Results of Absa shareholder vote on strategic combination of Barclays Africa operations with Absa

**RESULTS OF GENERAL MEETING OF SHAREHOLDERS - THE PROPOSED STRATEGIC COMBINATION OF BARCLAYS AFRICAN OPERATIONS WITH ABSA GROUP LIMITED (“THE PROPOSED TRANSACTION”) AND THE PROPOSED CHANGE OF NAME OF “ABSA GROUP LIMITED” TO “BARCLAYS AFRICA GROUP LIMITED”**

**Johannesburg, 25 February 2013**

1. Introduction

Shareholders are referred to the announcement released on SENS dated 6 December 2012 and the circular to shareholders dated 14 December 2012 (“the Circular”), which provide details on the Proposed Transaction.

2. Results of the general meeting

Shareholders are advised that at the general meeting of Absa Group’s shareholders (“Shareholders”) held on Monday, 25 February 2013 (“General Meeting”), all of the ordinary and special resolutions proposed at the General Meeting were approved by the requisite majorities of Shareholders. These resolutions included an ordinary resolution to seek approval for the Proposed Transaction and special resolutions of the approval for the name change of “Absa Group Limited” to “Barclays Africa Group Limited” and for the authority to allot and issue Absa Group shares to Barclays Bank PLC (or its wholly-owned subsidiary, Barclays Africa Group Holdings Limited, and the Horizon Trust) in respect of the Proposed Transaction.

[If the vote is 90%+, include the following table]

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Votes in favour(%)</th>
<th>Result</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resolution to approve the Proposed Transaction*</td>
<td>96</td>
<td>Passed</td>
</tr>
<tr>
<td>Special resolutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Special resolution to approve the change of name</td>
<td>99</td>
<td>Passed</td>
</tr>
<tr>
<td>Special resolution to approve the allotment and issue of shares</td>
<td>98</td>
<td>Passed</td>
</tr>
<tr>
<td>Ordinary resolution</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Resolution to grant authority to give effect and implement all the resolutions</td>
<td>99</td>
<td>Passed</td>
</tr>
</tbody>
</table>

*Note:* For purposes of the JSE Listing Requirements, the votes of Barclays Bank Plc and its associates are excluded.

3. Outstanding conditions precedent

Shareholders are reminded that implementing the Proposed Transaction remains subject to fulfilling certain conditions precedent, including various regulatory approvals, as set out in the Circular.

The listing of Barclays Bank Botswana Limited on the Botswana Stock Exchange will continue to be maintained as only the shares held by Barclays Bank PLC in this entity will be transferred in the Proposed Transaction. The Proposed Transaction will not impact the number of shares held by the minorities in Barclays Bank Botswana Limited.

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**About Barclays**

Barclays is a major global financial services provider engaged in personal banking, credit cards, corporate and investment banking and wealth and investment management with an extensive international presence in Europe, the Americas, Africa and Asia.

With over 300 years of history and expertise in banking, Barclays operates in over 50 countries and employs approximately 140,000 people. Barclays moves, lends, invests and protects money for customers and clients worldwide.

For further information about Barclays, please visit our website [www.barclays.com](http://www.barclays.com).

**About Barclays in Africa**

The businesses in scope for the proposed combination employ more than 9,100 people and have a network of more than 400 branches and 840 ATMs serving approximately 2.2 million customers. At 31 December 2012, the Barclays Africa businesses in scope for the proposed combination had total assets of approximately R86.1 billion.

**About Absa**

Absa Group Limited (Absa), listed on the JSE Limited, is one of South Africa’s largest financial services groups offering a complete range of banking, insurance and wealth management products and services. Absa’s business is conducted primarily in South Africa. It also has equity holdings in banks in Mozambique and Tanzania, representative offices in Namibia and Nigeria and bancassurance operations in Botswana and Mozambique.

At 31 December 2012, the Group had 718.2 million shares in issue and a market capitalisation of R117.79 billion. The Group had assets of R807.9 billion, 10.9 million customers, 9,929 automated teller machines and 33,717 permanent employees.

Absa is a subsidiary of Barclays Bank PLC, which holds a stake of 55.5%. Barclays is a major global financial services provider engaged in retail banking, credit cards, corporate and investment banking, and wealth management with an extensive international presence.

For more information, please visit the Absa website: [www.absa.co.za](http://www.absa.co.za)