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DATE FILED: April 24, 2017

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re BARCLAYS BANK PLC SECURITIES	:	Master File No. 1:09-cv-01989-PAC
LITIGATION	:	
_____	:	<u>CLASS ACTION</u>
	:	
This Document Relates To:	:	
	:	
ALL ACTIONS.	:	
_____	X	

~~[PROPOSED]~~ ORDER GRANTING LEAD PLAINTIFF'S UNOPPOSED MOTION TO APPROVE THE FORM AND MANNER OF CLASS NOTICE

This matter comes before the Court on Lead Plaintiff's Unopposed Motion to Approve the Form and Manner of Class Notice ("Motion").

Upon consideration of the foregoing Motion, the papers submitted in support, and good cause appearing, IT IS HEREBY ORDERED that:

1. The Motion is granted.
2. The Court hereby amends the definition of the Class certified by the Order Granting Lead Plaintiffs' Motion for Class Certification dated June 9, 2016 (ECF No. 166) to exclude certain persons and entities. Accordingly, the Class is defined as: All persons or entities who purchased or otherwise acquired American Depositary Shares, Series 5, representing non-cumulative callable, dollar preference shares of Barclays, Series 5, pursuant or traceable to the public offering that commenced on or about April 8, 2008. Excluded from the Class are: Defendants, the officers and directors of Barclays at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a controlling interest. Notwithstanding the foregoing exclusions, "Investment Vehicles" are not excluded from the Class. Investment Vehicles means any investment company or pooled investment fund, including, but not limited to: (i) mutual fund families, exchange-traded funds, fund of funds and hedge funds, in which a Defendant has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor, but of which a Defendant or its respective affiliates is not a majority owner or does not hold a majority beneficial interest, and (ii) any Employee Benefit Plan as to which a Defendant or its affiliates acts as an investment advisor or otherwise may be a fiduciary.
3. The Notice of Pendency of Class Action (the "Notice"), the Summary Notice of Pendency of Class Action (the "Summary Notice") and the method for notifying the Class of the

pendency of the above-captioned action (the “Action”) as a class action (the “Notice Plan”), attached as Exhibits A, B and C to the Motion, respectively, meet the requirements of Rule 23 and of due process, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons and entities entitled thereto.

4. The proposed form of the Notice meets the requirements of Rule 23(c)(2)(B) as it clearly and concisely states in plain and easily understood language all of the following: (a) the nature of the Action; (b) the definition of the Class certified; (c) the Class claims, issues or defenses; (d) a Class Member’s right to enter an appearance through an attorney if the member so desires; (e) a Class Member’s right to be excluded from the Class; (f) the time and manner for requesting exclusion; and (g) the binding effect of a class judgment on Class Members under Federal Rule of Civil Procedure 23(c)(3).

5. Accordingly, Lead Plaintiff is to provide notice to the Class in substantially the forms as submitted as Exhibits A and B to the Motion and consistent with the Notice Plan submitted as Exhibit C to the Motion.

* * *

ORDER

IT IS SO ORDERED.

DATED: April 24, 2017



THE HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____	X
In re BARCLAYS BANK PLC SECURITIES LITIGATION	: Master File No. 1:09-cv-01989-PAC
	: <u>CLASS ACTION</u>
_____	:
This Document Relates To:	:
	:
ALL ACTIONS.	:
_____	X

~~[PROPOSED]~~ NOTICE OF PENDENCY OF CLASS ACTION

TO: ALL PERSONS OR ENTITIES WHO PURCHASED OR OTHERWISE ACQUIRED AMERICAN DEPOSITARY SHARES (“ADS”) SERIES 5, REPRESENTING NON-CUMULATIVE CALLABLE DOLLAR PREFERENCE SHARES OF BARCLAYS BANK PLC, SERIES 5 PURSUANT OR TRACEABLE TO THE PUBLIC OFFERING THAT COMMENCED ON OR ABOUT APRIL 8, 2008

**A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION FROM A LAWYER.**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and an order of the United States District Court for the Southern District of New York (the “Court”) to inform you (1) of a class action lawsuit that is now pending in the Court under the above caption (the “Action”) against (i) Barclays Bank PLC (“Barclays”) and Barclays PLC; (ii) Marcus Agius, David G. Booth, Sir Richard Broadbent, Richard Leigh Clifford, Fulvio Conti, Daniel Cronje, Dame Sandra J.N. Dawson, Robert Edward Diamond, Jr., Gary A. Hoffman, Sir Andrew Likierman, Dr. Christopher Lucas, Sir Nigel Rudd, Stephen George Russell, Frederik Seegers, John Michael Sunderland, and John Silvester Varley (the “Individual Defendants” and, with Barclays and Barclays PLC, the “Barclays Defendants”); and (iii) Banc of America Securities LLC, Barclays Capital Securities Limited, Citigroup Global Markets, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co., Incorporated, RBC Dain Rauscher Inc., UBS Securities LLC and Wachovia Capital Markets, LLC (n/k/a Wells Fargo Securities, LLC) (the “Underwriter Defendants,” and with the Barclays Defendants, “Defendants”); and (2) that the Action has been certified by the Court to proceed as a class action on behalf of the following Class.

All persons or entities who purchased or otherwise acquired American Depositary Shares, Series 5, representing non-cumulative callable, dollar preference shares of Barclays, Series 5, pursuant or traceable to the public offering that commenced on or about April 8, 2008. Excluded from the Class are: Defendants, the officers and directors of Barclays at all relevant times, members of their immediate families and

their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a controlling interest.¹

1. What Is This Notice and Why Is It Important?

The Court has certified this lawsuit as a class action. A class action is a lawsuit in which one or more individual(s) sue an individual(s), company and/or other entity on behalf of all other people who are allegedly in a similar position. Collectively, these people are referred to as a “Class” or “Class Members.” In a class action, the court resolves certain issues, legal claims and/or defenses for all Class Members in one lawsuit, except for those who ask to be excluded from the Class (as discussed below). If you purchased or otherwise acquired Barclays ADS, Series 5, pursuant or traceable to the public offering that commenced on or about April 8, 2008, you may be a Class Member, and if so, this lawsuit will affect your legal rights. *Please read this entire Notice carefully.*

This Notice is not an admission by Defendants or an expression of any opinion by the Court concerning the merits of any of the Class Members’ claims, which Defendants have denied in their entirety. This Notice is not a finding by the Court that the claims asserted in this case are valid.

This Notice is intended solely to advise you of the pendency of the Action and of your rights in connection with it. There is no settlement or monetary recovery at this time.

2. What Is This Lawsuit About?

This is a securities class action against Barclays, certain of Barclays’ officers and directors and the Underwriters of the April 8, 2008 offering for alleged violations of the federal securities

¹ Notwithstanding the foregoing exclusions, “Investment Vehicles” are not excluded from the Class. Investment Vehicles means any investment company or pooled investment fund, including, but not limited to: (i) mutual fund families, exchange-traded funds, fund of funds and hedge funds, in which a Defendant has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor, but of which a Defendant or its respective affiliates is not a majority owner or does not hold a majority beneficial interest, and (ii) any Employee Benefit Plan as to which a Defendant or its affiliates acts as an investment advisor or otherwise may be a fiduciary.

laws. The operative complaint alleges that the offering materials for the April 8, 2008 offering contained material misstatements or omissions concerning Barclays' exposure to risky credit market assets.

Defendants have denied and continue to deny any wrongdoing in this Action and maintain that the claims asserted in the Action are without merit. Among other things, Defendants deny that they made any materially false or misleading statements or omissions in the offering materials for the April 8, 2008 offering, and deny that any Barclays' Series 5 stock price declines were caused by any alleged misstatements or omissions in those offering materials or by any wrongdoing on the part of Defendants.

The parties litigated numerous motions to dismiss the complaints filed in the Action, as well as an appeal of one of those motions in the Second Circuit Court of Appeals. The parties have also engaged in extensive document and deposition discovery, and have retained numerous experts. On June 9, 2016, the Court issued an order certifying the case as a class action. The Court also appointed Lead Plaintiff Dennis Askelson to serve as Class Representative and Robbins Geller Rudman & Dowd LLP and Kessler Topaz Meltzer & Check, LLP to serve as Co-Class Counsel. The case is presently pending before United States District Judge Paul A. Crotty and is styled *In re Barclays Bank PLC Securities Litigation*, Master File No. 1:09-cv-01989-PAC.

On June 23, 2016, Defendants petitioned the Second Circuit Court of Appeals for permission to appeal the order granting class certification. Lead Plaintiff opposed the petition on July 8, 2016, and on November 22, 2016, the Second Circuit denied the petition.

3. How Do I Know if I Am a Class Member?

According to the Court's June 9, 2016 order, you are a Class Member if you fall within the following definition:

All persons or entities who purchased or otherwise acquired Barclays ADS, Series 5, representing non-cumulative callable dollar preference shares of Barclays ADS, Series 5, pursuant or traceable to the public offering that commenced on or about April 8, 2008. Excluded from the Class are Defendants, the officers and directors of Barclays at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a controlling interest.²

If you are a Class Member, you must decide to either stay in this lawsuit or exclude yourself, as described below. As a member of the Class, you will be represented by Co-Class Counsel. Alternatively, you may remain a member of the Class and elect to be represented by counsel of your own choosing. If you decide to retain separate counsel, you will be responsible for that attorneys' fees and expenses and that attorney must enter an appearance on your behalf by filing a Notice of Appearance with the Court and mailing it to Co-Class Counsel at the addresses set forth below, on or before _____, 2017. If you are a legal representative for a decedent's estate or an individual who is no longer in charge of his or her own financial matters, and you believe they fall within the Class definition, read this Notice carefully to decide what steps to take on their behalf.

4. If I Am a Class Member, What Are My Options?

If you are a Class Member, you have a right to decide whether to remain a Class Member and stay in the case, or be excluded from the Class and the lawsuit.

² Notwithstanding the foregoing exclusions, "Investment Vehicles" are not excluded from the Class. Investment Vehicles means any investment company or pooled investment fund, including, but not limited to: (i) mutual fund families, exchange-traded funds, fund of funds and hedge funds, in which a Defendant has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor, but of which a Defendant or its respective affiliates is not a majority owner or does not hold a majority beneficial interest, and (ii) any Employee Benefit Plan as to which a Defendant or its affiliates acts as an investment advisor or otherwise may be a fiduciary.

Option 1. Do Nothing. Choose to Remain a Class Member and Stay in the Lawsuit.

You have the right to stay in the lawsuit as a Class Member and await the outcome of the case. If you want to remain a Class Member, you do not need to do anything. It will not cost you anything to remain a Class Member. If you decide to stay in the lawsuit as a Class Member, you will be bound by all orders, judgments and decisions of the Court whether favorable or unfavorable to you or to the Class. At the end of the case, you may be eligible to receive money or other benefits as awarded by the Court as a result of a trial or by settlement reached between Class Representative and Defendants, or you may receive nothing. You do not need to do anything to remain eligible to be awarded money or other benefits from this lawsuit. If you stay in the case, Class Representative will pursue the claims and remedies on your behalf. There is no guarantee that Class Representative will be successful with his claims and/or win the lawsuit at trial or before. If the Class is awarded money or benefits, you will be notified about how to make a claim for your share, if any. **For this reason, please be sure to keep all records of your transactions in this security.**

The Court has appointed Dennis Askelson as Class Representative to pursue claims on behalf of you and other Class Members. The Court has also appointed the following law firms as Co-Class Counsel to represent those Class Members who stay in the lawsuit:

Andrew J. Brown
ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Website: www.rgrdlaw.com

Andrew L. Zivitz
KESSLER TOPAZ MELTZER & CHECK, LLP
280 King of Prussia Road
Radnor, PA 19087
Website: www.ktmc.com

These attorneys are experienced in handling complex lawsuits on behalf of large classes of shareholders. More information about Co-Class Counsel is available on their respective websites listed above. Co-Class Counsel have agreed to represent the Class on a contingent fee basis, which means that they will be awarded fees and costs to be approved by the Court only if they succeed in obtaining a recovery from one or more Defendants. Any attorneys' fees for Co-Class Counsel will be awarded by the Court from a settlement or judgment, if any, obtained on behalf of the Class. You will not be personally responsible for any fees, costs or expenses of Co-Class Counsel related to the prosecution of this lawsuit. If you do nothing now and stay in the lawsuit, you will give up your rights to sue Defendants separately in another lawsuit regarding legal claims that are, or could have been, part of this lawsuit (described below) and you waive your right to bring a separate lawsuit about the issues raised in this Action. Your rights to recover in other lawsuits involving Defendants may also be impacted. You may also forgo your right to pursue claims based on alternative legal theories in favor of the theories being pursued in this case. If you stay in the case, you will be legally bound by all orders that the Court issues in this case, including final judgment. Pursuant to Rule 23(e)(4) of the Federal Rules of Civil Procedure, it is within the Court's discretion whether to allow a second opportunity to request exclusion from the Class if there is a settlement or judgment in the Action after a trial.

Option 2. Choose to Exclude Yourself from the Class.

You have the right not to be part of this lawsuit by excluding yourself or "opting out" of the Class. If you wish to exclude yourself from the Class, you must do so **on or before _____, 2017**, as described below. If you exclude yourself from the Class, you give up your right to receive any money or other benefits that may be awarded in this case, and you will not be bound by any judgments or other orders of the Court, whether favorable or unfavorable to you and/or the Class.

However, you will retain your rights, if any, to sue Defendants separately in another lawsuit and bring the same legal claims that are part of this lawsuit. If you wish to pursue this right, you will need to exclude yourself and hire your own attorney, at your expense. You will also need to bring evidence to support your own claims. If you choose this option, you should talk to an attorney soon because your claims may be subject to a statute of limitations and/or statute of repose which sets a deadline for filing a lawsuit within a certain period of time.

5. How Do I Exclude Myself from the Class?

To exclude yourself from the Class and/or preserve your right to bring a separate case, you must make a request to be excluded in writing and mail it to the Notice Administrator as follows:

In re Barclays Bank PLC Securities Litigation
EXCLUSIONS
c/o Gilardi & Co. LLC
P.O. Box 43434
Providence, RI 02940-3434

All requests for exclusion must **be postmarked on or before** _____, **2017**.

Your request for exclusion must contain:

1. The name of the lawsuit (*In re Barclays Bank PLC Securities Litigation*);
2. Your full name;
3. Your current address and telephone number;
4. A clear statement that you wish to be excluded such as: "I request exclusion from the Class in the *In re Barclays Bank PLC Securities Litigation*";
5. The number of Barclays ADS, Series 5, you purchased or otherwise acquired pursuant or traceable to the public offering that commenced on or about April 8, 2008, as well as the dates and prices of all such purchases and other acquisitions;

6. The number of Barclays ADS, Series 5, you sold, as well as the dates and prices of all such sales; and
7. Your signature.

Co-Class Counsel will present your request for exclusion with the Court. If you are signing on behalf of a Class Member (such as an estate, corporation or incompetent person) as a legal representative, please include your full name and the basis for your authority to act on behalf of the Class Member.

You cannot exclude yourself by telephone, facsimile or email. Requests for exclusion that do not comply with the above requirements will be considered invalid, unless otherwise accepted by the Court.

IF YOU DO NOT EXCLUDE YOURSELF BY THE DEADLINE ABOVE, YOU WILL REMAIN PART OF THE CLASS AND BE BOUND BY THE ORDERS OF THE COURT IN THIS LAWSUIT, INCLUDING THE FINAL JUDGMENT, WHETHER OR NOT IT IS FAVORABLE TO YOU AND/OR THE CLASS.

6. How Do I Find out More About This Lawsuit?

If you have any questions about this lawsuit or any matter raised in this Notice, please visit www.barclaysbankplcsecuritieslitigation.com or contact the Notice Administrator, Gilardi & Co. LLC, by calling toll free at (844) 330-1181, by writing to *In re Barclays Bank PLC Securities Litigation*, c/o Gilardi & Co. LLC, P.O. Box 43434, Providence, RI 02940-3434, or by sending an email to info@barclaysbankplcsecuritieslitigation.com. You may also contact Co-Class Counsel as listed above. Complete copies of the pleadings, orders and other documents that have been publicly filed in this Action may be examined and copied at any time during regular office hours at the Clerk of the Court, United States District Court for the Southern District of New York, located at the Daniel Patrick Moynihan Federal Building & United States Courthouse, 500 Pearl Street, New York, New York 10007, or obtained for a fee at www.pacer.gov.

7. Please Keep Your Address Current

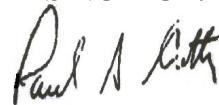
To assist the Court and the parties in maintaining accurate lists of Class Members, you are requested to mail notice of any changes in your address to the Notice Administrator at the address listed above. If this Notice was forwarded to you by the postal service, or if it was otherwise sent to you at an address that is not current, you should immediately contact the Notice Administrator at the above address or call the Notice Administrator toll free at (844) 330-1181 and provide them with your correct address. If the Notice Administrator does not have your correct address, you may not receive notice of important developments in this Action.

SECURITIES BROKERS AND NOMINEES

Nominees who purchased or otherwise acquired Barclays ADS, Series 5, pursuant or traceable to the offering that commenced on or about April 8, 2008 for the beneficial ownership of another are requested to, no later than ten (10) business days after receipt of this Notice, either (i) send the Notice to all such beneficial owners; or (ii) provide a list of names and addresses of all such beneficial owners to the Notice Administrator at *In re Barclays Bank PLC Securities Litigation*, c/o Gilardi & Co. LLC, P.O. Box 43434, Providence, RI 02940-3434, and the Notice Administrator will send a copy of the Notice to such beneficial owners. Upon FULL AND TIMELY compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Notice Administrator with proper documentation supporting the expenses for which reimbursement is sought.

**PLEASE DO NOT TELEPHONE OR CONTACT THE COURT OR CLERK OF
THE COURT REGARDING THIS NOTICE.**

DATED: April 24, 2017



BY ORDER OF THE COURT
THE HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____	X	
In re BARCLAYS BANK PLC SECURITIES	:	Master File No. 1:09-cv-01989-PAC
LITIGATION	:	
_____	:	<u>CLASS ACTION</u>
	:	
This Document Relates To:	:	
	:	
ALL ACTIONS.	:	
_____	X	

SUMMARY NOTICE OF PENDENCY OF CLASS ACTION

TO: ALL PERSONS OR ENTITIES WHO PURCHASED OR OTHERWISE ACQUIRED AMERICAN DEPOSITARY SHARES (“ADS”) SERIES 5, REPRESENTING NON-CUMULATIVE CALLABLE DOLLAR PREFERENCE SHARES OF BARCLAYS BANK PLC, SERIES 5, PURSUANT OR TRACEABLE TO THE PUBLIC OFFERING THAT COMMENCED ON OR ABOUT APRIL 8, 2008

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure, that the above-captioned securities class action lawsuit (the “Action”) is currently pending before the Honorable Paul A. Crotty, United States District Judge, Southern District of New York. On June 9, 2016, the Court certified a Class consisting of all persons or entities who purchased or otherwise acquired Barclays ADSs, Series 5 non-cumulative callable dollar preference shares pursuant or traceable to the April 8, 2008 public offering, and directed that notice of the Court’s certification of the Action as a class action on behalf of the Class be provided to such persons and entities. No resolution of the litigation has yet been reached.

If you purchased or otherwise acquired Barclays ADS, Series 5, pursuant or traceable to the April 8, 2008 public offering, your rights may be affected by this Action. If you have not received a copy of the detailed “Notice of Pendency of Class Action,” you may obtain a copy by contacting the Notice Administrator at: *In re Barclays Bank PLC Securities Litigation*, c/o Gilardi & Co. LLC, P.O. Box 43434, Providence, RI 02940-3434, or by downloading a copy at www.barclaysbankplcsecuritieslitigation.com. If you are a Class Member and did not receive the Notice by mail, please send your name and address to the Notice Administrator so that if any future notices are disseminated in connection with the Action, you will receive them.

Inquiries, other than requests for the Notice, may be made to Court-appointed Co-Class Counsel:

Andrew J. Brown, Esq.
**ROBBINS GELLER RUDMAN
& DOWD LLP**
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: (619) 231-1058
www.rgrdlaw.com

Andrew L. Zivitz, Esq.
**KESSLER TOPAZ MELTZER
& CHECK, LLP**
280 King of Prussia Road
Radnor, PA 19087
Telephone: (610) 667-7706
www.ktmc.com

If you are a Class Member, you have the right to decide whether to remain a member of the Class. *If you choose to remain a member of the Class, you do not need to do anything at this time other than retain your documentation reflecting your transactions in Barclays ADSs, Series 5 shares.* You will automatically be included in the Class, and you will be bound by the proceedings in this Action, including all past, present and future orders and judgments of the Court, whether favorable or unfavorable.

If you are a Class Member and **do not** wish to remain a member of the Class, you **must** take steps to exclude yourself from the Class. To exclude yourself from the Class, you must submit a written request for exclusion to the Notice Administrator **postmarked no later than _____, 2017**, in accordance with the instructions set forth in the mailed Notice. Pursuant to Rule 23(e)(4) of the Federal Rules of Civil Procedure, it is within the Court's discretion as to whether a second opportunity to request exclusion from the Class will be allowed if there is a settlement or judgment in the Action.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE.

DATED: _____, 2017

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

EXHIBIT C

NOTICE PLAN

In Re Barclays Bank Plc Securities Litigation Master File No. 1:09-CV-01989 (S.D.N.Y.)

1. The firm Gilardi & Co. LLC (“Notice Administrator”) is appointed and authorized to supervise and administer the notice procedure.

2. Barclays Bank PLC (“Barclays”) will use reasonable efforts to obtain (a) from the transfer agent for the Depository (The Bank of New York Mellon) with respect to the Barclays American Depositary Shares, Series 5, representing non-cumulative callable dollar preference shares (the “Series 5 ADS”), a list of names and addresses of holders of Series 5 ADS as of June 30, 2008 (the earliest date for which the transfer agent has such a list), and (b) from Depository Trust Company (“DTC”), DTC’s list of banks and brokers that were participants within DTC holding Series 5 ADS as of January 29, 2010 (the earliest date for which DTC has such a list). Barclays will use reasonable efforts to provide these lists to the Notice Administrator within ten (10) business days of entry of the [Proposed] Order Granting Lead Plaintiff’s Motion to Approve the Form and Manner of Class Notice.

3. The Notice Administrator shall, not later than ten (10) business days from receipt of the names and addresses provided pursuant to paragraph 2 above, send through the United States mail, by first class mail, the form of Notice of Pendency of Class Action (“Notice”), substantially in the form attached as Exhibit A to the Motion, to each holder identified on the lists referenced in paragraph 2 above (the “Notice Date”).

4. In addition, the Notice Administrator shall use reasonable efforts to give notice to brokerage firms, banks, institutions, investment funds, investment companies, investment advisors, investment portfolios, mutual fund trusts, mutual investment funds, investment managers, and any

other persons who are or who claim to be nominees that purchased or otherwise acquired Series 5 ADS pursuant or traceable to the public offering that commenced on or about April 8, 2008 for the benefit of another person. Such nominees shall be requested to either: (a) send the Notice to all such beneficial owners of Series 5 ADSs, within ten (10) business days after receipt of the Notice; or (b) send a list of the names and addresses of such beneficial owners to the Notice Administrator within ten (10) calendar days after receipt of the Notice, in which case the Notice Administrator shall promptly mail the Notice to such beneficial owners. Upon full and timely compliance with these directions, such nominees may seek reimbursement from the Notice Administrator of their reasonable expenses actually incurred by providing the Notice Administrator with proper documentation supporting the expenses for which reimbursement is sought. Any disputes with respect to the reasonableness or documentation of expenses incurred shall be subject to review by the Court.

5. In addition, contemporaneously with the mailing of the Notice, the Notice Administrator shall cause a copy of the Notice to be posted on the website designated for this lawsuit, www.barclaysbankplcsecuritieslitigation.com, from which Class Members may download copies of the Notice.

6. In addition, the Notice Administrator shall cause to be published on one occasion in the national edition of *The Wall Street Journal* and once over a national newswire service the Summary Notice of Pendency of Class Action (“Summary Notice”), substantially in the form attached as Exhibit B to the Motion, not later than seven (7) calendar days after the mailing of the Notice, which will give those who did not receive the Notice an opportunity to request it and to protect their rights in this Action.

7. The Notice and Summary Notice shall provide an address for the purpose of receiving requests for exclusion from the Class and the Notice provides the requirements for requesting exclusion. A request for exclusion shall not be effective unless it provides the required information (as set forth in the Notice) and is made within the allotted time, or the request for exclusion is otherwise accepted by the Court. Within ten (10) calendar days after the period allowed for Class Members to request exclusion has expired, Co-Class Counsel shall file with the Court an affidavit containing proof of mailing of the Notice and proof of publication of the Summary Notice and setting forth a list of all persons and entities who have requested exclusion from the Class and serve copies of the same on all parties.

8. The deadline for requesting exclusion from the Class shall be 60 calendar days after the Notice Date.

9. Except for the costs associated with obtaining the names and addresses referenced in paragraph 2 above, the costs of the notice process shall be borne by Co-Class Counsel.