



Sharesave 2011

for something special...

SHARESAVE – SAVE TO BUY SHARES

 **BARCLAYS**



Sharesave for...

- ...the trip of a lifetime
- ...that special day
- ...a nice little nest egg
- ...home improvements
- ...somewhere to escape to
- ...a shopping treat
- ...a rainy day
- ...a new mouth to feed
- ...or just for you.

What will you do with yours?

In a nutshell

Sharesave is an opportunity for you to save directly from your net pay to buy Barclays shares at a discounted price. It's safe, you can get your money back at any time and if the share price rises, there is potential for you to gain.

Save to buy shares with Sharesave.

In your Sharesave guide this year

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Some good reasons to join

It's safe

Your money is safe. You can always get back at least what you put in.

It's easy

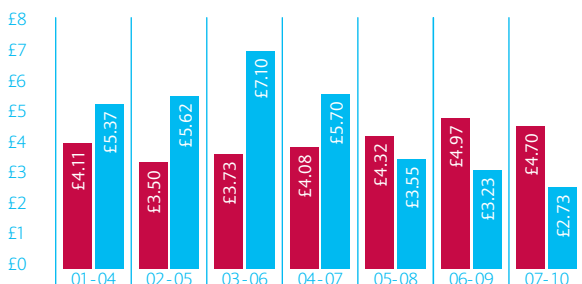
You can apply online, by text message, or by phone and your savings will be taken directly from your net pay monthly.

It's flexible

You can save a fixed amount from as little as £5 per month, right up to £250 per month. And you can choose to save for three, five or seven years. You will also receive a tax-free bonus. If necessary, you can take a break from saving for up to six months.

Past Sharesave performance

Share option price/share price: 3-year option



Please note that past performance of the share price cannot be relied upon as a guide to future performance. The share price can go down as well as up.

■ Share price at 3rd anniversary
■ Option price
(the 20% discounted share price)



*Sharesave for...
...the trip of a lifetime*

There is potential for you to gain

You have the opportunity to buy Barclays shares at a 20% discount to the share price at the start of Sharesave 2011. So if Barclays does well and the share price increases, the potential for you to gain will too. Choosing to buy shares through Sharesave means you pay no commission or stamp duty.

It's tax effective

If you sell your shares at a higher price than the option price, any gains are income tax-free. The bonus on your savings is also tax-free. Your gain will be free from capital gains tax if your total gains for the tax year do not exceed the annual exemption limit (£10,600 for the 2011/2012 tax year).

You can always change your mind

Don't worry if you want to come out of Sharesave. You can cancel your contract and have your savings returned at any time.

20%

Discount to the share price at the start of Sharesave 2011

Sharesave 2011 option price will be available from 11 August 2011.

Please visit mybarclaysshares.co.uk

All in all, Sharesave can be a good opportunity for employees to share in Barclays success.

Step-by-step guide to how Sharesave works

1

Can I join?

Yes, if you are an employee on 1 June 2011 of a Group company which participates in Sharesave 2011 and you are a UK taxpayer*.

*i.e. you are a UK employee resident in the UK on a permanent basis or have been nominated by the Board to join Sharesave 2011. You must still be employed on 5 September 2011 to be granted an option.

2

How much can I save and for how long?

First, decide how much you want to save, you can save between £5 and £250 every month.

Remember you must take into account any other Sharesave contracts you may have. Please check the enclosed express form to see how much you can save.

You can save for three, five or seven years.

This is your only chance to join Sharesave 2011, so think carefully how much you want to save and for how long.

You can find out the option price for Sharesave 2011 from 11 August 2011 by visiting mybarclaysshare.co.uk

3

How do I join?

You will need your National Insurance number and account number as shown on your express form.

You can apply online, by text message or by phone.

Applications must be made by 23:45 BST Friday, 26 August 2011.



*Sharesave for...
...a new mouth to feed*



*Sharesave for...
...a shopping treat*



*Sharesave for...
...home improvements*

4

What happens after I've joined?

You receive a certificate to say how much you are saving each month, for how long, what the option price is, how many shares you will be able to buy and how much they will cost.

Your savings will be taken from your net pay every month from October 2011.

You will receive a statement in January each year showing the amount you have saved.*

*Please note, in the event of HMRC withdrawing the current prospectus, the first monthly contribution will need to be received within 3 months of the date of withdrawal. Failure to make the first contribution within 3 months will result in the contract being cancelled and options lapsed and your participation in Sharesave 2011 terminating. You should therefore ensure your first payment is received by 1st November 2011. This is particularly important if you are contributing by standing order.

5

What happens at the end of the Sharesave period?

We will write to you to explain the choices available to you. You can either:

- Buy the shares and keep them; or
- Buy the shares and sell all or some of them; or
- Not buy the shares and take your savings as cash, plus a tax-free bonus.

APPLY

🔗 Log on to:
mybarclaysshares.co.uk

☎ Text: 84247 from the UK

☎ Phone: 0871 384 2224

VALUE

You can check the potential value of your Sharesave contract by watching the share price on the Barclays Group intranet.

It's easy to apply

Please follow these five easy steps to apply

1 Log on to mybarclaysshares.co.uk or text to 84247 or call 0871 384 2224

2 Key in your National Insurance number and account number

3 Follow the prompts

4 Wait for your application reference and make a note of it

5 Congratulations, your application is complete

Apply by text message

Send the following text message to 84247 from the UK

- BARCLAYS3 (for a 3-year plan) or
- BARCLAYS5 (for a 5-year plan) or
- BARCLAYS7 (for a 7-year plan)
- [space] Sharesave Account Number
- [space] National Insurance Number
- [space] the amount you'd like to save every month.

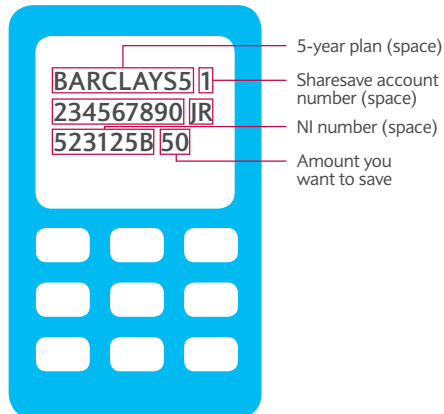
You will then receive a text message back, confirming the amount you have chosen to save. You will need to save this message until you receive your Option Certificate in the post.

Texts will be charged at your standard network rate.

Existing contracts cannot be cancelled by text message.

Example

If your National Insurance number is JR523125B and you wanted to save £50 a month in a 5-year scheme:



Facts and figures to help you decide

You can save any amount between £5 and £250 in units of £1, as long as the combined monthly sum of all your Sharesave contracts does not exceed £250 per month.

If you have deferred any payments in other savings contracts, this is likely to affect how much you can save in Sharesave 2011. The bonus payments for Sharesave 2011 will not change. They are a multiple of your chosen monthly savings amount. However, future invitations may be on different terms. Bonus rates are set by HM Treasury. These rates were set in February 2011.

Example

The table (below) shows how each savings contract and option operates. It is for illustrative purposes only and assumes a market share price of £3.00. Under Sharesave you would be able to buy the shares at £2.40 each, after the 20% discount is applied to the market price. The examples quoted assume a share price growth of 5% a year and that the savings contract is completed.

	3-year term 36 monthly payments 0.1 bonus payments	5-year term 60 monthly payments 1.7 bonus payments	7-year term 60 monthly payments followed by a 24 month dormant period 4.8 bonus payments
Savings made (£50 per month)	£1,800.00	£3,000.00	£ 3,000.00
Bonus applied	£5.00	£85.00	£240.00
Total cash at maturity	£1,805.00	£3,085.00	£3,240.00
No. of shares you could buy at £2.40	752	1,285	1,350
Market share price at maturity	£3.48	£3.83	£4.22
Your shares could be worth	£2,616.96	£4,921.55	£5,697.00
Maturity date	1 November 2014	1 November 2016	1 November 2018

Please note

Closing date is 23:45 BST Friday, 26 August 2011.

You'll need your application reference number if you have a query.

If you apply more than once, your last completed application will be the one accepted, all previous applications will be void.

Your choices after three, five or seven years

Buy

At the end of the savings period, we will write to you and you will have six months to decide whether you want shares or cash. Watch the Barclays share price and decide what's best for you.

Use your savings to buy shares and keep them for as long as you wish

You can use your savings and any bonus to buy Barclays shares, you can then hold on to the shares and choose to sell them at a later date. You can then benefit from any future growth in the share price and any dividends Barclays may pay.

Example

You choose to save £50 per month for a 3 year period.

How the savings contract works

At the end of the savings contract:

• You have saved for 36 months at £50	£1,800
You get a bonus payment of 0.1 x your monthly payment	£5
<hr/>	
• Total savings at the end of the contract	£1,805

Buying the shares

- When you joined Sharesave, the market price of the shares was £3.00
- Barclays gives you a 20% discount on the market price
- Therefore, you get an option to buy shares at £2.40
- As a result, you can buy 752 shares (£1,805/£2.40)
- The residual amount of £0.20 (£1,805 - £1,804.80) will normally be returned to you by cheque or you may choose to donate it to charity.



*Sharesave for...
...the thrill of it*

Sell

Use your savings to buy shares and sell them

You can use your savings and any bonus to buy Barclays shares and then sell them immediately. If the share price is higher than the option price, your gain will be in cash for you to do with as you please.

Selling the shares

If the share price has gone up when your contract finishes and you purchase the shares:

- You can buy 752 shares at the option price of £2.40, a total cost of £1,804.80
- At the date you buy shares, the market price has risen to £3.48 per share
- If you sell the shares immediately, you will get £2,616.96
- That is a profit of £812.16 (£2,616.96 - £1,804.80) which is not subject to income tax but may be subject to capital gains tax.



*Sharesave for...
...their future*

Cash

Just have your savings back

You don't have to buy the shares. For example, if the share price is lower than the option price, you can choose to take all of your savings and any bonus as cash.

Getting your money back

If the share price has gone down when your contract finishes and the market value of the shares is less than the option price of £2.40 you will not lose out:

- At the end of the savings contract, the market value of the shares is £2.00
- You are not obliged to buy the shares – they are worth less than the option price of £2.40 that you would have to pay for them
- But you can still get back £1,805
- Any gains on your savings are not subject to income tax.

Your questions answered

1. Can I join?

Yes. If, on 1 June 2011, you are an employee of a Group company which participates in Sharesave 2011 and you are a UK taxpayer (i.e. you are a UK employee, resident in the UK on a permanent basis or have been nominated by the Board to join Sharesave 2011). You must still be employed on 5 September 2011 to be granted an option.

Please note, if are a US Citizen, US taxpayer or a Green Card holder there are adverse US tax consequences in participating in Sharesave. In addition to income tax owed on exercise of your Sharesave option, you would be subject to a 20% tax (plus interest) on the third anniversary of the grant of your Sharesave option. You will be responsible for the settling of any tax which may arise in connection with your Sharesave option under these provisions and your options and awards under other plans may also be affected.

2. How much can I save?

You can save between £5 and £250 every month, taking into account all your Sharesave contracts (see Q6). Your enclosed express form states how much you can save this year.

3. What's the option price?

This is the price at which you can buy your Sharesave 2011 shares at the end of the savings period. It will be calculated on 9 August 2011 using the average middle market quotation of a Barclays share for a period of five consecutive dealing days commencing on the date of invitation (3 August 2011) less a 20% discount.

4. Can I change the amount I save or the period I save for?

Once you have made your application, you can't change your chosen period or savings amount.

5. Can I cancel and withdraw my Sharesave 2011 savings?

You can cancel it and have your savings returned at any time, but your option to buy shares will lapse. You also won't receive your tax-free bonus. If you cancel a seven year savings contract between the fifth and seventh year anniversaries you will be paid the five year bonus payment. Please note, interest will be payable at 0.12% if repayment is made after saving for one year or more than 12 monthly payments have been received.

6. Should I cancel previous years' savings contracts so that I can save more this year?

That's up to you. The option price for Sharesave 2011 will be calculated as detailed in Q3 and it is possible it may be lower than previous years' option prices. You can find out the option price for Sharesave 2011 from 11 August 2011 by visiting mybarclaysshares.co.uk

If you cancel an existing savings contract you will lose the option to buy shares at the relevant option price and your savings will be returned, plus any interest due (where applicable and if you've made more than 12 monthly payments). The maximum amount you can save per month for Sharesave 2011 will increase and the bonus rates (if any) applied to your 2011 savings contract will be different to those applied to previous savings contracts. Sharesave is a short to medium term investment so you should consider the financial implications of cancelling any existing contracts.

7. What happens if I change my name or address?

If at any time your name and/or address changes, please notify your HR Administration Area and Barclays Share Plans in writing, remember to include a copy of the appropriate legal documentation for name changes.

8. What about tax?

The UK tax legislation may be different when you come to buy your shares, using your savings contract proceeds, or if you later sell your shares, so you should take independent advice at that time. If you are resident overseas you should consult your professional adviser about the local tax implications of participating in Sharesave.

Any bonus paid on your savings is free from UK taxes. Normally the purchase of shares will also be free from UK taxes, but you may have to pay UK income tax if you exercise your option before the third anniversary if, for example, Barclays is taken over or reconstructed or the company for which you work is sold outside the Barclays Group.

You may be liable to capital gains tax when you sell your shares although each year a certain amount is free from tax (£10,600 for 2011/2012). Under current legislation it is possible to reduce any potential capital gains tax on some or all of your shares by transferring them directly into an ISA within a pre-defined period and other exceptions and relief may be available to further reduce your taxable gain.

9. What if I am not currently paid by UK payroll?

If you work overseas, are on maternity leave or other unpaid leave, you can save using a Standing Order. Standing Order forms are available from Barclays Share Plans.

If you are resident overseas you should consult your professional adviser about the local tax implications of participating in Sharesave.

10. What happens if I miss any payments?

If for any reason you miss more than six payments, your option to buy shares and your savings contract will lapse. The proceeds of your savings contract will be returned to you on request.

11. What happens if demand is really high for Sharesave 2011, will I get what I want?

If the total applications exceed the number of shares over which options may be granted, applications will be scaled down. If this happens you will be notified.

12. What happens if I take maternity leave, a short-term career break or any other unpaid leave?

You will normally continue to be eligible to exercise your option but you should note the following:

Once your pay stops, you will be contacted by your payroll and in normal circumstances you may:

1. Continue saving by way of a Standing Order from your bank/building society.
2. Defer up to a maximum of six payments, during the life of your Sharesave 2011 savings contract, then continue saving by way of a Standing Order. However, if more than six payments are missed your option to buy shares will lapse and your savings will be returned to you (plus any interest, if applicable). If you are already contributing by Standing Order, you may still defer payments by cancelling the Standing Order but you must set it up again to ensure that no more than six payments are missed. If you decide to defer any payments, the maturity date of your Sharesave 2011 savings contract will be

deferred by one month for each payment missed. The deferred payments cannot be made up by a lump sum.

3. Cancel your Sharesave 2011 savings contract and withdraw your savings upon request to Barclays Share Plans. Your option to buy shares will lapse and your savings will be returned to you (plus any interest, if applicable).

Note: Standing Order forms are available from Barclays Share Plans.

13. What happens if I transfer to another part of Barclays, or relocate to a group company outside of the UK that does not participate in Sharesave?

You can continue to contribute on a monthly basis until your Sharesave 2011 savings contract matures and exercise your option if you are in employment at the time with a company which is an associated company of Barclays PLC or a company which is under the control of Barclays PLC. However, you will be unable to participate in any further UK Sharesave invitations.

You will need to contact Barclays Share Plans to notify them and request a form to set up a Standing Order arrangement to continue your monthly payments.

14. What happens if my company gets sold out of the Group or Barclays is taken over?

If the company or the business in which you are employed is sold to a purchaser, other than a Barclays Group company, you may exercise your option no later than six months afterwards. Alternatively, you can choose to not buy shares and instead either withdraw your savings and receive any interest due (if you've made more than 12 monthly payments) or continue saving to maturity and receive any applicable bonus. You will have the right to exercise your option if Barclays PLC is taken over, or you may be offered a replacement option by the acquiring company over its shares. You may have to pay income tax and National Insurance contributions.

15. What happens if I leave Barclays?

You have different choices depending on your reason for leaving. Please see the table overleaf.

16. How are bonus rates set?

Sharesave bonus rates are reviewed and set by HM Treasury. The bonus rates for Sharesave 2011 were set on 27 February 2011.

What happens if I leave?

If you intend to leave, or know that you are due to leave after options are granted, you may still join Sharesave 2011 but the circumstances may affect your savings contract and option. If you leave you may continue to save by Standing Order and receive any tax-free bonus at maturity – although you may lose the opportunity to buy shares at the 20% discount.

Reason for leaving	Length of time since your Sharesave option was granted	Your choices		
		Use some or all of your savings to buy a reduced number of shares within six months of leaving (you may continue saving during this period) or within six months of the bonus date if earlier	Withdraw your savings without buying shares	Continue saving to maturity to receive any applicable bonus without buying shares
Resignation*	Less than 3 years More than 3 years	x ✓	✓	✓
Dismissal, misconduct**	Any length of time	x	✓	✓
Leaving due to injury, disability or redundancy	Any length of time	✓	✓	✓
Retirement on reaching 60***	Any length of time	✓	✓	✓
Death in service	Any length of time	Your personal representatives may exercise your option, provided they do so within 12 months of the bonus date or the date of death, whichever is the earlier.		

*includes taking a long-term career break and the cessation of a fixed-term contract

**for options granted post June 2005

***or such other age at which you are required to retire in accordance with the terms of your contract

Note: if your company gets sold out of the Group or Barclays is taken over, please see Q14 on page 11 for further information.

Glossary of terms

Sharesave

The Barclays Group SAYE Share Option Scheme.

Sharesave 2011

The 2011 invitation under Sharesave.

savings contract

An agreement to save a fixed amount of money each month.

shares

Barclays PLC ordinary shares.

option

A right granted to you under Sharesave to buy shares, at a future date, at a special discounted price using the amount of the proceeds from your savings contract.

option price

The special discounted price of a share calculated on 9 August 2011 using the average middle market quotation of a Barclays share for a period of five consecutive dealing days commencing on the date of invitation (3 August 2011) less a 20% discount.

bonus date

The date when your savings contract matures. This will depend on whether you choose a three, five or seven year savings contract and if you defer any of your regular monthly payments.

exercising your option

Buying shares at the option price using an amount of the proceeds of your savings contract.

If you wish to see a copy of the rules of Sharesave please contact Barclays Share Plans. If there is any inconsistency between the booklet and the Sharesave rules, the rules apply.

Sharesave checklist

Make sure you read the booklet

Think about how much you are currently saving

Think about how much you want to save with Sharesave and for how long

If you want to be in Sharesave 2011

 Log on to: mybarclaysshares.co.uk

 Text: 84247 from the UK

 Phone: 0871 384 2224

by 23:45 BST Friday, 26 August 2011

Make a note of your application reference for future reference

Key dates

Invitation opens
Wednesday, 3 August 2011

Invitation closes
23:45 BST Friday, 26 August 2011

First deduction from net pay
October 2011

Maturity dates
1 November 2014 / 3-year contract
1 November 2016 / 5-year contract
1 November 2018 / 7-year contract

Contact us

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