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CARPENTERS PENSION TRUST FUND OF ST. LOUIS, et al., Individually and on Behalf of All Others Similarly Situated,	:	Civil Action No. 1:12-cv-05329-SAS
	:	<u>CLASS ACTION</u>
Plaintiffs,	:	
vs.	:	
BARCLAYS PLC, et al.,	:	
Defendants.	:	
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**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION**

**TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED AMERICAN DEPOSITARY SHARES (“ADS”) OF BARCLAYS PLC (“BARCLAYS”) DURING THE PERIOD BETWEEN JULY 10, 2007 AND JUNE 27, 2012, INCLUSIVE (“CLASS PERIOD”), YOU COULD RECEIVE A PAYMENT FROM A CLASS ACTION SETTLEMENT. CERTAIN PERSONS ARE EXCLUDED FROM THE DEFINITION OF THE CLASS AS SET FORTH BELOW.**

A federal court authorized this Notice. This is not a solicitation from a lawyer.

- **Security and Time Period:** You are a Class Member if you purchased or otherwise acquired Barclays ADS during the Class Period and you are not excluded from the Class.<sup>1</sup> The exclusions from the Class are described below in response to Question 6.
- **Settlement Fund:** \$14,000,000 in cash, plus any interest earned. If you are a Class Member, your recovery will depend on the timing of your purchases, acquisitions, and sales of Barclays ADS during the Class Period, and on any Barclays ADS that you held at the beginning of the Class Period. Based on the information currently available to the Class Representatives and the analysis performed by their damages consultants, it is estimated that if Class Members submit claims for 100% of the eligible Barclays ADS for distribution under the Plan of Allocation (described below), the estimated average distribution per ADS will be approximately \$0.21 before deduction of Court-approved fees and expenses, including the cost of notifying Class Members and settlement administration and any attorneys’ fees and expenses awarded by the Court to counsel for the Class Representatives and any award to the Class Representatives for their representation of the Class. Historically, actual claims rates are less than 100%, which result in higher distributions per share. A Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by that claimant’s recognized claim as compared to the total recognized claims of all Class Members who submit valid Proof of Claim and Release forms (“Proof of Claim”).
- **Reasons for Settlement:** Avoids the costs and risks associated with continued litigation, including the danger of no recovery.
- **If the Case Had Not Settled:** Continuing with the case could have resulted in a loss at summary judgment, trial or any subsequently filed appeal. The two sides vigorously disagree on both liability and the amount of money that could have been recoverable if the Class Representatives prevailed at trial. The parties disagree about, among other things: (1) whether Defendants knew the alleged false statements were false when made; (2) the method for determining whether the price of Barclays ADS was artificially inflated during the relevant period; (3) whether there was any such inflation and the amount of any such alleged inflation; (4) that there was any wrongdoing on the part of Defendants; (5) the extent that various facts alleged by the Class Representatives influenced the trading price of Barclays ADS during the Class Period; and (6) whether the facts alleged were material, false, misleading or otherwise actionable under the federal securities laws.
- **Attorneys’ Fees and Expenses:** Court-appointed Lead Counsel will ask the Court for attorneys’ fees of 30% of the Settlement Fund and expenses not to exceed \$1.2 million, to be paid from the Settlement Fund plus interest. The Class Representatives’ counsel have not received any payment for their work since the case began, investigating the facts, prosecuting this Litigation, and negotiating this Settlement on behalf of the Class Representatives and the Class. The Class Representatives may each seek up to \$10,000 in time and expenses in representing the Class. If the above amounts are requested and approved by the Court, the average cost per ADS will be approximately \$0.08.

<sup>1</sup> This Notice incorporates by reference the definitions in the Stipulation of Settlement dated as of November 24, 2015 (“Stipulation”), and all capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation. The Stipulation can be accessed at [www.barclayssecuritieslitigation.com](http://www.barclayssecuritieslitigation.com).

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
<b>Submit a Proof of Claim and Release Form</b>	The only way to get a payment.
<b>Go to a Hearing</b>	Ask to speak in Court about the fairness of the Settlement.
<b>Do Nothing</b>	Get no payment. Give up your rights.
<b>Exclude Yourself</b>	Get no payment. This is the only option that allows you to ever bring a lawsuit against Defendants or their Related Parties concerning the legal claims at issue in this case.
<b>Object</b>	Write to the Court about why you do not like the Settlement.

- The following **deadlines** apply to your rights and options in this Litigation:
  - Submit Claim: **March 21, 2016**
  - Request Exclusion: **February 22, 2016**
  - File Objection: **February 22, 2016**
  - Court Hearing on Fairness of Settlement: **March 14, 2016**
- The Court in charge of this case must decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and, if there are any appeals, after appeals are resolved. Please be patient.

More information:

*Barclays Securities Litigation*  
 Claims Administrator  
 c/o Gilardi & Co. LLC  
 P.O. Box 8040  
 San Rafael, CA 94912-8040  
 1-844-535-0113  
 www.barclayssecuritieslitigation.com

Rick Nelson  
 Shareholder Relations  
 Robbins Geller Rudman & Dowd LLP  
 655 West Broadway, Suite 1900  
 San Diego, CA 92101  
 1-800-449-4900

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## BASIC INFORMATION

### 1. Why did I receive this notice package?

You may have purchased or otherwise acquired ADS of Barclays between July 10, 2007 and June 27, 2012, inclusive.

The Court directed that this Notice be sent to you because you have a right to know about the proposed Settlement of this class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement.

If the Court approves the Settlement, and after any objections or appeals are resolved, the Claims Administrator appointed by the Court will make the payments that the Settlement allows.

This Notice explains the lawsuit, the Settlement, Class Members' legal rights, what benefits are available, who is eligible for them and how to get them.

The Court in charge of the case is the United States District Court for the Southern District of New York (the "Court"), and the case is known as *Carpenters Pension Trust Fund of St. Louis v. Barclays PLC*, Civil Action No. 1:12-cv-05329-SAS (S.D.N.Y.).

### 2. What is this lawsuit about?

The Class Representatives' allegations pertain to conduct relating to Barclays' London Interbank Offered Rate ("LIBOR") submissions. LIBOR rates serve as benchmark interest rates for financial transactions all over the world. The published LIBOR rates for several currencies and borrowing periods have been calculated daily based on daily submissions made by designated panels of banks, including Barclays.

The Class Representatives allege that, during the Class Period, Defendants made false and misleading statements regarding, among other things, U.S. Dollar LIBOR submissions that attempted to influence the market's perception of Barclays' financial health and liquidity. The complaint was brought on behalf of a proposed class consisting of all persons and entities that purchased Barclays ADS during the Class Period.

The Class Period ends on June 27, 2012, when Barclays issued a press release announcing that it had entered into settlement agreements with each of the United Kingdom's Financial Services Authority, the U.S. Commodity Futures Trading Commission, and the U.S. Department of Justice, in connection with those authorities' investigations into Barclays' conduct relating to LIBOR and other benchmark interest rate submissions.

All Defendants deny each and all of the claims and contentions of wrongdoing alleged by the Class Representatives in the Litigation. Defendants also contend that any losses suffered by Class Members were not caused by any false or misleading statements by Defendants. Defendants also maintain that they have meritorious defenses to all claims that were raised or could have been raised in the Litigation.

The parties have engaged in extensive motion practice and discovery, and on September 10, 2015, attended a mediation session before the Honorable John S. Martin (Ret.), a retired United States District Court Judge. With the continued assistance of Judge Martin following that mediation, and after arm's-length negotiations, the parties reached an agreement in principle to settle the Litigation.

### 3. Why is this a class action?

In a class action, one or more people called plaintiffs (in this case Carpenters Pension Trust Fund of St. Louis and St. Clair Shores Police & Fire Retirement System, who were appointed by the Court as the Class Representatives) sue on behalf of people who have similar claims. Here, all these people are called the Class or Class Members. One court resolves the issues for all Class Members, except for those who timely and validly exclude themselves from the Class.

### 4. Why is there a settlement?

There has not been a final resolution of this Litigation in favor of the Class Representatives or Defendants. Instead, all parties agreed to the Settlement with the assistance of the Honorable John S. Martin (Ret.), an experienced and highly respected mediator of complex actions like this. By agreeing to the Settlement, the parties avoid the cost and uncertainty of further litigation, including a trial (and any further appeals), and allow eligible Class Members who submit valid claims to receive a payment. Defendants have denied the claims asserted against them in the Litigation and deny having engaged in any wrongdoing or violation of law of any kind whatsoever. The Class Representatives and their attorneys believe the Settlement is in the best interests of the Class.

## WHO IS IN THE SETTLEMENT?

To see if you will receive money from this Settlement, you first have to determine if you are a Class Member.

### 5. How do I know if I am part of the Settlement?

The Class includes all Persons who purchased or otherwise acquired ADS of Barclays between July 10, 2007 and June 27, 2012, inclusive, except those Persons and entities that are excluded, as described below.

## **6. What are the exceptions to being included?**

Class Members do not include Defendants, members of the immediate families of each of the Individual Defendants, any person, firm, trust, corporation, officer, director, or other individual or entity in which any Defendant has a controlling interest, or which is related to or affiliated with any of Defendants, and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party. You are also not a Class Member if you timely and validly request exclusion from the Class pursuant to this Notice.

## **7. I'm still not sure if I am included.**

If you are still not sure if you are included, you can ask for free help. You can call Rick Nelson of Robbins Geller Rudman & Dowd LLP at 1-800-449-4900 or visit [www.barclayssecuritieslitigation.com](http://www.barclayssecuritieslitigation.com) or contact the Claims Administrator at 1-844-535-0113 for more information.

## **THE SETTLEMENT BENEFITS – WHAT YOU GET**

### **8. What does the Settlement provide?**

In exchange for the release of the Released Claims against each of Defendants and their Related Parties, as well as dismissal of the Litigation as against Defendants, Defendants have agreed to pay \$14,000,000 in cash. The balance of this fund after payment of Court-approved attorneys' fees and expenses, and Class Representatives' time and expenses in representing the Class, taxes, and the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing newspaper notice (the "Net Settlement Fund") will be divided among all eligible Class Members who send in a valid Proof of Claim. The Proof of Claim is described in more detail below in response to Question 10.

### **9. How much will my payment be?**

Your share of the fund will depend on the number of Barclays ADS represented by valid claims made by Class Members and the amount of those claims and the number of Barclays ADS you held, and when you purchased, acquired, and sold them. Class Representatives' counsel estimate that if all Class Members submit claims for 100% of the shares eligible for distribution under the Plan of Allocation (the "Plan" or "Plan of Allocation") described below, the estimated average distribution will be approximately \$0.21 per ADS before the deduction of Court-approved fees and expenses, as described in Question 17 below (estimated to be approximately \$0.08 per ADS), and the cost of notice and claims administration. Historically, fewer than all eligible investors submit claims, resulting in higher average distributions per share.

The Net Settlement Fund will be distributed to Class Members who submit valid, timely Proofs of Claim ("Claimants") under the Plan of Allocation. The Plan provides that Claimants will be eligible to participate in the distribution of the Net Settlement Fund only if Claimants have a net investment loss.

To the extent there are sufficient funds in the Net Settlement Fund, each Claimant will receive an amount equal to the Claimant's "Claim" as defined below. If, however (and as is more likely), the amount in the Net Settlement Fund is not sufficient to permit payment of the total Claim of each Claimant, then each Claimant shall be paid the percentage of the Net Settlement Fund that each Claimant's Claim bears to the total of the Claims of all Claimants. Payment in this manner shall be deemed conclusive against all Claimants.

The Plan has been prepared by Class Representatives' counsel with the assistance of their damages consultants.

### **PLAN OF ALLOCATION**

The calculation of Claims below is not an estimate of the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Claimants. The allocation below is based on the June 28, 2012 Market Adjusted Price Decline of \$1.28, as well as the statutory PSLRA 90-day look-back amount of \$10.16. A Claim will be calculated as follows:

For ADS of Barclays purchased, or acquired, on or between July 10, 2007 through June 27, 2012, the claim per ADS shall be as follows:

- a) If sold prior to June 28, 2012, the claim per ADS is zero.
- b) If retained at the end of June 27, 2012 and sold before September 25, 2012, the claim per ADS shall be the least of: (i) \$1.28 (June 28, 2012 Market Adjusted Price Decline); or (ii) the difference between the purchase price and the selling price; or (iii) the difference between the purchase price per ADS and the average closing price per ADS up to the date of sale as set forth in the table below.
- c) If retained, or sold, on or after September 25, 2012, the claim per ADS shall be the lesser of: (i) \$1.28 (June 28, 2012 Market Adjusted Price Decline); or (ii) the difference between the purchase price per ADS and \$10.16 per ADS.

<b>Date</b>	<b>Price</b>	<b>Average Closing Price</b>	<b>Date</b>	<b>Price</b>	<b>Average Closing Price</b>
28-Jun-12	\$9.47	\$9.47	13-Aug-12	\$10.10	\$9.09
29-Jun-12	\$9.00	\$9.24	14-Aug-12	\$10.13	\$9.12
2-Jul-12	\$9.41	\$9.30	15-Aug-12	\$10.08	\$9.15
3-Jul-12	\$9.21	\$9.27	16-Aug-12	\$10.32	\$9.19
5-Jul-12	\$9.13	\$9.25	17-Aug-12	\$10.61	\$9.23
6-Jul-12	\$8.97	\$9.20	20-Aug-12	\$10.54	\$9.26
9-Jul-12	\$8.94	\$9.16	21-Aug-12	\$10.81	\$9.30
10-Jul-12	\$8.97	\$9.14	22-Aug-12	\$10.85	\$9.34
11-Jul-12	\$8.96	\$9.12	23-Aug-12	\$10.59	\$9.37
12-Jul-12	\$8.85	\$9.09	24-Aug-12	\$10.42	\$9.40
13-Jul-12	\$8.95	\$9.08	27-Aug-12	\$10.47	\$9.42
16-Jul-12	\$8.69	\$9.05	28-Aug-12	\$10.44	\$9.45
17-Jul-12	\$8.78	\$9.03	29-Aug-12	\$10.33	\$9.47
18-Jul-12	\$8.80	\$9.01	30-Aug-12	\$10.15	\$9.48
19-Jul-12	\$8.97	\$9.01	31-Aug-12	\$10.22	\$9.50
20-Jul-12	\$8.66	\$8.99	4-Sep-12	\$10.10	\$9.51
23-Jul-12	\$8.37	\$8.95	5-Sep-12	\$10.12	\$9.52
24-Jul-12	\$8.16	\$8.91	6-Sep-12	\$10.82	\$9.55
25-Jul-12	\$8.14	\$8.86	7-Sep-12	\$11.58	\$9.59
26-Jul-12	\$8.47	\$8.85	10-Sep-12	\$11.51	\$9.63
27-Jul-12	\$9.23	\$8.86	11-Sep-12	\$12.06	\$9.68
30-Jul-12	\$9.28	\$8.88	12-Sep-12	\$12.21	\$9.72
31-Jul-12	\$9.14	\$8.89	13-Sep-12	\$12.61	\$9.78
1-Aug-12	\$9.11	\$8.90	14-Sep-12	\$13.02	\$9.84
2-Aug-12	\$8.78	\$8.90	17-Sep-12	\$12.97	\$9.89
3-Aug-12	\$9.32	\$8.91	18-Sep-12	\$12.81	\$9.94
6-Aug-12	\$9.58	\$8.94	19-Sep-12	\$12.95	\$9.99
7-Aug-12	\$9.73	\$8.97	20-Sep-12	\$12.73	\$10.04
8-Aug-12	\$9.83	\$9.00	21-Sep-12	\$12.67	\$10.08
9-Aug-12	\$9.85	\$9.03	24-Sep-12	\$12.52	\$10.12
10-Aug-12	\$10.12	\$9.06	25-Sep-12	\$12.39	\$10.16

The First-In, First-Out (“FIFO”) method will be applied to such holdings, purchases, acquisitions, and sales for purposes of calculating a Claim. Investment gains achieved in connection with transactions in Barclays ADS will be offset against losses suffered in connection with transactions in Barclays ADS in calculating Claimants’ losses. Although short sales will have no recognized loss under the Plan, any recognized gain attributable to such short sales will be used to offset recognized losses from other transactions. Furthermore, market gains or losses attributable to short sales will be calculated as part of the market gain or loss calculation.

A Claimant will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net loss, after all profits from transactions in Barclays ADS during the Class Period are subtracted from all losses from transactions in Barclays ADS during the Class Period. However, the proceeds of Barclays ADS held at the beginning of the Class Period will not be used in the calculation of such net loss.

Barclays ADS acquired by means of a gift, inheritance or operation of law shall only be considered if the donor, decedent or transferor does not submit a claim form with respect to the shares. In such instances, the recipient must provide documentation of the original purchase in addition to the transfer.

Payment pursuant to the Plan shall be conclusive against all Claimants. No Person shall have any claim against Class Representatives’ counsel, the Claims Administrator, Defendants and their Related Parties, or any Person designated by Class Representatives’ counsel based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan, or further order(s) of the Court. All Class Members who fail to complete and file a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the

Court or provided by the Stipulation of Settlement) but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

### **HOW YOU OBTAIN A PAYMENT – SUBMITTING A PROOF OF CLAIM AND RELEASE FORM**

#### **10. How will I obtain a payment?**

To qualify for payment, you must be an eligible Class Member, send in a valid claim form and properly document your Claim as requested in the claim form. A claim form is enclosed with this Notice. You may also obtain a Proof of Claim at [www.barclayssecuritieslitigation.com](http://www.barclayssecuritieslitigation.com). Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it and mail or submit it online **no later than March 21, 2016**. The claim form may be submitted online at [www.barclayssecuritieslitigation.com](http://www.barclayssecuritieslitigation.com).

#### **11. When will I receive my payment?**

The Court will hold a hearing on March 14, 2016 to decide whether to approve the Settlement. If the Court approves the Settlement, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps several years. It also takes time for all Proofs of Claim to be processed. If there are no appeals and depending on the number of claim forms to be processed, the Claims Administrator could distribute the Net Settlement Fund as early as nine months after the fairness hearing. Please be patient.

#### **12. What am I giving up to receive a payment or stay in the Class?**

Unless you timely and validly exclude yourself, you are staying in the Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against Defendants or their Related Parties about the Released Claims in this case. It also means that all of the Court's orders will apply to you and legally bind you, and you will release your claims in this case against Defendants and their Related Parties. The terms of the release are included in the enclosed claim form.

### **EXCLUDING YOURSELF FROM THE SETTLEMENT**

If you do not want a payment from this Settlement, and you want to keep the right to sue or continue to sue Defendants and their Related Parties on your own for the Released Claims in this case, then you must take steps to remove yourself from the Class. This is called excluding yourself or is sometimes referred to as opting out of the Class.

#### **13. How do I get out of the Class?**

To exclude yourself from the Settlement, you must send a letter by mail saying that you want to be excluded from the Class in *Carpenters Pension Trust Fund of St. Louis v. Barclays PLC*, Civil Action No. 1:12-cv-05329-SAS (S.D.N.Y.). You must provide the following information: (a) name; (b) address; (c) telephone number; (d) amount of Barclays ADS purchased, acquired and/or sold between July 10, 2007 and June 27, 2012, inclusive; (e) prices paid or received for such Barclays ADS; (f) the date of each purchase, acquisition or sale transaction; and (g) a statement that you wish to be excluded from the Class. **You must mail your exclusion request postmarked no later than February 22, 2016 to:**

*Barclays Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 8040  
San Rafael, CA 94912-8040

You cannot exclude yourself on the phone or by e-mail. If you ask to be excluded, you will not receive any settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit.

#### **14. If I do not exclude myself, can I sue Defendants and their Related Parties for the same thing later?**

No. Unless you timely and validly exclude yourself, you give up any right to sue Defendants and their Related Parties for any and all of the Released Claims in this Settlement. If you have a pending lawsuit against any of the Defendants or their Related Parties, speak to your lawyer in that case immediately. **Remember, the exclusion deadline is February 22, 2016.**

#### **15. If I exclude myself, can I receive money from this Settlement?**

No. If you exclude yourself, do not send in a Proof of Claim. But you may be able to sue, continue to sue, or be part of a different lawsuit against Defendants and their Related Parties.

## THE LAWYERS REPRESENTING YOU

### 16. Do I have a lawyer in this case?

Yes. The Court appointed Robbins Geller Rudman & Dowd LLP to represent you and the other Class Members. These lawyers are called Lead Counsel or Class Counsel. You will not be charged directly for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

### 17. How will the lawyers be paid?

Since this Litigation began in 2012, Class Representatives' counsel have not been paid for their services or for their substantial expenses on behalf of the Class Representatives and the Class. The fee requested is to compensate Class Representatives' counsel for their work investigating the facts, litigating the case, and negotiating the Settlement.

Class Representatives' counsel will ask the Court to approve the payment of expenses incurred of no more than \$1.2 million and a payment of 30% of the Settlement Fund for attorneys' fees, plus interest. The fee requested is within the range of fees awarded to class counsel in similar cases. Class Representatives' counsel may also seek the Court's approval to award each of the Class Representatives reasonable costs and expenses directly relating to the representation of the Class in an amount not to exceed \$10,000, each. The Court may award less than these amounts.

## OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or any part of it.

### 18. How do I tell the Court that I do not like the Settlement?

If you are a Class Member, you can object to the Settlement if you do not like any part of it, including the Plan of Allocation, counsel's request for an award of attorneys' fees and expenses, or the Class Representatives' request for an award for their time and expenses in representing the Class. You can state the reasons why you think the Court should not approve any of the relief sought. The Court will consider your views. To object, you must send a letter saying that you object to the Settlement in *Carpenters Pension Trust Fund of St. Louis v. Barclays PLC*, Civil Action No. 1:12-cv-05329-SAS (S.D.N.Y.). Be sure to include your name, address, telephone number, your signature, the number of Barclays ADS purchased, acquired, and/or sold between July 10, 2007 and June 27, 2012, inclusive, and the reason(s) why you object to the Settlement. **Mail the objection to the Court, Lead Counsel, and Defense Counsel postmarked no later than February 22, 2016:**

COURT	LEAD COUNSEL	DEFENSE COUNSEL
Clerk of the Court UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK Daniel Patrick Moynihan United States Courthouse 500 Pearl Street New York, NY 10007	David A. Rosenfeld ROBBINS GELLER RUDMAN & DOWD LLP 58 South Service Road Suite 200 Melville, NY 11747	Matthew J. Porpora SULLIVAN & CROMWELL LLP 125 Broad Street New York, NY 10004

### 19. What is the difference between objecting and excluding?

Objecting is simply telling the Court that you do not like something about the Settlement. You can object **only** if you stay in the Class.

Excluding yourself is telling the Court that you do not want to be paid and do not want to release any claims you think you may have against Defendants and their Related Parties. If you exclude yourself, you cannot object to the Settlement because it does not affect you.

## THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but you do not have to.

### 20. When and where will the Court decide whether to approve the Settlement?

The Court will hold a fairness hearing at **4:30 p.m., on March 14, 2016**, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them, even if you do not ask to speak at the hearing. The Court will listen to people who have asked to speak at the hearing. The Court will also consider whether to approve the Plan of Allocation, counsel's fee and expense requests, and the request of Class Representatives for an award for their time and expenses in representing the Class. The Court may decide the issues at the hearing or take them under consideration. We do not know how long these decisions will take.

**21. Do I have to come to the hearing?**

No. Lead Counsel will answer questions the Court may have. But you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary.

**22. May I speak at the hearing?**

You may ask the Court for permission to speak at the fairness hearing. To do so, you must send a letter saying that it is your intention to appear in *Carpenters Pension Trust Fund of St. Louis v. Barclays PLC*, Civil Action No. 1:12-cv-05329-SAS (S.D.N.Y.). Be sure to include your name, address, telephone number, the number of Barclays ADS purchased or acquired between July 10, 2007 and June 27, 2012, inclusive, and your signature. **Your notice of intention to appear must be postmarked no later than February 22, 2016, and addressed to the Clerk of the Court, Lead Counsel, and Defense Counsel**, at the addresses listed above in Question 18.

You cannot speak at the hearing if you exclude yourself from the Class.

**IF YOU DO NOTHING**

**23. What happens if I do nothing at all?**

If you do nothing, you will not receive any money from this Settlement. In addition, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants and their Related Parties about the Released Claims in this case.

**GETTING MORE INFORMATION**

**24. Are there more details about the Settlement?**

This Notice summarizes the proposed Settlement. More details are in the Stipulation of Settlement dated as of November 24, 2015. You can obtain a copy of the Stipulation by writing to or calling Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900 or from the Clerk's office at the United States District Court for the Southern District of New York, 500 Pearl Street, New York, NY 10007 during regular business hours. The Stipulation may also be downloaded at [www.barclayssecuritieslitigation.com](http://www.barclayssecuritieslitigation.com).

**25. How do I get more information?**

You can call 1-800-449-4900 or write to Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101 or visit [www.barclayssecuritieslitigation.com](http://www.barclayssecuritieslitigation.com).

**SPECIAL NOTICE TO NOMINEES**

The Court has ordered that if you held any Barclays ADS purchased or acquired between July 10, 2007 and June 27, 2012, inclusive, as nominee for a beneficial owner, then, within ten days after you receive this Notice, you must either: (1) send a copy of this Notice by first-class mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

*Barclays Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 8040  
San Rafael, CA 94912-8040

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice upon submission of appropriate documentation to the Claims Administrator.

**DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE**

DATED: December 4, 2015

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