

# BARCLAYS PLC

(Incorporated and registered in England under the Companies Acts 1862 to 1890 registered number 48839)

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of Barclays PLC (the **Company**) will be held at The Royal Festival Hall, Southbank Centre, Belvedere Road, London, SE1 8XX at 1 p.m. on Thursday, 28 April 2016 (or as soon thereafter as the Annual General Meeting of the Company to be held on Thursday, 28 April 2016 is concluded or adjourned) to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

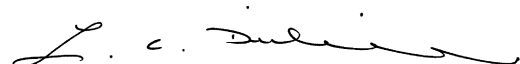
THAT:

(a) any disposal by the Company or any subsidiary undertaking of the Company of ordinary shares of ZAR2.00 each in Barclays Africa Group Limited (**Barclays Africa Shares**) held by them effected in accordance with the Equity Rules of JSE Limited in force from time to time and through any of the central order book of the JSE Limited equities trading system, a Bought Deal (as defined in the circular to shareholders dated 5 April 2016 (the **Circular**) or an ABB (as defined in the Circular)) which seeks to ensure that the price of the transaction is as close as reasonably possible to the prevailing market price at the time of the Disposal and otherwise on such terms, and at such time, as the board of directors of the Company (or any duly authorised committee) considers appropriate and in the best interests of shareholders as a whole (a **Disposal**) which results in the Company and its subsidiary undertakings not being required to include Barclays Africa Group Limited or the Barclays Africa Group (as defined in the Circular) in their consolidated financial statements for the purposes of, and in accordance with, IFRS 10 *Consolidated Financial Statements* (issued by the International Accounting Standards Board in May 2011 and as amended) be and is hereby approved as a class 1 transaction for the purposes of the listing rules made by the UK Financial Conduct Authority in its capacity as the competent authority for listing for the purpose of Part VI of the UK Financial Services and Markets Act 2000, as amended;

(b) the directors of the Company or of any relevant subsidiary undertaking of the Company (or in each case any duly authorised committee thereof) be authorised to take all steps and execute all such deeds and documents as they consider necessary or desirable to effect any Disposal; and

(c) the power given by this authority, unless previously revoked or renewed, shall expire at the end of Barclays' Annual General Meeting for 2017 or, if earlier, on 30 June 2017.

By order of the Board



Lawrence Dickinson  
Company Secretary

5 April 2016

1 Churchill Place  
London  
E14 5HP  
Registered No. 48839

### NOTES

#### (a) Entitlements under CREST

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of shares registered in the register of members at 6 p.m. on Tuesday, 26 April 2016 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6 p.m. on Tuesday, 26 April 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

(b) Appointing a proxy

A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more people (called proxies) to attend, speak and vote on his/her behalf. They need not be Barclays shareholders. If more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares. A proxy will have the same number of votes on a show of hands as if the member who appointed the proxy was at the meeting.

(c) Corporate representatives

A corporate shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

(d) Persons nominated by shareholders

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('Nominated Persons'). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

(e) Total shares and voting rights

As at 31 March 2016 (being the latest practicable date before publication of this document) the Company's issued share capital comprised 16,883,720,892 ordinary shares of 25 pence each. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 31 March 2016 was 16,883,720,892.

(f) Shareholder information

A copy of this Notice of General Meeting and other information required by section 311A of the Companies Act 2006 can be found at [home.barclays/gm](http://home.barclays/gm).

(g) Shareholder right to ask a question

Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

(h) Voting

Voting at the general meeting will be by poll. The Chairman will invite each Barclays shareholder and proxy present to complete a poll card. Poll cards will be provided at the General Meeting. The Company considers this to be the best way of representing the views of as many shareholders as possible in the voting process. Further information on voting is contained in the "Your Questions Answered" Leaflet provided to Barclays' shareholders together with this Notice of General Meeting.

(i) Electronic communication

You may not use any electronic address provided in either this Notice of General Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.