

**BARCLAYS AFRICA GROUP LIMITED**  
**Incorporated in the Republic of South Africa**  
**(Registration number: 1986/003934/06)**  
**Share Code: BGA**  
**ISIN: ZAE000174124**  
**(Barclays Africa Group)**

**BARCLAYS AFRICA GROUP LIMITED (BGA) SHARE SCHEME IMPLEMENTATION**

**1.) The Absa Long-Term Incentive Plan 2012–2014 (Absa LTIP)**

The Absa LTIP is a share-based plan with awards vesting after three years subject to a balanced scorecard of performance conditions. Awards under the plan were allocated in 2012. The 2012 allocation vested at 10% (plus accumulated dividend equivalents) of the maximum, with 50% being released in 2015 and the remaining 50% being restricted until 2016. The original awards and the vesting were disclosed in the BGA 2014 Integrated Report (Integrated Report).

The shares in respect of the Absa LTIP were purchased on market and delivered to the executive directors off market as set out in the table below:

<b>Director</b>	<b>Transaction Date</b>	<b>Award Type</b>	<b>Number of Vested Shares</b>	<b>Price of Shares at Grant (R)</b>	<b>Price of Shares on Delivery (R)</b>	<b>Total Value (R)</b>
Maria Ramos	25 June 2015	Absa LTIP	4 746	151.01	179.86	853 593.07
David Hodnett	25 June 2015	Absa LTIP	2 966	151.01	179.86	533 450.71

**2.) One Africa Long-Term Incentive Plan 2012-2014 (One Africa LTIP)**

The One Africa LTIP is a cash-based plan with awards vesting after three years subject to a balanced scorecard of performance conditions. Awards under the plan were allocated in 2012. The award vested at 23% of the maximum, with 50% being released in cash in 2015 and with the remaining 50% being restricted in the form of a share award until 2016. The original awards and the vesting were disclosed in the Integrated Report.

The number of shares to be allocated in terms of the restriction referred to above is determined having regard to the 20 day volume weighted average of a BGA share to 14 June 2015. The plan used to facilitate the allocation of these shares is the Barclays Africa Share Value Plan (the SVP), further detailed in paragraph 3 below.

The share awards in respect of the One Africa LTIP were granted to the executive directors off market as set out in the table below:

Director	Transaction Date	Award Type	Number of Shares Awarded	Price of Shares at Grant (R)	Total Value (R)
Maria Ramos	24 June 2015	One Africa LTIP	12 606	181.32	2 285 719.92
David Hodnett	24 June 2015	One Africa LTIP	7 879	181.32	1 428 620.28

### 3.) Deferred Bonus Awards into the SVP

As reflected in the Integrated Report, any annual incentive awarded to an executive director is deferred as to 60% thereof.

The deferred portion of the incentive has historically been partially delivered in phantom shares. Following approval of the SVP at the annual general meeting on 19 May 2015, this will instead be delivered in the form of equity shares through the SVP.

The number of shares under the 2015 SVP was fixed with reference to the 20-day volume-weighted average price up to 1 March 2015.\*

The share awards in respect of the deferred bonuses into the SVP were granted to the executive directors and company secretary off market as set out in the table below:

Director/Secretary	Transaction Date	Award Type	Number of Shares Awarded	Price of Shares at Grant (R)	Total Value (R)
Maria Ramos	24 June 2015	SVP 2015	45 678	189.15	8 639 993.70
David Hodnett	24 June 2015	SVP 2015	42 824	189.15	8 100 159.60
Nadine Drutman	24 June 2015	SVP 2015	1 816	189.15	343 496.40

Clearance to deal was obtained by the two executive directors and the company secretary.

\*As stipulated in the SVP rules, the deemed grant date for the deferred incentive in respect of the 2014 performance year was 1 March 2015 and will vest in three equal tranches in March 2016, 2017 and 2018. Discretionary dividend equivalent payments may also be made to participants on release of a SVP award.

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