## Peter Z. Sivere

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The Corporate Communications Department Barclays Bank PLC 745 Seventh Avenue New York, NY 10019 USA

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Dear Barclays Board of Directors,

I am a current employee (compliance officer) of the Bank. For the past two years, I have been raising concerns that can be identified in EthicsPoint Investigative File #2904265015.

I have been assured that my concerns have been investigated as indicated in the attached letter (Tel.docx) from The Global Compliance Whistleblowing Team, dated January 28, 2015.

I would like to bring to your attention the attached highlighted portion of Barclays Annual Report – 2014 (Annual Report -2014.pdf).

I am concerned that the Board is not aware of EthicsPoint Investigative File #2904265015. In particular, I am concerned about certain advice and financial transactions Barclays provided to Hewlett-Packard in its acquisition of Autonomy prior to, during and after August 18, 2011, in which Barclays was subsequently named in several legal actions commencing in May 2013. Some of those concerns included confidentiality around FX trades, confidentiality around Contracts for Difference (CFD) trades and certain representations Barclays made to Hewlett-Packard in regard to a £5 billion (\$8.3 billion) Bridge Credit Agreement that was pegged to a possible manipulated LIBOR rate entered into on August 18, 2011 between Hewlett-Packard and Barclays.

Barclays represented to Hewlett-Packard, among other things that it had "ethical wall" procedures intended to protect against the <u>unlawful</u> use of confidential information. That was not true in 2011, as I flagged several breaches during the transaction that can now be verified, in part, by the plea agreement that Barclays has recently entered into with the DOJ.

Again, I have been assured by The Global Compliance Whistleblowing Team that my concerns have been investigated, which would have included this particular transaction known as "Project Tesla."

After reading Barclays Annual Report - 2014, I reviewed several other companies' filings and none of them had as much focus and concern about the adequacy and effectiveness of their whistleblowing processes as Barclays did.

In regard to EthicsPoint Investigative File #2904265015 and the information provided by me including but not limited to Project Tesla, I wanted to alert the Board (above and beyond what is expected from me using the EthicsPoint reporting mechanism) of my concerns while Barclays is currently in the process of engineering further improvements in the information that it is presenting to the Board, in particular, information regarding potential <u>fraud</u> raised by compliance whistleblowers, such as myself.

There is a Fairness Hearing on July 24, 2015, Federal Court in San Francisco, U.S. District Court Judge Charles Breyer regarding the approval of a \$100 million settlement relating to Project Tesla, in which Barclays is a party.

I believe that Barclays Compliance has not scrutinized certain "other derivative" transactions entered into with Hewlett-Packard surrounding Project Tesla. I believe that Barclays Board is not aware of my concerns regarding potential <u>fraud</u>. The Serious Fraud Office (SFO) has concluded that there was nothing sinister about Autonomy's accounting and dropped its investigation against it this past January. It is my opinion that the Hewlett-Packard write down of \$8.8 billion of Autonomy in 2012 was caused by "other derivative" transactions that were sinister and covered up by both Hewlett-Packard and Barclays. Some of these transactions included FX trades, a dollar/sterling option and CFD's traded prior to the announcement (and also the bridge loan pegged to a possible manipulated LIBOR rate). The unwinding of such derivative transactions most likely occurred during 2012 which should have raised suspicions of what exactly the Hewlett-Packard write down was related to if not for Autonomy's purported accounting improprieties, misrepresentations and disclosure failures

I have raised these concerns only internally and looked for Barclays to live up to its public pronouncements of a commitment to identifying and addressing unlawful and unethical conduct.

Barclays' position is that the information that I submitted through EthicsPoint has been and continues to be handled in accordance with their processes and they will not give me any assurances that the Board has been made aware of my concerns.

Peter Sivere