

BARCLAYS AFRICA GROUP LIMITED

Incorporated in the Republic of South Africa

Registration number: 1986/003934/06

ISIN: ZAE000174124

JSE share code: BGA

(Barclays Africa)

PLACING BY BARCLAYS PLC OF 103.6 MILLION (12.2%) ORDINARY SHARES IN BARCLAYS AFRICA

Barclays Africa shareholders are referred to the announcement released by Barclays PLC in relation to the results of the placing of 103.6 million ordinary shares in Barclays Africa. The Barclays PLC RNS announcement is set out below:

“PLACING OF 103.6 MILLION ORDINARY SHARES IN BARCLAYS AFRICA GROUP LIMITED (“BARCLAYS AFRICA”)

5 May 2016

Further to the announcement released on 4 May 2016, Barclays has sold 103,592,491 ordinary shares in the capital of Barclays Africa (representing 12.2% of Barclays Africa’s issued share capital) at a price of ZAR 126 per share through an accelerated bookbuild placing (the "Placing"), raising aggregate gross sale proceeds of approximately ZAR 13,053 million (£603 million)¹. Upon settlement, the Placing is expected to result in a pro forma increase of approximately 10 basis points on the 31 March 2016 CET1 ratio.

Barclays Bank PLC, acting through its investment bank (“Barclays Investment Bank”) is acting as sole global coordinator and joint bookrunner, together with Citigroup Global Markets Limited, J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) and UBS Limited (the “Managers”) who, together with Barclays Investment Bank, are acting as joint bookrunners on the Placing (together, the “Joint Bookrunners”).

Following completion of the Placing, Barclays will hold 424.7 million ordinary shares in the capital of Barclays Africa, representing approximately 50.1% of Barclays Africa’s issued share capital.

All of the remaining ordinary shares in Barclays Africa held by Barclays PLC or its subsidiaries (excluding Barclays Africa and its subsidiaries) not sold in the Placing will be subject to a 90 day lock-up restriction from settlement. During this period, the lock-up restriction may be waived with the consent of the Managers (such consent not to be unreasonably withheld or delayed).

The proceeds of the Placing are payable in cash on usual settlement terms, and settlement of the Placing is expected to occur on a T+5 basis on 12 May 2016, subject to the satisfaction or waiver of certain customary conditions.

¹ Exchange Rate ZARGBP 0.0462 as of 4 May 2016 (source: Bloomberg)”

Pursuant to the above and in accordance with section 122 (3)(b) of the Companies Act and section 3.83(b) of the Listings Requirements of the JSE Limited, Barclays Africa shareholders are advised that Barclays Africa has received formal notification from Barclays PLC that its total interest in Barclays Africa has been reduced from 62.3% to 50.1%.

As required in terms of Section 122 of the Companies Act, the required notice will be filed with the Takeover Regulation Panel.

Johannesburg
5 May 2016

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 Bank, a division of Absa Bank Limited