



Barclays PLC

Sell down of Barclays shareholding in Barclays Africa Group

Your Questions Answered

This document is an introduction to the proposals described in the Circular and is not a substitute for reading the Circular in its entirety. You should take no action in relation to the sell down of shares in Barclays Africa Group or the General Meeting except on the basis of information contained in the Circular and the relevant Proxy Form. The Circular is available at home.barclays/gm and copies can be obtained from our Registrar, Equiniti.

Proposed sell down of Barclays shareholding in Barclays Africa Group

1. What is Barclays selling?

On Tuesday, 1 March 2016, Barclays announced the proposal to sell down our shareholding in Barclays Africa Group Limited (Barclays Africa). The sale of Barclays shareholding to below the point we are required to consolidate the results of Barclays Africa into Barclays Group's accounts requires shareholder approval. A General Meeting will be held on Thursday, 28 April 2016 at which shareholders may vote on the sale.

2. Why is Barclays reducing its shareholding in Barclays Africa?

Under the leadership of the new Chief Executive, Jes Staley, Barclays has undertaken a review of all its business areas. Barclays has been in Africa for over 100 years. We have some excellent businesses in Africa and it has therefore been a very difficult decision to make. However, Barclays faces a regulatory environment where it carries all of the financial responsibility for Barclays Africa and only receives a proportion of the benefits. Changes to regulatory capital standards as well as the taxation environment are expected to make continued consolidation of the business increasingly unattractive. We therefore believe it is in the best interests of Barclays shareholders to reduce our shareholding in Barclays Africa.

Barclays is intending to reduce our shareholding in Barclays Africa to less than 20% over the next two to three years. By reducing our shareholding to less than 20% in Barclays Africa, we are aiming to achieve accounting and regulatory de-consolidation. Barclays has a long history of providing banking services in Africa. By retaining a minority shareholding in Barclays Africa we would be able to continue to work with Barclays Africa to provide access to important services for our international clients. However, the Barclays Board will continue to review what we believe to be in the best interests of Barclays shareholders.

3. When will you sell Barclays Africa?

Subject to shareholder and regulatory approval, we plan to reduce our shareholding over the next two to three years.

Voting Information

4. How do I vote?

There are four ways in which you can vote:

- You can vote in person at the General Meeting;
- You can appoint a proxy online to vote on your behalf at the General Meeting on our website at home.barclays/investorrelations/vote. You will need your Voting ID, Task ID and Shareholder or Sharestore Reference Number, which are shown on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can log into or register at Shareview (www.shareview.co.uk). A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 1:00pm on Tuesday, 26 April 2016;
- You can sign and return your Proxy Form appointing the Chairman or another person to vote for you. You should return your form to our Registrar, in the enclosed pre-paid envelope so that it is received by no later than 1:00pm on Tuesday, 26 April 2016; or
- If you are a CREST member, you may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the explanatory notes on the Proxy Form.

You will find details below of how to withdraw your proxy if you change your mind. Completion and return of the Proxy Form will not preclude members from attending and voting at the meeting should they wish to do so.

Voting on the resolution at the General Meeting will be by poll. This means that you will be asked to complete a Poll Card if you attend in person. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

5. If my shares are held in Barclays Sharestore how do I vote?

All Sharestore members can choose to attend, speak and vote at the General Meeting. If you are a Sharestore member and do not want to attend but do want to vote, you can instruct Equiniti Corporate Nominees Limited to appoint a proxy to vote on your behalf on our website at home.barclays/investorrelations/vote. You will need your Voting ID, Task ID and Sharestore Reference Number, which are shown on your Proxy Form. You can also log into or register at Shareview (www.shareview.co.uk). Alternatively, you can return your Proxy Form so that Equiniti Corporate Nominees Limited can appoint whichever person you name on the Proxy Form to attend and vote on your behalf. If you return the Proxy Form but do not insert the name of your proxy then the Chairman of the meeting will vote on your behalf. To be valid, proxy appointments must be received no later than 1:00pm on Tuesday, 26 April 2016.

6. How will my shares be voted if I appoint a proxy?

The person you name on your Proxy Form must vote in accordance with your instructions. If you do not give them instructions, a proxy may vote as he or she sees fit on the business of the General Meeting. Please see the explanatory notes on the reverse of the Proxy Form.

7. Can I appoint anyone to be a proxy?

Yes. You can appoint your own choice of proxy or you can appoint the Chairman as proxy. Your proxy does not need to be a Barclays shareholder. To be valid, proxy appointments must be received by our Registrar no later than 1:00pm on Tuesday, 26 April 2016.

8. Can I appoint more than one proxy?

Yes. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy you should photocopy the Proxy Form and indicate in the box that this is one of multiple instructions. If you wish to cast your votes partly for and partly against the resolution, you should write the number of votes cast For, Against or Vote Withheld by the box.

9. Can I change my mind once I have appointed a proxy?

Yes. If you change your mind, you can send a written statement to that effect to our Registrar. The statement must arrive with our Registrar by 1:00pm on Tuesday, 26 April 2016, or you should bring it with you to the General Meeting.

10. Where do I send the completed Proxy Form?

Completed Proxy Forms should be returned in the enclosed pre-paid envelope to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8DS.

11. What is the deadline for me to return my Proxy Form?

The deadline for our Registrar to receive your Proxy Form is 1:00pm on Tuesday, 26 April 2016.

12. What if I plan to attend the General Meeting and vote in person?

If you want to vote in person at the AGM there is no need to complete your Proxy Form or appoint a proxy online using your Shareholder Voting Instruction Card.

Please bring your Attendance Card to the General Meeting, which will allow you entry to the meeting with minimum formality.

13. How will the votes be counted?

The resolution set out in the Notice of Meeting will be voted upon on a poll. The passing of the resolution will be determined by a simple majority of votes.

14. Who counts the votes?

Our Registrar counts the proxy votes received before the General Meeting and then counts the votes cast at the General Meeting. An independent third party, Electoral Reform Services, has been appointed by Barclays to monitor the shareholder voting process.

15. Where will the results of the voting be declared?

The final results will be announced to the London Stock Exchange and will be published on our website at home.barclays/gm.

16. I am a corporate shareholder – what do I need to do to attend the General Meeting?

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the General Meeting. Please contact our Registrar if you need further guidance on this.

17. Can I ask a question at the General Meeting?

Yes, however, questions should only be asked on the specific business of the General Meeting.

18. Can I ask a question even if I am unable to attend the General Meeting?

Yes, if you would like to ask a question about the business of the General Meeting, but you are unable to attend in person, please write to Shareholder Relations at Barclays PLC, 1 Churchill Place, London E14 5HP or email privateshareholderrelations@barclays.com.

Additional information for shareholders who wish to attend the General Meeting

Venue

The General Meeting will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX. A map showing the location of the venue is on the enclosed Attendance Card. The General Meeting will start at 1:00pm (or as soon as the 2016 Annual General Meeting has concluded or been adjourned). You should allow 20 minutes for security and registration formalities.

Security

For safety reasons, security checks will be carried out on entry to the Royal Festival Hall. Please note that you will be asked to leave large bags in the cloakroom and small bags may be searched.

For those shareholders without bags, you will be able to use our Fast Track Security Lanes which will enable you to gain quicker access to the venue.

Cameras, video recorders or tape recorders should not be used during the General Meeting. Mobile phones and other electronic communications devices should be turned off.

Registration

Attendance Cards should be presented to our Registrar's staff who will be available as you arrive at the venue. Corporate representatives, proxies, guests and Barclays Stockbrokers clients should register at the registration desks, which will be clearly signposted.

Persons with special needs

The venue has full wheelchair access. Barclays colleagues will be on hand to guide you to the lifts. Speech-to-text and hearing induction loop facilities will be available at the General Meeting. The meeting will also be signed.

First aid

First aid facilities will be available. Please approach any Barclays colleague should you require help at any time.

Refreshments

Light refreshments will be available after the General Meeting.

Further information

More information can be found on the Barclays website at home.barclays/gm. You can also contact our Registrar using the contact details below.

Forward-looking statements

This document contains (or may contain) certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to the Barclays Group. Barclays cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. Examples of forward-looking statements include, among others, statements regarding the proposed reduction in Barclays shareholding in Barclays Africa and the expected impact on the Barclays Group, the Barclays Group's actual future results, financial position and business strategy, and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Please refer to the accompanying Circular for further detail on such forward-looking statements, risks and uncertainties.

Contact our Registrar by:



Web

www.shareview.co.uk



Telephone

0371 384 2055* in the UK
+44 121 415 7004 from overseas



Postal address

Equiniti
Aspect House, Spencer Road
Lancing, West Sussex
BN99 6DA United Kingdom

*Lines open 8:30am to 5:30pm UK time, Monday to Friday, excluding public holidays in England and Wales.