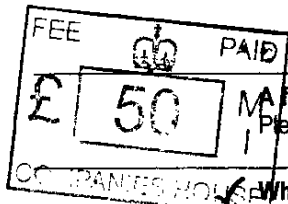


SH19

Statement of capital for reduction supported by
solvency statement or court order

TUESDAY



£50 Chq: 100190

A fee is payable with this form.
Please see 'How to pay' on the last page.

What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 1 0 2 6 1 6 7

Company name in full Barclays Bank Plc

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	£1 Cumulative Preference Shares	1,000	1,000.00	
GBP	£1 Ordinary Shares	2,342,558,515	2,342,558,515.00	
Totals		2,342,559,515	2,342,559,515.00	0

Currency table B				
EUR	€100 4.75% Preference Shares	31,856	3,185,600.00	
Totals		31,856	3,185,600.00	0
Totals (including continuation pages)		2,448,649,504		0

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

£2,342,559,515.00 + €3,185,600.00 + \$32,313,300.00

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Prescribed particulars of rights attached to shares

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 2**.

Class of share	£1 Cumulative Preference Share
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Prescribed particulars ①	1,000 sterling cumulative callable preference shares of £1 each (the '£1 Preference Shares') were issued on 31 December 2004 at nil premium. The £1 Preference Shares entitle the holders thereof to receive sterling cumulative cash dividends out of distributable profits of Barclays Bank PLC, semi-annually equal to the sterling interbank offered rate for six-month sterling deposits. See continuation sheet.
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Class of share	£1 Ordinary Shares
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Prescribed particulars ①	Every member who is present in person or by proxy, or represented at any general meeting of Barclays Bank PLC and who is entitled to vote on the resolution has one vote on a show of hands. On a poll, every member who is present or represented and who is entitled to vote has one vote for every share held. In the case of joint holders only the vote of the senior holder (as determined by order in the share register) or his proxy may be counted. No member is entitled to vote, either in person or by proxy if any sum payable in respect of the share remains unpaid. See continuation sheet.
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Class of share	€100 4.75% Preference Shares
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Prescribed particulars ①	140,000 Euro 4.75% non-cumulative callable preference shares of €100 each (the '4.75% Preference Shares') were issued on 15 March 2005 for a consideration of €1,383.3m (£966.7m), of which the nominal value was €14m and the balance was share premium. 108,144 of the 4.75% Preference Shares were bought back and cancelled on 18 June 2014. See continuation sheet.
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① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a statement of capital continuation page if necessary.

4

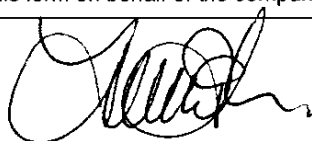
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, CIO manager.

② Societas Europaea.

If this form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Statement of capital for reduction supported by solvency statement
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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Gareth Camp

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Share capital

Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
USD	US\$100 6.278% Preference Shares	58133	5,813,300.00	
USD	US\$0.25 8.125% Preference Shares	106000000	26,500,000.00	
Totals		106058133	32,313,300.00	

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	£1 Cumulative Preference Shares	
Prescribed particulars ①	<p>Barclays Bank PLC shall be obliged to pay such dividends if (1) it has profits available for the purpose of distribution under the Companies Act 2006 as at each dividend payment date, and (2) it is solvent on the relevant dividend payment date, provided that a capital regulations condition is satisfied on such dividend payment date. The dividends shall not be due and payable on the relevant dividend payment date except to the extent that Barclays Bank PLC could make such payment and still be solvent immediately thereafter.</p> <p>Barclays Bank PLC shall be considered solvent on any date if (1) it is able to pay its debts to senior creditors as they fall due, and (2) its auditors have reported within the previous six months that its assets exceed its liabilities. If Barclays Bank PLC shall not pay, or shall pay only in part, a dividend for a period of seven days or more after the due date for payment, the holders of the £1 Preference Shares may institute proceedings for the winding-up of Barclays Bank PLC. No remedy against Barclays Bank PLC shall be available to the holder of any £1 Preference Shares for the recovery of amounts owing in respect of £1 Preference Shares other than the institution of proceedings for the winding-up of Barclays Bank PLC and/or proving in such winding-up. On a winding-up or other return of capital (other than a redemption or purchase by Barclays Bank PLC of any of its issued shares, or a reduction of share capital, permitted by the Articles of Barclays Bank PLC and under applicable law), the assets of Barclays Bank PLC available to shareholders shall be applied in priority to any payment to the holders of ordinary shares and any other class of shares in the capital of Barclays Bank PLC then in issue ranking junior to the £1 Preference Shares on such a return of capital and pari passu on such a return of capital with the holders of any other class of shares in the capital of Barclays Bank PLC then in issue (other than any class of shares in the capital of Barclays Bank PLC then in issue ranking in priority to the £1 Preference on a winding-up or other such return of capital), in payment to the holders of the £1 Preference Shares of a sum equal to the aggregate of: (1) an amount equal to the dividends accrued thereon for the then current dividend period (and any accumulated arrears thereof) to the date of the commencement of the winding-up or other such return of capital, and (2) an amount equal to £1 per £1 Preference Share. After payment of the full amount of the liquidating distributions to which they are entitled, the holders of the £1 Preference Shares will have no right or claim to any of the remaining assets of Barclays Bank PLC and will not be entitled to any further participation in such return of capital.</p> <p>The £1 Preference Shares are redeemable at the option of Barclays Bank PLC, in whole but not in part only, subject to the Companies Act 2006 and its Articles. Holders of the £1 Preference Shares are not entitled to receive notice of, or to attend, or vote at, any general meeting of Barclays Bank PLC.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	£1 Ordinary Shares	
Prescribed particulars 1	<p>In relation to a member's shareholding, that member is not entitled to vote that share or exercise any other right in relation to a meeting of Barclays Bank PLC unless the Board otherwise determine. If any member, or any other person appearing to be interested in any of Barclays Bank PLC's ordinary shares, is served with a notice under Section 793 of the Companies Act 2006 and does not supply Barclays Bank PLC with the information required in the notice, then the Board, in its absolute discretion, may direct that that member shall not be entitled to attend or vote at any meeting of Barclays Bank PLC.</p> <p>The Board may further direct that if the shares of the defaulting member represent 0.25% or more of the issued shares of the relevant class, that dividends or other monies payable on those shares shall be retained by Barclays Bank PLC until the direction ceases to have effect and that no transfer of those shares shall be registered (other than certain specified 'excepted transfers'). A direction ceases to have effect seven days after Barclays Bank PLC has received information requested, or when Barclays Bank PLC is notified that an 'excepted transfer' to a third party has occurred, or as the Board otherwise determines.</p> <p>Subject to the provisions of the Articles and applicable legislation, Barclays Bank PLC may declare dividends on the ordinary shares by ordinary resolution, but such dividend may not exceed the amount recommended by the Board. The Board may also pay interim or final dividends if it appears they are justified by Barclays Bank PLC's financial position.</p> <p>The Directors may make calls upon the members in respect of any monies unpaid on their shares. A person upon whom a call is made remains liable even if the shares in respect of which the call is made have been transferred. Interest will be chargeable on any unpaid amount called at a rate determined by the Board (of not more than 20%).</p> <p>Barclays Bank PLC also has a lien over all partly paid shares of Barclays Bank PLC for all monies payable or called on that share and over the debts and liabilities of a member to Barclays Bank PLC. If any monies which are the subject of the lien remain unpaid after a notice from the Board demanding payment, Barclays Bank PLC may sell such shares.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	€100 4.75% Preference Shares	
Prescribed particulars ①	<p>The 4.75% Preference Shares entitle the holders thereof to receive Euro non-cumulative cash dividends out of distributable profits of Barclays Bank PLC, annually at a fixed rate of 4.75% per annum on the amount of €10,000 per preference share until 15 March 2020, and thereafter quarterly at a rate reset quarterly equal to 0.71% per annum above the Euro interbank offered rate for three-month Euro deposits.</p> <p>The 4.75% Preference Shares are redeemable at the option of Barclays Bank PLC, in whole but not in part only, on 15 March 2020, and on each dividend payment date thereafter at €10,000 per share plus any dividends accrued for the then current dividend period to the date fixed for redemption.</p> <p>Holders of the 4.75% Preference Shares are not entitled to receive notice of, or to attend, or vote at, any general meeting of Barclays Bank PLC. Barclays Bank PLC is not permitted to create a class of shares ranking as regards participation in the profits or assets of Barclays Bank PLC in priority to the 4.75% Preference Shares, save with the sanction of a special resolution of a separate general meeting of the holders of the 4.75% Preference Shares (requiring a majority of not less than three-fourths of the holders of the 4.75% Preference Shares voting at the separate general meeting) or with the consent in writing of the holders of three-fourths of the 4.75% Preference Shares.</p> <p>Except as described above, the holders of 4.75% Preference Shares have no right to participate in the surplus assets of Barclays Bank PLC.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	US\$100 6.278% Preference Shares	
Prescribed particulars ①	<p>100,000 US Dollar 6.278% non-cumulative callable preference shares of US\$100 each (the '6.278% Preference Shares'), represented by 100,000 American Depositary Shares, Series 1, were issued on 8th June 2005 for a consideration of US\$995.4m (£548.1m), of which the nominal value was US\$10m and the balance was share premium. 41,867 of the 6.278% Preference Shares were bought back and cancelled on 18 June 2014.</p> <p>The 6.278% Preference Shares entitle the holders thereof to receive US Dollar non-cumulative cash dividends out of distributable profits of Barclays Bank PLC, semi-annually at a fixed rate of 6.278% per annum on the amount of US\$10,000 per preference share until 15th December 2034, and thereafter quarterly at a rate reset quarterly equal to 1.55% per annum above the London Interbank offered rate for three-month US Dollar deposits.</p> <p>The 6.278% Preference Shares are redeemable at the option of Barclays Bank PLC, in whole but not in part only, on 15th December 2034, and on each dividend payment date thereafter at US\$10,000 per share plus any dividends accrued for the then current dividend period to the date fixed for redemption.</p> <p>Holders of the 6.278% Preference Shares are not entitled to receive notice of, or to attend, or vote at, any general meeting of Barclays Bank PLC. Barclays Bank PLC is not permitted to create a class of shares ranking as regards participation in the profits or assets of Barclays Bank PLC in priority to the 6.278% Preference Shares, save with the sanction of a special resolution of a separate general meeting of the holders of the 6.278% Preference Shares (requiring a majority of not less than three-fourths of the holders of the 6.278% Preference Shares voting at the separate general meeting) or with the consent in writing of the holders of three-fourths of the 6.278% Preference Shares.</p> <p>Except as described above, the holders of the 6.278% Preference Shares have no right to participate in the surplus assets of Barclays Bank PLC.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	US\$0.25 8.125% Preference Shares	
Prescribed particulars ①	<p>106 million US Dollar 8.125% non-cumulative callable preference shares of US\$0.25 each (the '8.125% Preference Shares'), represented by 106 million American Depositary Shares, Series 5, were issued on 11th April 2008 and 25th April 2008 for a total consideration of US\$2,650m (£1,345m), of which the nominal value was US\$26.5m and the balance was share premium.</p> <p>The 8.125% Preference Shares entitle the holders thereof to receive US Dollar non-cumulative cash dividends out of distributable profits of Barclays Bank PLC, quarterly at a fixed rate of 8.125% per annum on the amount of US\$25 per preference share.</p> <p>The 8.125% Preference Shares are redeemable at the option of Barclays Bank PLC, in whole or in part, on 15th June 2013, and on each dividend payment date thereafter at US\$25 per share plus any dividends accrued for the then current dividend period to the date fixed for redemption.</p> <p>Holders of the 8.125% Preference Shares are not entitled to receive notice of, or to attend, or vote at, any general meeting of Barclays Bank PLC. Barclays Bank PLC is not permitted to create a class of shares ranking as regards participation in the profits or assets of Barclays Bank PLC in priority to the 8.125% Preference Shares, save with the sanction of a special resolution of a separate general meeting of the holders of the 8.125% Preference Shares (requiring a majority of not less than three-fourths of the holders of the 8.125% Preference Shares voting at the separate general meeting) or with the consent in writing of the holders of three-fourths of the 8.125% Preference Shares.</p> <p>Except as described above, the holders of the 8.125% Preference Shares have no right to participate in the surplus assets of Barclays Bank PLC.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>