euroclear

CREST Security Application Form

Application for permission for a security to be transferred by means of the CREST relevant system
(One form should be completed for each individual line of security. Please note that there are separate forms for Guernsey shares and certain covered warrants)

Note that boxes 2, 3a, 3b, 3d, 3e, 3f, 3g, 3h, 3i, 4, 5, 7, 8a, 9 and 10 of this form represent the information that will be used for system purposes. All other information on this form is for internal purposes only.

Section A: Details of security for which permission is sought

1. The Issuer — *Please insert the name of the issuing company below.*

The Issuer:	BARCLAYS BANK PLC

hereby applies for permission for title to units of the security described below to be transferred by means of the CREST relevant system as established under the Uncertificated Securities Regulations 2001; (or, as appropriate, those established under the Jersey, Irish, or Isle of Man laws referred to in 13(f) below) and subject to the rules and requirements of Euroclear UK & Ireland Limited ('EUI') from time to time.

2. Description of security — *Insert full description and denomination of the security below. This will be how the security will be described in the system*

BARCLAYS STRUCTURED INVESTMENT
MANAGEMENT PLAN LINKED TO EQUITY
NOTES (SIMPLE 1287) DUE MAY 2016

Please insert the ISIN for the security. (Your corporate broker or registrar will be able to advise you of this)

3a. ISIN	G B 0 0 B 4 3 Z S 8 3 3
3b. Is the security a Debt Instrument or Equity?	DEBT INSTRUMENT
3c. Type of security, e.g. ordinary shares, debenture, bond, warrant, unit trust, nil/fully paid rights, depository interest, etc.	NOTES

Please refer to the application procedures.

3d. Balance decimal places	
4a. Security Start Date	3 / Jun / 2011
4b. When Issued Dealing Start Date (if applicable)	3 / Jun / 2011

Minimum Transferable Quantity. Registrar can confirm.

3e. Units of Transfer	£1
3f. Minimum Transfer Amount	£1 **
3g. Nat Declaration Required	NO
3h. Security Stamp Exempt	YES
3i. DBV Allowed	YES

** (Default value if increment is 1)

Please enter registered office of the issuer. Issuers not incorporated in the UK must also, unless incorporated within the EU, specify the address of a body corporate incorporated in England and Wales appointed as their agent for service of process.

5. Registered office of issuer and details of agent for service. This address will be used if EUI needs to communicate with the issuer after admission.

1 CHURCHILL PLACE, LONDON, E14 5HP

6. Contact name and address — *Please specify a contact name, telephone and fax number for this application*

JEHAN BUHARI, BARCLAYS CAPITAL, 5 NORTH COLONNADE, CANARY WHARF, LONDON, E14 4BB

Contact telephone number	0203 134 1078	**Contact fax number**	0207 516 3082

7. Registrar ID	R009

Completed forms should be sent to your registrar (as indicated in Box 7a) or receiving agent.

7a. Registrar's full name and address — *Please insert the full name and address of the registrar for the security.*

COMPUTERSHARE INVESTOR SERVICES PLC, THE PAVILIONS, BRIDGEWATER ROAD, BRISTOL, BS13 8AE

Leave blank if Announcement Agent ID and Registrar ID (Box 7) are the same.

8. Announcement Agent's full name and address	**8a. Announcement Agent ID**	035

BARCLAYS CAPITAL, 1 CHURCHILL PLACE, LONDON, E14 5HP

9. Are dividend payments available through CREST?	NO		**10. Are dividend elections permitted?**	NO

Please refer to the application procedures.

11. Are all conditions fully satisfied?	NO

12. Please select from the list that which represents the jurisdiction of the security to which this application relates. (Please note there is a separate Security Application Form for Guernsey Applications)	United Kingdom-England & Wales

13. Is the Security subject to any transfer restrictions (for example, Reg S or Rule 144A under the US Securities Act 1933 or any requirement as to the nationality of the holder of the Security)? If yes , the Issuer's legal advisers must provide a memorandum containing certain confirmations. A pro forma memorandum is provided with this form (click on word icon below).	NO

14.

(a). The relationship between the issuer and EUI shall be governed by, and construed in accordance with, English law.

(b). For the benefit of EUI, the issuer irrevocably agrees that the courts of England shall have jurisdiction to hear and determine any suit, action or proceeding, and to settle any disputes, which may arise out of or in connection with the issuer becoming a participating issuer. For such purposes, the issuer irrevocably submits to the jurisdiction of the courts of England.

(c). The issuer irrevocably waives any objection which it might now or hereafter have to the courts referred to in paragraph 14(b) above being nominated as the forum to hear and determine any suit, action or proceeding, and to settle any disputes, which may arise out of or in connection with the issuer becoming a participating issuer and agrees not to claim that any such court is not a convenient or appropriate forum.

(d). The submission to the jurisdiction of the courts referred to in paragraph 14(b) shall not (and shall not be construed so as to) limit the right of EUI to take proceedings against the issuer in any other court of competent jurisdiction nor shall the taking of proceedings in any one or more jurisdictions preclude the taking of proceedings in any other jurisdiction, whether concurrently or not.

(e). The issuer acknowledges that the CREST Manual describes the CREST system and where relevant the CREST services, and that the CREST Manual may be changed from time to time.

(f). The issuer acknowledges the legal implications of the security identified in this Form becoming a participating security under the Uncertificated Securities Regulations 2001 of the United Kingdom or under the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 of Ireland or under the Companies (Uncertificated Securities) (Jersey) Order 1999 or under the Transfer of Securities Regulations 1996 of the Isle of Man (as appropriate).

(g). The issuer acknowledges and accepts that EUI's liability to the issuer (whether in relation to the security the subject of this application or any other security of the issuer) is limited and/or excluded in the manner set out in the CREST Manual from time to time.

(h). The issuer declares that all the conditions that are required to be fulfilled as set out in the CREST Rules and the Application Procedures prior to permission being granted for title to units of the security identified in this Form to be transferred by means of the CREST relevant system identified above have been fulfilled or will have been fulfilled when the issuer or its agent notifies EUI of satisfaction of any outstanding conditions. The issuer acknowledges that, if any conditions cease, in the opinion of EUI, to be satisfied, EUI may withdraw its permission for title to units of the security to be transferred by means of the CREST relevant system.

(i). The issuer undertakes to comply with the requirements of EUI applicable to it as the issuer of the security identified in this Form as set out or referred to in the CREST Rules and as the same may be extended, modified or varied from time to time in accordance with the CREST Manual. The issuer acknowledges and agrees that changes to the CREST Rules and the CREST Manual will not be notified to it directly and that it is for it to obtain such information as it requires from the registrar for the security.

(j). The issuer acknowledges and agrees that, where the register of uncertificated holders of the security is maintained by EUI pursuant to the UK Uncertificated Securities Regulations 2001, EUI maintains the register pursuant to the Regulations and does not do so as agent or other contractor of the issuer.

Signed .... Dated 03-Jun-11

Director or other duly authorised officer for and on behalf of

Name of issuer: BARCLAYS BANK PLC

Pro Forma Memo

To be sent to EUI from an issuer's legal advisers where the securities are restricted under the US Securities Act 1933, as amended.

Pro Forma US
Securities Memoranc