Barclays PLC announces offer for Tricorona unconditional in all respects

Barclays PLC ("Barclays") declares the recommended cash offer by its wholly owned subsidiary, TAV AB ("TAV"), to acquire all the shares in Tricorona AB (publ) ("Tricorona") for SEK 8.00 in cash per share (the "Offer") unconditional in all respects, and announces that TAV will consummate the Offer. Barclays is pleased to announce that all conditions to the Offer have now been satisfied, save for the condition to become owner of at least 90 per cent. of the total number of shares in Tricorona, which is hereby waived. TAV has received acceptances in respect of or holds, or otherwise controls, in aggregate, a total of 128,670,086 shares, which represents approximately 87.7 per cent. of the total number of shares and votes in Tricorona. Excluding 5,500,000 treasury shares held by Tricorona, this corresponds to approximately 91.1 per cent. of the total number of outstanding shares and votes in Tricorona.

TAV has during the Offer period received valid acceptances of the Offer in respect of 105,906,990 shares in Tricorona, which represents approximately 72.2 per cent. of the total number of shares and votes in Tricorona. TAV has also acquired 19,647,154 shares in Tricorona on the market since 2 June 2010, the day on which TAV announced the Offer, at a price per share no higher than the price in the Offer. These acquisitions represent approximately 13.4 per cent. of the total number of shares and votes in Tricorona. Further, four members of the management of Tricorona have agreed to transfer all of their 3,113,369 shares in Tricorona to TAV. TAV may or may not acquire additional shares in Tricorona in the market.
In order to enable those shareholders who have not yet accepted the Offer to tender their shares, the Offer will remain open for acceptance by Tricorona shareholders until 26 July 2010 (17:00 CET). Tricorona shareholders who have not yet accepted the Offer are urged to do so as soon as possible and should follow the procedures for acceptance of the Offer set out below. It is anticipated that settlement to shareholders who have accepted the Offer no later than 19 July 2010 will commence on or around 26 July 2010.

Those shareholders who wish to accept the offer must sign and post the acceptance form to:

Swedbank
Swedbank Markets
Emissioner, E676
105 34 Stockholm
Sweden

Please note that the acceptance form must reach Swedbank not later than 26 July 2010 (17:00 CET). It is anticipated that settlement to shareholders who accept the Offer no later than 26 July 2010 will commence on or around 2 August 2010.

TAV will now commence the procedure for the compulsory acquisition\(^1\) of the remaining outstanding shares in Tricorona and will seek a de-listing of the Tricorona share from NASDAQ OMX Stockholm as soon as practicable.

For a comprehensive description of the Offer, including terms and instructions for participation, please read the offer document and acceptance form which are available on www.swedbank.se/prospekt. The offer document and acceptance form are also available, at no cost, at Swedbank’s headquarters, Brunkebergstorg 8, Stockholm.

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\(^1\) According to the Swedish Companies Act (2005:551), any treasury shares held by a company shall be disregarded for the purposes of calculating whether a shareholder holds more than 90 per cent. of the shares in a company.
For further information, please contact:

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- ENDS -
IMPORTANT INFORMATION

Offer Restrictions

The Offer pursuant to the terms and conditions presented in this press release is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law.

This press release and any related offer documentation are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by TAV. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being made, directly or indirectly, by use of mail or any other means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the internet) in or into the United States of America, Australia, Canada, Japan, New Zealand or South Africa, and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within the United States of America, Australia, Canada, Japan, New Zealand or South Africa. Accordingly, this press release and any related offer documentation are not being and should not be mailed or otherwise distributed, forwarded or sent in or into the United States of America, Australia, Canada, Japan, New Zealand or South Africa.

TAV will not deliver any consideration from the Offer into the United States of America, Australia, Canada, Japan, New Zealand or South Africa.

This press release is not being, and must not be, sent to shareholders with registered addresses in the United States of America, Australia, Canada, Japan, New Zealand or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in the United States of America, Australia, Canada, Japan, New Zealand or South Africa must not forward this press release or any other document received in connection with the Offer to such persons. Any tender by an intermediary acting on a non-discretionary basis for a principal giving instructions from the United States of America cannot be accepted.

As used herein, United States of America means the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia.

Swedbank Corporate Finance is acting as financial advisor to TAV and Barclays, and no one else, in connection with the Offer. Swedbank Corporate Finance will not be responsible to anyone other than TAV and Barclays for providing advice in relation to the Offer. The information has been provided by TAV and Barclays and, with respect to Tricorona, from Tricorona’s publicly available information. Swedbank Corporate Finance has not assumed any obligation to independently verify, and disclaims any liability with respect to, the information herein.