

**BARCLAYS AFRICA GROUP LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number: 1986/003934/06)

ISIN: ZAE000174124

JSE share code: BGA

(Barclays Africa Group, the Group or the Company)

**RESOLUTION PROPOSED TO APPROVE THE BARCLAYS AFRICA GROUP LIMITED SHARE VALUE PLAN AT THE ANNUAL GENERAL MEETING SCHEDULED FOR 19 MAY 2015**

Shareholders are referred to ordinary resolution number 8 of the notice of the Group's annual general meeting (AGM) scheduled for Tuesday, 19 May 2015, in respect of which shareholders have been requested to approve the Barclays Africa Group Limited Share Value Plan (SVP). The salient features of the SVP are contained in the Appendix 2 to the notice dated 20 March 2015.

If approved by shareholders at the AGM, the rules of the SVP (which are available for inspection by shareholders at the Company's registered office, 7<sup>th</sup> Floor, Barclays Towers West, 15 Troye Street, Johannesburg until 19 May 2015) would allow the Company to utilise treasury shares and/or newly issued shares and/or shares acquired in the market for the purpose of satisfying awards granted to participants in terms of the SVP. At this time, it is the Company's intention to predominantly utilise shares acquired in the market to satisfy such awards granted in terms of the SVP, as opposed to treasury shares and/or newly issued shares.

Shareholders are advised that the Company has in terms of certain thresholds set by the United Kingdom Listing Authority, recently been deemed to be a 'major subsidiary undertaking' of Barclays PLC. As a result, the SVP may not involve the use of newly issued shares or treasury shares (as such term is defined in the United Kingdom Listing Authority listing rules) without the prior approval of the shareholders of Barclays PLC (by way of an ordinary resolution). Due to this, shareholders are advised that, subject to the approval of the SVP, certain minor amendments will be effected to the SVP to record that newly issued shares and treasury shares may only be used for the purposes of the SVP once any approval

required by the United Kingdom Listing Authority has been obtained or once it is confirmed that the Company no longer falls within the definition of a 'major subsidiary undertaking' of Barclays PLC.

Shareholders should note that these amendments to the SVP would not require Barclays Africa Group shareholder approval, however the amendments will be submitted to the JSE Limited for approval prior to the adoption thereof.

The SVP has been proposed as an equity-settled plan to replace the Group's existing cash-settled phantom share plan. The benefits of an equity-settled plan include the improvement of capital disclosure and the removal of undue income statement volatility. The aforementioned amendments will not affect the benefits derived from the SVP, which will be equity-settled.

Johannesburg

14 May 2015

**Enquiries:**

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**Independent lead sponsor to Barclays Africa Group:**

J.P. Morgan Equities South Africa Proprietary Limited

**Joint sponsor to Barclays Africa Group:**

Corporate and Investment Banking, a division of Absa Bank Limited