

SPANISH SECURITIES MARKET COMMISSION (CNMV)

In compliance with the reporting requirements set forth in article 17 of Regulation (EU) 596/2014 of 16 April 2014 on Market Abuse (Market Abuse Regulation) and article 228 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, Barclays Bank PLC, acting through its investment bank ("**Barclays**") notifies the Spanish Stock Market Commission (*Comisión Nacional del Mercado de Valores* or CNMV) the following

SIGNIFICANT INFORMATION ANNOUNCEMENT

Barclays, acting as Sole Global Coordinator and Bookrunner, is today conducting a private placement on behalf of Andbank España, S.A. ("**Andbank**") of a block of up to 497,500 ordinary shares (the "**Placing Shares**") of MÁSMÓVIL IBERCOM, S.A. ("**MASMOVIL**"), representing approximately 2.4% of the issued share capital of MÁSMÓVIL, by way of an accelerated bookbuilding ("**Placing**") to qualified institutional investors, expected to be completed before market opens tomorrow.

The terms of the Placing, including the final size and the price per share, will be determined upon completion of the Placing and will be notified in due course through a further significant information announcement.

Andbank is acting on behalf of a group of 30 managers of MASMOVIL, who have received the Shares following exercise of options granted to them as part of a stock options plan. Part of the proceeds from the Placing will fund the exercise of such options and its related tax liabilities.

As part of such plan MASMOVIL's Chief Executive Officer has received 125,000 shares and, following completion of the Placing, will retain all shares previously owned for approximately 1.13% of MASMOVIL's issued share capital.

Madrid, 16 May 2018

Barclays Bank PLC, acting through its Investment Bank

IMPORTANT INFORMATION

MEMBERS OF THE GENERAL PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS ANNOUNCEMENT AND ANY OFFER OF SECURITIES TO WHICH IT RELATES ARE ONLY ADDRESSED TO AND DIRECTED AT (1) IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA, PERSONS WHO ARE QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 2(1)(E) OF EU DIRECTIVE 2003/71/EC AND ANY RELEVANT IMPLEMENTING MEASURES (THE "PROSPECTUS DIRECTIVE"); AND (2) IN THE UNITED KINGDOM, PERSONS WHO (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED) (THE "ORDER"); OR (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER OR (III) ARE PERSONS TO WHOM AN OFFER OF THE PLACING SHARES MAY OTHERWISE LAWFULLY BE MADE (ALL SUCH PERSONS REFERRED TO IN (1) AND (2) TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THE INFORMATION REGARDING THE PLACING SET OUT IN THIS ANNOUNCEMENT MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

This announcement and the information contained herein is for information purposes only and does not constitute or form part of any offer of, or the solicitation of an offer to acquire or dispose of, securities in the United States, Canada, Australia, South Africa or Japan or in any other jurisdiction in which such an offer or solicitation is unlawful.

The Placing Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act"), or under the applicable securities laws of any state or other jurisdiction of the United States, Canada, Australia, South Africa or Japan or of any other jurisdiction. The Placing Shares may not be offered or sold in the United States unless registered under the US Securities Act or offered in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the securities laws of any relevant state or other jurisdiction of the United States. There will be no public offering of the Placing Shares in the United States or elsewhere.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offence in the United States.

No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision to buy securities in the Placing must be made solely on the basis of publicly available information. Such information is not the responsibility of and has not been independently verified by any of Andbank, Barclays or any of their respective affiliates.

Neither this announcement nor any copy of it may be taken, transmitted or distributed, directly or indirectly, in or into or from the United States (including its territories and possessions, any

state of the United States and the District of Columbia), Canada, Australia, South Africa or Japan or any other jurisdiction where such action would be unlawful. Any failure to comply with this restriction may constitute a violation of United States, Canadian, Australian, South African or Japanese or other applicable securities laws.

The distribution of this announcement and the offering or sale of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by Andbank, Barclays or any of their respective affiliates that would, or which is intended to, permit a public offer of the Placing Shares in any jurisdiction or possession or distribution of this announcement or any other offering or publicity material relating to the Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by Andbank and Barclays to inform themselves about and to observe any applicable restrictions.

Barclays, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, is acting only for Andbank in connection with the Placing and will not be responsible to anyone other than Andbank for providing the protections offered to the clients of Barclays, nor for providing advice in relation to the Placing or any matters referred to in this announcement.

In connection with any offering of the Placing Shares, Barclays and any of its affiliates may take up a portion of the securities in the Placing as a principal position and in that capacity may retain, purchase or sell for their own account such securities. In addition Barclays or any of its affiliates may enter into financing arrangements and swaps with investors in connection with which Barclays (or any of its affiliates) may from time to time acquire, hold or dispose of the securities in the Placing. Barclays does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.