

To:

MPS Capital Services Banca per le Imprese S.p.A.

Viale Mazzini, 23

53100 Siena

K.attn.: Head of Structuring & Product Engineering Department

London, 1th April 2010

Dear Sirs,

With reference to our previous discussions and the Master Distribution Agreement executed between us on 23 December 2009, please see below our proposals of Confirmation Letter in relation to the public offer in Italy of the Securities denominated Barclays Bank PLC «“Fixed and Euribor Sticky Cap Maggio 2016” Note» to be issued under the Programme “Barclays Bank PLC Obbligazioni RATE” “Barclays Bank PLC Obbligazioni RATE con Opzioni Plain Vanilla” “Barclays Bank PLC Obbligazioni RATE con Opzioni Digitali” e “Barclays Bank Bank PLC Obbligazioni RATE con Opzioni Lookback, Himalaya, Rainbow, Best Of, Napoleon, Worst of”. If you agree with such proposal please copy it in its entirety on your letterhead and return it to us duly signed for acceptance.

Confirmation Letter

between

Barclays Bank Plc, with registered office in 1 Churchill Place, London E14 5HP (the “**Issuer**”);

and

MPS Capital Services Banca per le Imprese S.p.A., with registered office at Via Leone Pancaldo, 4, 50132 Firenze (Italy), whose operating office is at Viale Mazzini 23, 53100 Siena (Italy) (“**MPSCS**” or the “**Lead Manager**”)

(each a “**Party**” and together the “**Parties**”).

Reference is made to the Master Distribution Agreement executed between the Parties on 23 December 2009. The Issuer intends to launch in Italy an offer to the public for subscription of the Securities denominated Barclays Bank PLC «“Fixed and Euribor Sticky Cap Maggio 2016” Note» to be issued under

the Programme “Barclays Bank PLC Obbligazioni RATE” “Barclays Bank PLC Obbligazioni RATE con Opzioni Plain Vanilla” “Barclays Bank PLC Obbligazioni RATE con Opzioni Digitali” e “Barclays Bank Bank PLC Obbligazioni RATE con Opzioni Lookback, Himalaya, Rainbow, Best Of, Napoleon, Worst of” (the “Offer”).

In this regard, the Issuer hereby appoints MPSCS to act as lead manager pursuant to article 93-bis of the Italian Financial Act in connection with the Offer and MPSCS hereby accepts such appointment.

Please find below the details of the Offer. The terms and conditions of the Securities are attached to this Confirmation Letter as Appendix 1.

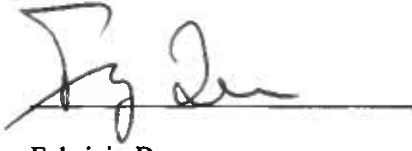
Terms not defined herein shall have the meaning ascribed to them in the Master Distribution Agreement.

- (a) Issue Price: 100%
- (b) Offer Period: 2th April 2010 – 30th April 2010; door-to-door selling: 2th April 2010 – 23th April 2010
- (c) Maximum Amount: 200,000,000 EUR
- (d) Offering Documentation: Base Prospectus (Prospetto di Base), Supplement (Supplemento al Prospetto di Base), Registration Document (Documento di Registrazione), Final Terms (Condizioni Definitive).
- (e) Issue Date: 5th May 2010
- (f) Distributors: Banca Monte dei Paschi di Siena S.p.A., Banca Antonveneta S.p.A., Cassa di Risparmio di Biella e Vercelli S.p.A. (Biverbanca)
- (g) Management Fees 0,552% of the amount of the Securities effectively placed
- (h) Selling Fees 2,206% of the amount of the Securities effectively placed

The Lead Manager will communicate to the Issuer the amount of the Securities effectively placed on 4th May 2010.

The Management Fees and the Selling Fees will be paid to the Lead Manager on the Issue Date

This Confirmation Letter shall be read together with the Master Distribution Agreement. In case of inconsistencies between the provisions of the Master Distribution Agreement and this Confirmation Letter, the provisions of the latter shall prevail.



Fabrizio Boaron

Managing Director

Barclays Bank PLC

(Firma Autorizzata in nome e per conto di Barclays Bank Plc)

Federico Vitto Vice Direttore Generale e Responsabile della Direzione Global Markets MPS Capital Services Banca per le Imprese S.p.A

(Firma Autorizzata in nome e per conto di MPS Capital Services Banca per le Imprese S.p.A)