



# Barclays PLC

## Sale of Barclays Global Investors

### Your Questions Answered

This document is an introduction to the proposals described in the accompanying Circular and is not a substitute for reading the Circular. You should take no action in relation to the disposal of the Barclays Global Investors business to BlackRock or the General Meeting except on the basis of information contained in the Circular and the relevant Proxy Form. The Circular is available at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations) and copies can be obtained from the Registrar to Barclays.

## Sale of Barclays Global Investors

### **1. What is Barclays selling?**

Barclays is proposing to sell the Barclays Global Investors (BGI) business to BlackRock. On Friday 12 June 2009, the Barclays Board announced that it had received a binding offer from BlackRock for the sale of BGI. Barclays announced on Tuesday 16 June 2009 that it had entered into an agreement with BlackRock, as described in more detail in the accompanying Circular. The sale of BGI requires shareholder approval and a General Meeting will be held at 11 a.m. on Thursday 6 August 2009 at which shareholders may vote on the sale.

### **2. Who is BlackRock?**

BlackRock is a leading provider of global investment management, risk management and advisory services to institutional and retail clients around the world.

### **3. Why is Barclays selling BGI?**

The potential combination of BGI and BlackRock represents a unique strategic opportunity to bring together two leading asset managers. The renamed BlackRock Global Investors will be one of the leading global providers of investment management services. Barclays will have an economic interest of approximately 19.9 per cent. of the enlarged BlackRock Group, made up of ordinary voting stock representing approximately 4.9 per cent. of BlackRock's total share capital and non-voting preference stock representing approximately 15 per cent. of BlackRock's total share capital.

Barclays expects to extend the services and products it offers to its clients and customers by gaining access to the wider range of products that the enlarged BlackRock Group will be able to offer. Barclays and BlackRock have agreed as part of the sale of BGI that it is their intention to build upon their existing relationship and work together to seek new opportunities to provide services across a range of business areas.

As part of this ongoing relationship, John Varley, Group Chief Executive, and Bob Diamond, President of Barclays PLC and Chief Executive of Investment Banking and Investment Management, will be nominated to the Board of Directors of BlackRock.

### **4. Why does Barclays want to sell the BGI business now?**

The asset management industry is moving increasingly towards independent asset managers due to increasing regulation of the relationship between investment banking and investment management businesses within the same group. The creation of BlackRock Global Investors is consistent with this trend. Barclays will remain connected to the investment management business through its economic interest in BlackRock Global Investors and its existing relationship with the BlackRock Group, which it expects to develop further. The Board also took into consideration the importance and size of the capital benefit from the disposal, which further increases the Group's capital resources when compared to the transaction previously agreed with CVC for the sale of the iShares business, which was designed to meet the capital plan agreed with the Financial Services Authority.

### **5. How much will the sale of BGI raise?**

The consideration will be approximately US\$12.7 billion (£7.9 billion) of which approximately US\$6.6 billion (£4.1 billion) will be received in cash and approximately US\$6.1 billion (£3.8 billion) in shares in BlackRock. Barclays will receive, subject to adjustment, 37.784 million shares equal to approximately 19.9 per cent. of BlackRock's enlarged total share capital. It is Barclays intention to retain this interest in BlackRock as a core part of its strategy going forward.

### **6. Will this impact the Barclays dividend?**

The expected net gain on the sale of BGI of US\$8.1 billion (£5.0 billion) will be retained by Barclays and contribute to capital resources. As previously announced, going forward, it will be our policy to pay dividends on a quarterly basis. For 2009, we intend to make a cash payment in the fourth quarter with a final cash dividend for the year being declared and paid in the first quarter of 2010. In a normal year there will be three equal quarterly payments with a variable final quarterly payment.

## Voting Information

### **7. What do I need to do?**

You can appoint a proxy online to vote on your behalf at the Barclays General Meeting or any adjournment of that meeting, whether or not you intend to attend the General Meeting in person. You will need your Voting ID, Task ID and Shareholder or Sharestore Reference Number which are shown on the Proxy Form to access an online Proxy Form at [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote).

Alternatively, you can vote at the General Meeting or at any adjournment of that meeting by using the enclosed Proxy Form. Please complete and sign the Proxy Form, whether or not you intend to attend the General Meeting in person, in accordance with the instructions on it. Return it as soon as possible, but in any event so as to be received by the Registrar to Barclays in the enclosed pre-paid envelope no later than 11 a.m. London time on Tuesday 4 August 2009.

If you have any questions about the completion and return of the Proxy Form, please contact the Barclays Shareholder helpline on 0871 384 2055\* from the UK or +44 121 415 7004 from overseas. The helpline is open from Monday to Friday, 9a.m. to 5p.m. London time. Please note that the helpline cannot give you financial advice.

CREST members may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the notes on the reverse of the Proxy Form.

#### **8. Can I vote my shares online?**

Yes. You should log on to [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote) and use the Voting ID, Task ID and Shareholder or Sharestore Reference Number you will find on the front of your Proxy Form.

#### **9. If my shares are held in Barclays Sharestore how do I vote?**

All Sharestore members can elect to attend and vote at the General Meeting. If you are a Sharestore member and do not want to attend, but do want to vote, you must return your Proxy Form so that Equiniti Corporate Nominees Limited can appoint whichever person you name on your 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.

#### **10. 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.

#### **11. 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.

#### **12. 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 relevant 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 relevant box.

#### **13. 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 the Registrar. The statement must arrive with the Registrar to Barclays by 11 a.m. on Tuesday 4 August 2009, or you should bring it with you to the General Meeting.

#### **14. Why have I received more than one Proxy Form?**

Shareholders may receive more than one Proxy Form. This is because they hold shares in the form of ordinary shares and also in Barclays Sharestore or you may have more than one holding on the register because your details are registered slightly differently.

For processing purposes the Proxy Forms have been colour coded as follows:

|   |            |
|---|------------|
| Ordinary Proxy Form                           | White/Grey |
| Sharestore Proxy Form/Voting Instruction Card | White/Blue |

#### **15. Where do I send the completed Proxy Form?**

Completed Proxy Forms should be returned in the enclosed pre-paid envelope to the Registrar to Barclays, Aspect House, Spencer Road, Lancing, West Sussex BN99 6RA.

#### **16. What is the deadline for me to return my form?**

The deadline for the Registrar to receive your form is 11 a.m. on Tuesday 4 August 2009.

#### **17. What if I plan to attend the General Meeting and vote in person?**

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

#### **18. 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.

#### **19. 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.

#### **20. When 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 [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations).

## **21. 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.

## **22. Can I ask a question at the General Meeting?**

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

## **23. 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 The Manager Shareholder Relations, Barclays PLC, 1 Churchill Place, London E14 5HP or email [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com).

## Additional information for shareholders who wish to attend the General Meeting

### **Venue**

The General Meeting will be held at The Brewery, Chiswell Street, London EC1Y 4SD. A map showing the location of the venue is on the enclosed Attendance Card. The General Meeting will start promptly at 11 a.m. You should allow 15 to 20 minutes for security and registration formalities.

### **Security**

For safety reasons, security checks will be carried out before you enter the meeting room. Bags may be searched. No cameras, video recorders or tape recorders should be taken into the General Meeting. Mobile phones and other electronic communication devices should be turned off.

### **Registration**

Attendance Cards should be presented to the Registrar's staff who will be available as you arrive at The Brewery. Corporate representatives, proxies and guests should also register at the registration desks.

### **Persons with disabilities**

The building has full wheelchair access. If you are hard of hearing, there will be facilities available in the meeting room. The meeting will also be signed.

### **First aid**

First aid facilities will be available. Please approach any member of Barclays staff.

### **Refreshments**

Tea and coffee will be available before the General Meeting.

### **Further information**

More information can be found on the Barclays website at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations). You can also contact the Registrar to Barclays from the UK on 0871 384 2055\* or from overseas on +44 121 415 7004 or by email at [questions@share-registers.co.uk](mailto:questions@share-registers.co.uk).

### **Forward-looking statements**

This document contains (or may contain) certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, with respect to certain of Barclays plans and its current goals and expectations relating to the proposed disposal of the BGI business and its future financial condition and performance and which involve a number of risks and uncertainties. Barclays cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. Please refer to the accompanying Circular for further detail on such forward-looking statements, risks and uncertainties.

\*Calls to this number are charged at 8p per minute if calling from a BT landline. Other telephone providers' costs may vary.