

**AMENDMENT TO FEBRUARY 28, 2018 AGREEMENT BETWEEN THE  
DEPARTMENT OF JUSTICE, CRIMINAL DIVISION, FRAUD SECTION  
AND BARCLAYS PLC**

WHEREAS, the February 28, 2018 agreement between the Department of Justice, Criminal Division, Fraud Section (the "Fraud Section") and Barclays PLC ("Barclays") required Barclays by May 29, 2018 (or any period thereafter that is mutually agreeable to both Barclays and the Fraud Section), to pay \$12,896,011 to the U.S. Treasury, less any restitution paid to Hewlett-Packard Company ("HP");

WHEREAS, Barclays has engaged in negotiations with HP concerning a restitution payment, however, it is unlikely a settlement between Barclays and HP will be achieved prior to May 29, 2018;

ACCORDINGLY, the Fraud Section and Barclays agree to the following:

1. Within 30 days from the date of this Amendment, Barclays will transfer \$12,896,011 to an irrevocable escrow account controlled by a law firm that does not represent any entity in connection with this matter, and will inform the Fraud Section of the location of the escrow account.


2. Under the terms of the escrow, these funds will be held in an Interest on Lawyer Account ("IOLA") for a period of twelve months from the date of this Amendment, after which time any funds that remain in the account must be transferred by the escrow agent to the U.S. Treasury. Prior to that time, the escrow agent would be directed, under the terms of the escrow, to pay to HP (or its successors, subsidiaries, affiliates, or assigns) any amount of restitution agreed to by Barclays and HP in a settlement agreement (or as set forth in a judgment entered against Barclays).

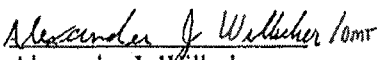
3. All interest accrued on the funds shall be directly transmitted to the IOLA Fund according to the terms of the IOLA program and shall not be payable to the U.S. Treasury or HP.

4. Barclays shall notify the Fraud Section within fourteen days of the initiation of any litigation, arbitration, or other action related to this matter, or the entry of any settlement or agreement between Barclays and HP which relates to this matter.

IN WITNESS WHEREOF, the Fraud Section and Barclays have caused this amendment to be signed this 7<sup>th</sup> day of May, 2018.

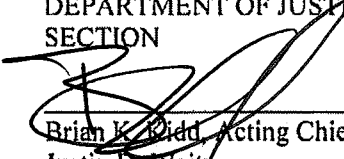
BARCLAYS PLC

  
Matthew S. Fitzwater  
Global Head of Litigation,  
Investigations and Enforcement  
Barclays PLC

  
Alexander J. Willscher  
Sullivan & Cromwell LLP

Joel S. Green  
Wilmer Cutler Pickering Hale and Dorr  
LLP  
*Counsel for Barclays PLC*

DEPARTMENT OF JUSTICE, FRAUD  
SECTION

  
Brian K. Ridd, Acting Chief  
Justin D. Weitz  
Brian R. Young  
Assistant Chiefs  
Securities and Financial Fraud Unit  
Fraud Section