



DIVISION OF  
TRADING AND MARKETS

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

November 7, 2013

George H. White, Esq.  
Sullivan & Cromwell LLP  
One New Fetter Lane  
London EC4A 1AN, England

**Re: Barclays PLC: Exemptive Relief from Rules 101 and 102 of Regulation M  
File No. TP 14-04**

Dear Mr. White:

In your letter dated November 7, 2013, as supplemented by conversations with the staff, you request on behalf of Barclays PLC, a public limited company organized under the laws of England and Wales (“Barclays”) an exemption from Rules 101 and 102 of Regulation M under the Securities Exchange Act of 1934 (“Exchange Act”) in connection with a proposed Capital Securities Offering. We have enclosed a photocopy of your letter. Each defined term in our response has the same meaning as defined, directly or by reference, in your attached letter, unless we note otherwise.

On July 31, 2013, the Commission granted Barclays an exemption from Rules 101 and 102 of Regulation M to permit certain Barclays Affiliates to conduct specified transactions (or Market Activities) in Barclays Shares and Barclays ADSs during the distribution of Barclays Shares and Barclays ADSs in connection with its Rights Issue, which was completed on October 9, 2013 (the “Original Relief”).<sup>1</sup> In your letter, you seek the same exemptive relief from Rules 101 and 102 of Regulation M as granted in the Original Relief to permit the Barclays Affiliates to continue to engage in these same specified transactions (or Market Activities) in Barclays Shares and Barclays ADSs during the distribution of New Capital Securities<sup>2</sup> in connection with the Capital Securities Offering.

In your letter, you reiterate the facts and representations set forth in the Original Request, including specifically with respect to the market for Barclays Shares and Barclays ADSs, the nature and conduct of the Market Activities, Barclays’ Trading

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<sup>1</sup> The specified transactions (or Market Activities) include the derivatives market-making, hedging, asset management, trust and estate, unsolicited brokerage, stock borrowing, stock lending, collateral-taking for stock lending purposes, banking, and employee plan activities as described in the Original Relief.

<sup>2</sup> In your letter, you request exemptive relief in the event that Barclays Shares and Barclays ADSs could be considered to be “reference securities” and, therefore, “covered securities” in relation to the distribution of New Capital Securities for purposes of Regulation M.

Policy, the application of Regulation M with respect to the Market Activities, and the U.K. Market Regulatory Regime. In each case, you confirm that there has been no material change in any of the representations and other matters set forth in the Original Request. In connection with the Capital Securities Offering, you specifically state that the Market Activities would be conducted in accordance with applicable local law and in the ordinary course of business in the United Kingdom and other non-U.S. markets (except that certain derivatives market-marking and hedging, asset management, trading by trustees, unsolicited brokerage, stock borrowing and lending, and taking collateral for stock lending purposes will also be conducted in the ordinary course of business in the United States), and not to facilitate the Capital Securities Offering. You also confirm that the Market Activities will continue to be conducted in accordance with the Trading Policy described in your Original Request and that, as a result, Barclays continues to believe that trading in Barclays Shares and Barclays ADSs by Barclays and Barclays Affiliates represents an insignificant portion of daily average trading volumes for such securities. You also confirm that the availability of the exemption that Barclays is requesting shall be conditioned on the disclosure and record-keeping undertakings outlined in your letter and in the Original Relief.

*Response:*

Based on the facts and representations that you have reiterated and confirmed in your letter, the Commission finds that it is necessary or appropriate in the public interest, and is consistent with the protection of investors to grant, and hereby grants, Barclays an exemption from Rules 101 and 102 of Regulation M to permit the Derivatives Market-Making Units and Hedging Units, the Asset Managers, the Trustees and Personal Representatives, the Brokerage Units, the Stock Borrowing and Lending Units and Collateral-Taking Units, the Banking Units, the Employee Plan Trustees, BCSL, BCI, and BWTUS (collectively, the "Companies") to continue to engage in the transactions described in your letter and in the Original Request.

The exemption is subject to the following conditions:

1. None of the transactions of the Companies described in your letter and in the Original Request shall occur in the United States, with the exception of certain derivatives market-making and hedging, asset management, unsolicited brokerage, stock borrowing and lending, taking collateral for stock lending purposes, and trust and estate activities of certain Barclays Affiliates as described in your letter and in the Original Request;
2. All of the transactions described in your letter and in the Original Request shall be effected in the ordinary course of business and not for the purpose of facilitating the Capital Securities Offering;

3. The documents distributed to U.S. investors in connection with the Capital Securities Offering will disclose the possibility of, or the intention to make, the transactions described in your letter and in the Original Request;
4. Barclays and each of the Companies will provide to the Division of Trading and Markets ("Division"), upon request, a time-sequenced schedule of all such transactions made during the Restricted Period. Such schedule will include:
  - (a) size, broker (if any), time of execution, and price of the transactions;
  - (b) the exchange, quotation system, or other facility through which the transactions occurred, and
  - (c) whether the transactions were made for a customer account of a proprietary account;
5. Upon request of the Division, Barclays and each of the Companies will transmit the information requested in item 4 (above) to the Division at its offices in Washington, DC, within 30 days of its request;
6. Barclays and each of the Companies shall retain all documents and other information required to be maintained pursuant to this exemption for at least two years following the completion of the Capital Securities Offering;
7. Representatives of Barclays and each of the Companies shall be made available (in person at the offices of the Commission in Washington, DC, or by telephone) to respond to inquiries of the Division relating to their records; and
8. Except as otherwise exempted by this letter, Barclays and each of the Companies will comply with Regulation M.

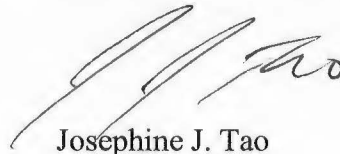
The foregoing exemption from Rules 101 and 102 of Regulation M is based solely on your representations and the facts presented to the staff and is strictly limited to the application of this rule to the proposed transactions. Such transactions should be discontinued, pending presentation of the facts for our consideration, in the event that any material change occurs with respect to any of those facts or representations.

In addition, your attention is directed to the anti-fraud and anti-manipulation provisions of the Exchange Act, including Sections 9(a) and 10(b), and Rule 10b-5 thereunder. Responsibility for compliance with these and any other applicable provisions of the federal securities laws must rest with the participants in the various transactions.

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The Division expresses no view with respect to any other questions that the proposed transactions may raise, including, but not limited to, the adequacy of disclosure concerning, and the applicability of any other federal or state laws to, the proposed transactions.

For the Commission,  
by the Division of Trading and Markets,  
pursuant to delegated authority,<sup>3</sup>

A handwritten signature in black ink, appearing to read 'J. J. Tao', is positioned above the printed name and title.

Josephine J. Tao  
Assistant Director

Attachment

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<sup>3</sup> 17 CFR 200.30-3(a)(6).

# SULLIVAN & CROMWELL LLP

A LIMITED LIABILITY PARTNERSHIP

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November 7, 2013

## By Hand and E-mail

Office of Derivatives Policy and Trading Practices,  
Division of Trading and Markets,  
Securities and Exchange Commission,  
100 F Street, N.E.,  
Washington, D.C. 20549,  
United States of America.

Attention: Ms. Josephine J. Tao, Esq., Assistant Director

Re: Barclays PLC: Request for Exemptive Relief from Rule 101 and Rule 102 of Regulation M in connection with an Offering of New Capital Securities

Dear Ms. Tao:

We are writing on behalf of our client Barclays PLC, a public limited company organized under the laws of England and Wales ("Barclays"), about the application of Regulation M under the Securities Exchange Act of 1934 to transactions by affiliates of Barclays (the "Barclays Affiliates", and each a "Barclays Affiliate") in the ordinary shares of Barclays ("Barclays Shares"), and the American Depositary Shares, each representing the right to receive four Barclays Shares ("Barclays ADSs"), during the Capital Securities Offering (as defined below).

We refer to our letter to the Staff of July 31, 2013, attached hereto as Annex A (the "Original Request"), in which Barclays' sought an exemption to permit certain Barclays Affiliates to conduct specified transactions in Barclays Shares and Barclays ADSs during the distribution of Barclays Shares and Barclays ADSs in connection with its Rights Issue, which was completed on October 9, 2013. The Rights Issue was the first in a series of capital management actions agreed between Barclays and the UK Prudential Regulation Authority ("PRA"). Unless otherwise defined herein, capitalized terms in this letter have the same meaning as in the Original Request. Also

attached as Annex B hereto is the letter from Josephine J. Tao, Assistant Director, dated July 31, 2013 (the "Original Relief"), granting an exemption from Rules 101 and 102 of Regulation M in connection with the Rights Issue.

In this request letter, on behalf of Barclays, we ask the Commission to grant the same exemptive relief from Rule 101 and Rule 102 of Regulation M as granted in the Original Relief to permit Barclays Affiliates to continue to engage, in the ordinary course of business as described below and in accordance with applicable local law, in the Market Activities during the Restricted Period (as defined below) in connection with the Capital Securities Offering. Barclays is seeking exemptive relief in the event that Barclays Shares and Barclays ADSs could be considered to be "reference securities" in relation to the New Capital Securities (as defined below) for purposes of Regulation M.

The availability of the exemption that Barclays is requesting would be conditioned on the disclosure and record-keeping undertakings outlined below and the conditions set forth in the Original Relief. Barclays confirms that there has been no material change in any of the representations and other matters set forth in the Original Request.

Barclays has provided us with, and authorized us to make on its behalf, the factual representations set forth in this letter about the market for Barclays Shares and Barclays ADSs and the activities of Barclays Affiliates.

### **I. The Market for Barclays Shares**

As described in the Original Request, the overwhelmingly dominant trading market for the Barclays Shares remains the United Kingdom. The Barclays Shares remain listed on the LSE, which is the principal London exchange for equity and bond trading. Barclays reiterates the factual representations set forth under the caption "The Market for Barclays Shares" in the Original Request and confirms that there has been no material change in the matters described therein since the date of the Original Request. We do note that, as of October 24, 2013, the number of Barclays Shares issued and outstanding had increased to approximately 16.1 billion, predominantly as a result of the Rights Issue, and the market capitalization had increased to £42.9 billion (approximately US\$69.5 billion at the rate reported by Bloomberg at 5 pm in New York City on October 24, 2013).

### **II. The Market Activities for Which Relief is Sought**

The Original Request sought exemptive relief to permit certain Barclays Affiliates to conduct specified Market Activities in Barclays Shares and Barclays ADSs during the distribution of Barclays Shares and Barclays ADSs. Barclays reiterates the

factual representations set forth under the caption “The Market Activities for Which Relief is Sought” in the Original Request and confirms that there has been no material change in the matters described therein since the date of the Original Request.

In particular, Barclays confirms that there has been no material change to the Trading Policy since the date of the Original Request, and as a result continues to believe that trading in Barclays Shares and Barclays ADSs by Barclays and the Barclays Affiliates represents an insignificant portion of daily average trading volumes for such securities.

### III. The Capital Securities Offering

On July 30, 2013, Barclays announced its intention to raise up to £2 billion of qualifying additional tier 1 securities (the “**New Capital Securities**”) in connection with its plan to meet the leverage ratio target set by the PRA, Barclays’ primary regulator, by June 30, 2014. The New Capital Securities would be a form of deeply subordinated perpetual (i.e., no fixed maturity date) securities structured to qualify as additional tier 1 capital for UK regulatory purposes, and would be offered pursuant to Barclays existing shelf registration statement (which currently provides for the issuance of such securities). Barclays proposes to commence an offering of one or more series of the New Capital Securities shortly.

The New Capital Securities will have a similar 7% capital adequacy trigger mechanism (the “**Capital Adequacy Trigger Event**”) as previous issuances (although the actual trigger itself will not be calculated in precisely the same way), but instead of the loss of the entire investment, a holder’s interest in the New Capital Securities would, upon the occurrence of the Capital Adequacy Trigger Event, automatically and mandatorily be converted into Barclays Shares. Barclays shelf registration statement also covers Barclays Shares.

For the purpose of the offering and sale of the New Capital Securities (the “**Capital Securities Offering**”), Barclays filed on July 29, 2013, a post-effective amendment to its existing shelf Registration Statement on Form F-3 to register the New Capital Securities which became effective upon filing with the Commission. Pursuant to the rules of the Commission, Barclays plans to file a prospectus supplement pursuant to Rule 424(b) reflecting the specific terms of the New Capital Securities.

### IV. Application of Regulation M

In connection with the Capital Securities Offering, Barclays, directly or through underwriters (as defined under the Securities Act), will offer the New Capital Securities which, under certain very limited circumstances, could automatically and

mandatorily convert into Barclays Shares. Although Barclays expects that the New Capital Securities will be priced and trade more like traditional fixed-income debt instruments than conventional convertible instruments, the Barclays Shares and Barclays ADSs may be deemed to be “reference securities” in relation to the New Capital Securities pursuant to Rule 100 of Regulation M. As a result, the Barclays Shares and Barclays ADSs may be deemed to be “covered securities” for purposes of the Capital Securities Offering. Subject to enumerated exceptions, Rule 102 of Regulation M makes it unlawful for an issuer or affiliated purchaser, directly or indirectly, to bid for, purchase, or attempt to induce any person to bid for or purchase a covered security during the applicable restricted period. The ratio at which the New Capital Securities would convert into Barclays Shares will most likely be determined by reference to the market price of Barclays Shares on the date upon which the underwriters and Barclays determine the issue price for the New Capital Securities, which is expected to occur following a period of meetings and discussions with prospective investors. Barclays believes that, under Regulation M, the restricted period for the distribution (the “Restricted Period”) will begin one business day prior to the determination of the issue price, and will end upon the completion of the distribution of the New Capital Securities in the United States. Accordingly, the Restricted Period for Barclays is expected to last up to several days.

As subsidiaries of Barclays that regularly purchase securities for their own accounts and/or the accounts of others, Barclays Affiliates may be deemed to be “affiliated purchasers” of the issuer, as defined in Rule 100 of Regulation M.<sup>1</sup> Accordingly, if Barclays Shares and Barclays ADSs are considered covered securities, the Market Activities of the Barclays Affiliates may be subject to Rule 102 throughout the Restricted Period, except to the extent that any of them acts as a “distribution participant” subject to Rule 101. As such, we request relief for the Market Activities described in this letter under both Rule 101 and Rule 102.

Barclays Capital Securities Limited (“**BCSL**”), a subsidiary of BBPLC, is expected to be an underwriter in the Capital Securities Offering, and BCI will act as its agent in connection with the Capital Securities Offering (including in the United States), and as a result both BCSL and BCI may be deemed to be acting as “distribution participants” in the Capital Securities Offering as defined in Rule 100 of Regulation M, and their Market Activities may be subject to Rule 101 during the Restricted Period.

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<sup>1</sup> Certain Barclays Affiliates may qualify for the exception to the definition of “affiliated purchaser” set forth in paragraphs (3)(i)-(iii) thereof, but insofar as at least some Barclays Affiliates have officers and employees in common with Barclays that direct, effect or recommend transactions in securities, the exception will not be available to all Barclays Affiliates.



Thus we request relief for the Market Activities of BCSL and BCI under both Rule 101 and Rule 102, whichever may apply.

Barclays reiterates the factual representations (i) concerning Market Activities set forth under the caption “Application of Regulation M” in the Original Request and (ii) set forth under the caption “The United Kingdom Market Regulatory Regime” in the Original Request, and in each case confirms that there has been no material change in the matters described therein since the date of the Original Request.

For the foregoing reasons, Barclays asks the Staff to provide the same exemptive relief from Regulation M as described in the Original Relief in order to allow Barclays Affiliates to continue to engage in the Market Activities during the Restricted Period for the Capital Securities Offering.

#### **V. Relief Requested**

As discussed above, Barclays is seeking exemptive relief from the application of Rule 101 and Rule 102 of Regulation M in connection with the Capital Securities Offering to permit Barclays Affiliates to continue to engage in the Market Activities during the Restricted Period.

The Market Activities would be conducted in accordance with applicable local law and in the ordinary course of business in the United Kingdom and other non-U.S. markets (except that certain derivatives market-making and hedging, asset management, trading by trustees, unsolicited brokerage, stock borrowing and lending and taking collateral will also be conducted in the ordinary course of business in the United States).

The Market Activities would also be conducted in accordance with the Trading Policy and conditions 1 and 2 of the Original Relief.

As a condition to the relief being requested, Barclays would also undertake to include disclosure in the prospectus supplement that will be distributed to U.S. investors in connection with the Capital Securities Offering. The disclosure would be substantially similar to the following:

Barclays Affiliates will continue to engage, including during the Capital Securities Offering, in one or more market activities involving Barclays Shares and Barclays ADSs, including derivatives market-making and hedging, trading by asset managers, trading by trustees and personal representatives, unsolicited brokerage, stock borrowing and

lending and taking collateral, banking-related activities and trading pursuant to employee incentive plans. These market activities have occurred and are expected to continue to occur both outside and inside the United States, solely in the ordinary course of business and not in contemplation of the Capital Securities Offering. In addition, Barclays Affiliates may, under certain circumstances, participate in the Capital Securities Offering.<sup>2</sup>

As a further condition to the relief being requested, Barclays will undertake to retain all records generated in the ordinary course ("Records") with respect to the date and time at which any Barclays Shares are purchased or sold, the market in which the purchase or sale is effected, the amount of Barclays Shares purchased or sold and the price of purchase or sale, for each purchase or sale of Barclays Shares that Barclays Affiliates make during the Restricted Period (the information subject to this undertaking will not include any client-specific data, the disclosure of which may be restricted under local law). Barclays will maintain the Records for a period of two years following the end of the Restricted Period. Upon the written request of the Division of Trading and Markets of the Commission, Barclays will make the relevant information available at the Commission's offices in Washington, D.C. in the form specified in condition 4 and in accordance with the related conditions 5, 6 and 7 of the Original Relief.

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<sup>2</sup> However, such Barclays Affiliates will only purchase New Capital Securities to the extent such purchases are made consistent with Regulation M.

If you have any questions or require any additional information, please contact the undersigned in London at 011 (44) 20 7959 8570 or John O'Connor in London at 011 (44) 20 7959 8515.

Sincerely yours,



George H. White

cc: Joan M. Collopy  
Elizabeth Sandoe  
John Guidroz  
(Securities and Exchange Commission)

Sarah Crouch  
Catherine Fisher  
Ben Rumble  
(Barclays PLC)

Lucas H. Carsley  
John O'Connor  
Evan S. Simpson  
(Sullivan & Cromwell LLP)

**Annex A**

**Original Request**

# SULLIVAN & CROMWELL LLP

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July 31, 2013

## By Hand and E-mail

Office of Derivatives Policy and Trading Practices,  
Division of Trading and Markets,  
Securities and Exchange Commission,  
100 F Street, N.E.,  
Washington, D.C. 20549,  
United States of America.

Attention: Ms. Josephine J. Tao, Esq., Assistant Director

Re: Barclays PLC: Request for Exemptive Relief from Rule 101 and  
Rule 102 of Regulation M

Dear Ms. Tao:

We are writing on behalf of our client Barclays PLC, a public limited company organized under the laws of England and Wales ("Barclays"), about the application of Regulation M to transactions by affiliates of Barclays (the "Barclays Affiliates", and each a "Barclays Affiliate") in the ordinary shares of Barclays ("Barclays Shares"), and the American Depositary Shares, each representing the right to receive four Barclays Shares ("Barclays ADSs"), during the distribution of Barclays Shares and Barclays ADSs to be made by Barclays in connection with the Rights Issue (as defined below).

On June 20, 2013 the UK Prudential Regulation Authority ("PRA"), Barclays' primary regulator, announced the results of its review of the capital adequacy of major UK banks and building societies. As part of its review, the PRA introduced a minimum 3% leverage ratio requirement, calculated on a PRA-adjusted CET 1 capital base and using a CRD IV leverage exposure measure. As at June 30, 2013, Barclays had a PRA leverage ratio of 2.2%, representing a gap of £12.8 billion. Barclays discussed a

number of options with the PRA to meet the 3% leverage ratio target, following which Barclays was asked by the PRA to submit a plan for achieving the target by June 30, 2014.

Barclays has considered a range of alternative plans to meet the 3% leverage ratio by June 2014, including through accelerated asset reductions. Meeting this target through reducing leverage exposure alone would have required approximately £427 billion of reductions. The board of directors of Barclays determined that such actions in that timeframe would have a damaging effect on Barclays' business franchises and would be subject to significant execution risk. In addition, such actions would negatively impact Barclays' commitment and desire to support lending to customers and clients. Barclays has agreed with the PRA, as part of its leverage exposure and capital management actions, to raise approximately £5.8 billion, net of expenses, through the fully underwritten Rights Issue (as defined below).

Specifically, on behalf of Barclays, we ask the Commission to grant exemptive relief from Rule 101 and Rule 102 of Regulation M to permit Barclays Affiliates to continue to engage, in the ordinary course of business as described below and in accordance with applicable local law, in the following activities during the Restricted Period (as defined below):

- ***Derivatives Market-Making and Hedging:*** As derivatives market makers, certain Barclays Affiliates (the "Derivatives Market-Making Units"), including Barclays Bank PLC ("BBPLC"), Barclays Capital Securities Limited ("B CSL"), Barclays Capital France SA ("BCF"), Barclays Capital Inc. ("BCI", and together with BBPLC, BCSL and BCF, "Barclays Capital"), Barclays Bank (Suisse) SA ("BBS"), Barclays Bank S.A. ("BBSA"), Nikko Cordial Securities (SMBC) Barclays Wealth division ("NCSBW"), Barclays Capital Mauritius Limited and Barclays Securities (India) Private Limited ("BSIPL"),<sup>1</sup> create, redeem, issue, buy and sell derivatives on Barclays Shares for their own accounts and for the

<sup>1</sup> To the extent that Barclays Affiliates or the jurisdictions in which or the facilities through which they conduct their Market Activities (as defined below) are identified in this letter, such identifications are intended to illustrate the main Barclays Affiliates, jurisdictions and facilities involved in the Market Activities. Barclays is requesting relief to cover the conduct of the Market Activities by all Barclays Affiliates, in all jurisdictions and through all facilities, whether or not such Barclays Affiliates, jurisdictions or facilities are specifically identified in this letter. However, Barclays is not requesting relief to cover the conduct of Market Activities in the United States except to the extent that this letter indicates that such Market Activities are conducted in the United States.

accounts of their customers. In addition, certain Barclays Affiliates (the "Hedging Units"), including Barclays Capital, BBS, BSIPL and Barclays Investments and Loans (India) Limited ("BICIL"), solicit and effect trades in Barclays Shares for their own accounts and for the accounts of their customers for the purpose of hedging positions (or adjusting or liquidating existing hedge positions) of the Derivatives Market-Making Units and their customers that are established in connection with their derivatives market-making activities. The market activities of the Derivatives Market-Making Units and the Hedging Units are conducted primarily in the United Kingdom through the facilities of the London Stock Exchange plc (the "LSE"), SWX Europe and the Euronext.liffe exchange, in The Netherlands through the facilities of the Euronext Amsterdam exchange, in Belgium through the facilities of the Euronext Brussels exchange, in France through the facilities of the Euronext Paris exchange, in Portugal through the facilities of the Euronext Lisbon exchange (all of the Euronext exchanges together, "Euronext"), in Switzerland through the facilities of the Swiss Stock Exchange (the "SWX"), in Spain through the Spanish Stock Exchanges (the "SSE"), in Italy through the Borsa Italiana (the "BI"), in Japan through the facilities of the Tokyo Stock Exchange (the "TSE") and in each of these countries and other member states of the European Union through over-the-counter transactions. Limited market activities of the Derivatives Market-Making Units and the Hedging Units, relating solely to derivatives on indices that include Barclays Shares or Barclays ADSs as a component, are also conducted in the United States.

- ***Trading in Barclays Shares by Asset Managers:*** Certain Barclays Affiliates (the "Asset Managers"), including ABSA Bank Limited ("ABL"), Barclays Asset Management Limited, Barclays Assurance (Dublin) Limited ("BADL"), BBPLC, BBS, NCSBW Barclays Saudi Arabia ("BSA"), Barclays Stockbrokers Limited ("BSL"), BBSA, BCI, BSIPL, Barclays Private Clients International Limited ("BPCIL"), Gerrard Investment Management Limited ("GIML"), Barclays Private Bank & Trust Limited ("BPBTL"), Barclays Private Asset Management (Monaco) S.A. ("BPAMM"), Barclays Wealth Fund Managers (Guernsey) Limited ("BWFMGL"), Barclays Wealth Fund Managers (Jersey) Limited ("BWFMJL"), Barclays Wealth Fund Managers (Isle of Man) Limited ("BWFMIL"), Barclays Wealth Advisory

Investment Consultants Limited, Barclays Wealth Managers Espana SA SGIIC ("BWME"), Barclays Wealth Managers France S.A. ("BWMF"), Barclays Wealth Managers SGFIM FA, Barclays Wealth Managers S.A. ("BWMSA"), Barclays International Fund Managers Limited, Barclays Insurance Guernsey PCC Limited, Barclays Investment Funds (Channel Islands) Limited, Island Nominees Limited, Stowell Limited, Wallbrook (IOM) Nominees (No.3) Ltd, Wallbrook (IOM) Nominees (No.4) Ltd, Wallbrook (IOM) Nominees (No.5) Ltd, Wallbrook (IOM) Nominees (No.6) Ltd, and Barclays Wealth Sud Americas S.A. ("BWSASA"), manage the assets of mutual funds, pension funds, group trusts, common trusts and investor portfolios (the "Managed Funds"). As part of their ordinary investment management activities on behalf of the Managed Funds, the Asset Managers buy and sell Barclays Shares and Barclays ADSs for the accounts of the Managed Funds. The market activities of the Asset Managers are conducted both inside and outside of the United States and primarily in the United Kingdom through the facilities of the LSE and over-the-counter transactions and the United States through the facilities of the New York Stock Exchange ("NYSE").

- ***Trading in Barclays Shares by Trustees and Personal Representatives of Estates:*** Certain Barclays Affiliates (the "Trustees and Personal Representatives"), including ABL, BBPLC, BBS, BSA, BBSA, GIML, BPBTL, BPCIL, BWFML, BWFML, BWMFJL, NCSBW, Barclays Trust (Suisse) SA ("BTS"), Barclays Bank Trust Company Limited ("BBTCL"), Barclays Wealth Trustees (Isle of Man) Limited ("BWTIL"), Barclays Wealth Trustees (Guernsey) Limited ("BWTGL"), Barclays Wealth Trustees (Jersey) Limited ("BWTJL"), Barclays Wealth Trustees (Hong Kong) Limited ("BWTHKL"), Barclays Wealth Trustees (U.S.), N.A. ("BWTUS"), Barclays Wealth Trustees (Singapore) Limited ("BWTSL"), Barclays Private Bank and Trust (IOM) Limited ("BPBTIL") and Barclays Private Bank & Trust (Cayman) Limited ("BPBTCL"), Eagle Holdings Limited, Eagle Management Services Limited and Golden Eagle Holdings Limited, act as trustees, executors and/or personal representatives of testamentary, *inter vivos* and charitable trusts as well as estates (the "Trusts and Estates"). As part of their responsibilities, the Trustees and Personal Representatives purchase and sell Barclays Shares for the accounts of the Trusts and Estates. The market



activities of the Trustees and Personal Representatives are conducted both inside and outside of the United States and primarily in the United Kingdom through the facilities of the LSE and over-the-counter transactions.

- ***Unsolicited Brokerage:*** Certain Barclays Affiliates (the "Brokerage Units"), including BCSL, ABL, BBPLC, BCI, BBS, BSA, BBSA, BBTCL, BPCIL, GIML, BPBTL, BWFMGL, BWFML, BWFMJL, BPAMM, BSIPL, BWME, BWMF, BWMSA, BWSASA, BSL, NCSBW, Barclays Sharedealing, Barclays Capital Asia Limited ("BCAL"), and Barclays Securities Japan Limited ("BSJL") effect or facilitate unsolicited brokerage transactions in Barclays Shares, Barclays ADSs and derivatives (including contracts for difference) on Barclays Shares and Barclays ADSs by placing orders for customers (including Barclays Affiliates). Brokerage Units also provide prime brokerage services to clients, including in certain cases taking legal and beneficial ownership of clients' Barclays Shares and Barclays ADSs. The market activities of the Brokerage Units are conducted both inside and outside the United States and primarily in the United Kingdom through the facilities of the LSE and over-the-counter transactions, in Western Europe through membership in Euronext and in the United States through the NYSE, the American Stock Exchange (the "Amex") and the NASDAQ Stock Market ("NASDAQ").
- ***Stock Borrowing and Lending and Taking Collateral:*** Certain Barclays Affiliates (the "Stock Borrowing and Lending Units"), including Barclays Capital and BWSASA, borrow and lend securities, including Barclays Shares and Barclays ADSs, from and to customers (including Barclays Affiliates) as part of stock lending transactions in the ordinary course of business. In some circumstances, a customer may purchase Barclays Shares or Barclays ADSs from a third party in anticipation of lending them to a Stock Borrowing and Lending Unit, or a customer may arrange for a third party to purchase Barclays Shares or Barclays ADSs after the customer has borrowed them from a Stock Borrowing and Lending Unit. In addition, certain Barclays Affiliates (the "Collateral-Taking Units"), including ABL, Barclays Capital, BTS, BBS, BSA, BBSA, BBTCL, BPBTL, BPCIL, BWFMGL, BWME, BWTGL, BWTIL, BWTHKL,

BWTUS, BWTSL, BPBTIL, BSIPL, BWFMGL, BWFML, BWFMJL, BICIL, NCSBW, Barclays Bank Ireland Public Limited Company (“BBIPLC”), Barclays Private Clients (Gibraltar) Limited (“BPCGL”) and ABSA Bank Limited, accept Barclays Shares and Barclays ADSs as collateral for loans made by a Barclays Affiliate. In the event that the borrower defaults on a loan, Barclays may foreclose on the collateral and in some circumstances dispose of it, including by selling it in the market. The market activities of the Stock Borrowing and Lending Units and the Collateral-Taking Units are conducted both inside and outside of the United States, and primarily in the United Kingdom, various member states of the European Union, Switzerland, the Cayman Islands and the United States. The purchases of or bids for Barclays Shares or Barclays ADSs that may be deemed to result from these market activities may occur on any of a number of exchanges or in over-the-counter transactions around the world.

- ***Banking-Related Activities:*** In connection with their retail and commercial banking services, certain Barclays Affiliates engaged in banking (the “Banking Units”), including ABL, BADL, BBPLC, BBS, BSA, BBSA, BBTCL, BPBTL, BBIPLC, BPCIL, BPCGL, BWFMGL, BWFML, BWFMJL, BPBTIL, BSL, GIML, NCSBW, Woolwich Plan Managers Limited, Barclays International Investments (Malta) Limited and Gerrard Financial Planning Limited, engage in the marketing and sale of investment products, including funds that may include Barclays Shares, to banking customers. In addition, the Banking Units provide investment advice and financial planning guidance to banking customers, and this advice and guidance may include information that would assist customers in determining whether to purchase or sell Barclays Shares. The market activities of the Banking Units are conducted solely outside of the United States, and primarily in the United Kingdom, various member states of the European Union and Switzerland. The purchases of or bids for Barclays Shares or Barclays ADSs that may be deemed to result from these market activities may occur on any of a number of exchanges or in over-the-counter transactions around the world.
- ***Trading in Barclays Shares Pursuant to Employee Incentive Plans:*** BBTCL, in its capacity as trustee of a Barclays employee share incentive plan for all employees in the UK called

“Sharepurchase” (the “Sharepurchase Trustee”) and Computershare Trustees (C.I.) Limited, which is not a Barclays Affiliate, in its capacity as trustee of a Barclays employee share incentive plan for employees in certain non-UK jurisdictions called “Global Sharepurchase” (the “Global Sharepurchase Trustee”), purchase Barclays Shares on behalf of and for delivery to participating Barclays employees pursuant to the rules of Sharepurchase and Global Sharepurchase, respectively. The Sharepurchase Trustee and Global Sharepurchase Trustee may also sell Barclays Shares on behalf of such employees. In addition, Appleby Trust (Jersey) Limited, which is not a Barclays Affiliate (the “Independent Trustee”, and together with the Sharepurchase Trustee and the Global Sharepurchase Trustee, the “Employee Plan Trustees”), in its capacity as trustee of Barclays employee share incentive plans called the “Share Value Plan” (“SVP”), “Executive Share Award Scheme” (“ESAS”), the “Performance Share Plan” (“PSP”), the Incentive Share Plan (“ISP”) and the Barclays Long-Term Incentive Plan (“BLTIP”, and together with SVP, ESAS, PSP and ISP, the “Independent Employee Plans”, and the Independent Employee Plans together with Sharepurchase and Global Sharepurchase, the “Employee Plans”), purchases Barclays Shares on behalf of and for delivery to participating Barclays employees pursuant to the rules of the Independent Employee Plans at the recommendation or request of Barclays. The Independent Trustee may also (1) sell Barclays Shares on behalf of such employees, (2) purchase derivatives on Barclays Shares in lieu of purchasing Barclays Shares directly and (3) under certain circumstances, sell some of the Barclays Shares that it holds to third parties in exchange for derivatives that permit Barclays to repurchase the Barclays Shares at a later date, and potentially sell such derivatives.<sup>2</sup> The market activities of the Employee Plan Trustees are conducted solely outside of the United States and primarily in the United Kingdom either through the facilities of the LSE, in over-the-counter transactions or by direct issuance from Barclays.

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<sup>2</sup> The Employee Plan Trustees would enter into such derivatives transactions in order to allow them to hold a smaller inventory of Barclays Shares at any given time (for regulatory capital purposes), while nonetheless having comfort that they will be able to purchase Barclays Shares as needed to satisfy delivery obligations under the Employee Plans.

We refer to these activities collectively as the “Market Activities”.

The availability of the exemption that Barclays is requesting would be conditioned on the disclosure and record-keeping undertakings outlined below.

Barclays has provided us with, and authorized us to make on its behalf, the factual representations set forth in this letter about the market for Barclays Shares and Barclays ADSs and the activities of Barclays Affiliates.

### **I. The Market for Barclays Shares**

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 140,000 people. In terms of market capitalization, Barclays is one of the largest financial services companies in the world and, as at December 31, 2012, had total consolidated assets of approximately £1.49 trillion (US\$2.41 trillion at the exchange rates prevailing on December 31, 2012).

As of June 30, 2013, Barclays had, issued and outstanding, 12,866,566,414 Barclays Shares and options to purchase approximately 138,559,960 Barclays Shares. As of June 30, 2013, Barclays market capitalization was approximately £35.8 billion (or approximately US\$54.5 billion at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013), making Barclays the 14<sup>th</sup> largest company in the FTSE 100 share index in terms of market capitalization at that time. The worldwide average daily trading volume of Barclays Shares for the 12 months ended June 30, 2013 was approximately 142.2 million Barclays Shares, or approximately £331.2 million (approximately US\$503.9 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) in value.

The overwhelmingly dominant trading market for the Barclays Shares is the United Kingdom, which accounts for more than 85% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs). The Barclays Shares are listed on the main market of the LSE.<sup>3</sup> During the 12 months ended June 30, 2013, the average daily trading volume of Barclays Shares on the LSE was approximately 45.0 million Barclays Shares, or approximately £115.7 million (approximately US\$176.0 million at the rate reported by Bloomberg at 5 pm in

<sup>3</sup> Barclays Shares are also listed on the NYSE, but as discussed below only Barclays ADSs are traded on the NYSE.

New York City on June 28, 2013) in value. This represents approximately 31.6% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs). During the 12 months ended June 30, 2013, the additional average daily trading volume of Barclays Shares on the LSE over-the-counter market was approximately 4.9 million Barclays Shares, or approximately £13.1 million (approximately US\$19.9 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) in value. This represents approximately 3.4% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs).

Barclays Shares are also traded on a number of alternative markets in the United Kingdom. During the 12 months ended June 30, 2013, the average daily trading volume of Barclays Shares reported on the Markit BOAT platform, a London-based reporting service used by more than 40 investment firms and multilateral trading facilities (“MTFs”) to meet their transparency obligations for off-exchange trades, was approximately 51.1 million Barclays Shares, or approximately £134.1 million (approximately US\$204.0 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) in value. This represents approximately 36.0% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs). During the 12 months ended June 30, 2013, the average daily trading volume of Barclays Shares on the BATS Chi-X Europe, a London-based MTF regulated by the UK Financial Conduct Authority (the “FCA”), was approximately 16.1 million Barclays Shares, or approximately £40.4 million (approximately US\$61.5 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) in value. This represents approximately 11.3% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs). During the 12 months ended June 30, 2013, the average daily trading volume of Barclays Shares on the Turquoise trading platform, a London-based MTF regulated by the FCA, was approximately 5.7 million Barclays Shares, or approximately £15.2 million (approximately US\$23.2 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) in value. This represents approximately 4.0% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs).

The LSE is the principal London exchange for equity and bond trading. The listing of securities on the main market of the LSE is subject to the Prospectus Rules and the UK Listing Rules and the LSE’s own Admission and Disclosure Standards. The main market of the LSE is also a prescribed market for the purposes of the market abuse regime in the United Kingdom, which is described in further detail below.

Barclays is a foreign private issuer as defined in Rule 3b-4(c) under the Exchange Act and is subject to the information reporting requirements of the Exchange

Act. Barclays Shares and Barclays ADSs are listed on, although only Barclays ADSs are traded on, the NYSE. During the 12 months ended June 30, 2013, the average daily trading volume of Barclays ADSs on the NYSE was approximately 3.7 million Barclays ADSs, which represent 14.6 million Barclays Shares, or approximately £35.8 million (approximately US\$54.7 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) in value. This represents approximately 10.3% of worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs).

## II. The Market Activities for Which Relief is Sought

Group Policy on Trading in Barclays Securities. Trading in Barclays Shares and Barclays ADSs by Barclays and the Barclays Affiliates is restricted under Barclays internal policies. On December 7, 2012, Barclays adopted a Group Policy on Trading in Barclays Securities (the "Trading Policy"), as a result of which trading and certain other activities in Barclays Shares and Barclays ADSs are subject to strict governance and controls meant to ensure that legal, regulatory and business risk arising from such activities are managed effectively. The Trading Policy applies to Barclays and each of the Barclays Affiliates, as well as employees of Barclays and each of the Barclays Affiliates.

In accordance with the Trading Policy, all trading in Barclays Shares and Barclays ADSs is prohibited unless such activity is a Permitted Activity (as defined below) or approved by the Co-Heads of Capital Management. Any such trading is also subject to approved limits and thresholds. In the case of the Barclays Shares and Barclays ADSs, holdings of Barclays Shares and Barclays ADSs, plus certain other Tier 1 and Tier 2 securities of Barclays, may not exceed £150,000,000 in net long market value, and specific reporting applies when holdings of such securities exceed £30,000,000 in net long market value.

The following are permitted activities (the "Permitted Activities") under the Trading Policy with respect to Barclays Shares and Barclays ADS:

### *Corporate and Investment Bank:*

1. Execution and settlement of unsolicited client orders of Barclays Shares on a riskless principal basis as part of EMEA cash equity trading and Quant Prime Services businesses (only by BCSL);
2. Execution and settlement of unsolicited client orders of Barclays Shares and Barclays ADSs on an agency basis as part of U.S. cash equity trading and Quant Prime Services businesses (only by BCI);

3. Execution and settlement of unsolicited client orders of Barclays Shares on an agency basis as part of Asian cash equity trading and Quant Prime Services businesses (only by BCAL);
4. Execution and settlement of unsolicited client orders of Barclays Shares on an agency basis as part of Japanese cash equity trading and Quant Prime Services businesses (only by BSJL);
5. As part of ordinary course inventory management, posting any Barclays Shares or Barclays ADSs as collateral to a counterparty in relation to stock lending/repo trades (only by BCSL);
6. Settlement of client transactions and holding of securities as part of a custodied client position or borrowing securities for the purposes of covering a client short position, in each case in connection with EMEA Prime Services business (only by BCSL or BBPLC);
7. Settlement of client transactions and holding of securities as part of a custodied client position or borrowing securities for the purposes of covering a client short position, in each case in connection with U.S. Prime Services business (only by BCI);
8. Trading in connection with hedging settlement or market-making transactions on qualifying index swaps or qualifying exchange traded funds (“ETFs”) containing Barclays Shares, and in connection therewith acting as an authorized participant with respect to such ETF (only by BCSL);
9. Trading in connection with hedging or settlement of transactions with clients wanting to take synthetic exposure to qualifying baskets or indices containing Barclays Shares through swaps, forwards, futures or other derivatives (only by BCSL);
10. Trading in connection with the hedging or settlement of BBPLC balance sheet optimization transactions relating to qualifying baskets or indices containing Barclays Shares with no directional view taken on Barclays Shares (only by BCSL);
11. Trading in connection with the entry into and settlement of single stock synthetic transactions in Barclays Shares entered into for the purposes of managing residual short or long positions in Barclays Shares as part of the balance sheet optimization strategy of BBPLC

that do not take a directional view on Barclays Shares (only by BCSL); and

12. Trading in connection with hedging or settlement of arbitrage transactions in relation to qualifying baskets or indices entered into on a proprietary basis with no directional view taken on Barclays Shares (only by BCSL).

For the purposes of paragraphs 8, 9, 10 and 12 above, a qualifying basket, index or ETF is one which has more than 20 constituents and in which Barclays Shares constitute less than 5% of the total notional value.

*Wealth and Investment Management:*

1. Secondary market trading in Barclays Shares or Barclays ADSs on an agency basis (no client short selling permitted);
2. Correction of trading errors in client accounts (not through a "house" account or any other account owned by a Barclays entity);
3. Market settlement and clearing in client accounts (not through a "house" account or any other account owned by a Barclays entity);
4. Client settlements (not through a "house" account or any other account owned by a Barclays entity);
5. Custody, trusteeship and registration for client investments in relation to Barclays Shares (only by BBPLC and other Barclays Affiliates used by the Asset Managers); and
6. Provision of credit and foreclosure in the ordinary course of their lending business (only by BBPLC and other Barclays Affiliates used by the Asset Managers provided that such Barclays Affiliates are lenders in the ordinary course).

As a result of the Trading Policy, Barclays believes that trading in Barclays Shares and Barclays ADSs by Barclays and the Barclays Affiliates represents an insignificant portion of daily average trading volumes for such securities.

*Derivatives Market-Making and Hedging.* The Derivatives Market-Making Units create, redeem, issue, buy and sell derivatives and other structured products relating to various securities, including Barclays Shares, for their own accounts and for the accounts of their customers. These derivatives and structured products, which may be cash-settled and/or physically-settled, include listed and over-the-counter options,



warrants, convertible securities, futures, forwards, repurchase agreements, swaps, index futures, exchange-traded funds and similar products relating to Barclays Shares or to baskets or indices including Barclays Shares. Some of these derivatives and structured products are designed by the Derivatives Market-Making Units for sale to one or more customers ("Barclays-Designed Derivatives") and others are custom-made products that the Derivatives Market-Making Units create based on the specifications of the individual customer or customers to whom the product will be sold ("Customer-Designed Derivatives"). Barclays-Designed Derivatives and Customer-Designed Derivatives may be linked to baskets or indices of securities that may include Barclays Shares. Such baskets or indices have more than 20 constituents and Barclays Shares constitute less than 5% of the total notional value. In connection with the redemption of derivatives or other structured products described in this paragraph, Derivatives Market-Making Units may also purchase Barclays Shares in order to deliver them to the derivative counterparties. The Derivatives Market-Making Units engage in these derivative market-making activities in order to provide liquidity to the derivatives market and to facilitate customers' derivatives transactions.

The Hedging Units solicit and effect trades in Barclays Shares for their own accounts and for the accounts of their customers for the purpose of hedging positions (or adjusting or liquidating existing hedge positions) of the Derivatives Market-Making Units and their customers. The Hedging Units may engage in very limited trading in relation to single stock synthetic transactions on Barclays Shares entered into for the purposes of managing residual short or long positions in Barclays Shares acquired through activities otherwise permitted pursuant to the Trading Policy. These trades are designed to achieve a neutral position and do not take a directional view on Barclays Shares. The Hedging Units may also purchase Barclays Shares outside of the United States in connection with hedging or settlement of proprietary arbitrage transactions in relation to certain baskets or indices of securities that may include Barclays Shares. Such baskets or indices have more than 20 constituents and Barclays Shares constitute less than 5% of the total notional value.

The Derivatives Market-Making and Hedging Units engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted primarily in the United Kingdom through the facilities of the LSE, in the United Kingdom, The Netherlands, Belgium, France and Portugal through the facilities of Euronext, in Switzerland through the facilities of the SWX, in Spain through the facilities of the SSE, in Italy through the facilities of the BI, in Japan through the facilities of the TSE and in each of these countries and other member states of the European Union through over-the-counter transactions. The Market Activities of the Derivatives Market-Making Units and the Hedging Units in the United States relating to equity derivatives on indices that include

as a component Barclays Shares or Barclays ADSs generally represent less than 5% of the Market Activities of the Derivatives Market-Making Units and Hedging Units globally. The only Derivatives Market-Making Unit or Hedging Unit that conducts its Market Activities in the United States, BCI, is registered with the Commission as a broker-dealer and an investment adviser and is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”).<sup>4</sup>

*Trading in Barclays Shares by Asset Managers.* As part of their investment management activities, the Asset Managers buy and sell securities, including Barclays Shares and Barclays ADSs, for the accounts of the Managed Funds. Each of the Asset Managers manages one or more of three types of Managed Funds: (1) those over which they have broad investment discretion (“Discretionary Managed Funds”); (2) those that require client instruction or consent prior to making an investment (“Non-Discretionary Managed Funds”); and (3) those that require the Asset Managers to track the performance of an underlying index or to follow a prescribed investment model (“Index- or Model-Driven Funds”).

Under applicable local laws, including the laws of the United Kingdom, New York and California, among others, the Asset Managers of Discretionary Managed Funds have fiduciary or similar duties to oversee the investments of such funds in a manner that is in the best interests of the beneficiaries of such funds.

Under the same laws and the terms and conditions that govern the management of the Non-Discretionary Managed Funds, the Asset Managers of Non-Discretionary Managed Funds have fiduciary or similar duties to make recommendations as to the investments of such funds in a manner that is in the best interests of the beneficiaries of such funds. The Asset Managers also have a contractual duty to follow the investment instructions of the beneficiaries of the Non-Discretionary Managed Funds.

Under the terms and conditions that govern the management of the Index- or Model-Driven Funds, the Asset Managers of the Index- or Model-Driven Funds are required to replicate, as closely as practicable, the performance of particular securities market indices or to invest the assets of such funds according to prescribed investment models. The index to which an Index- or Model-Driven Fund is linked may include Barclays Shares or Barclays ADSs, and the investment model that an Index- or Model-Driven Fund is required to follow may require the purchase or sale of Barclays Shares or Barclays ADSs.

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<sup>4</sup> BCI, acting as agent for BBPLC, also engages in certain over-the-counter derivatives activity in the United States, consistent with Rule 15a-6 under the U.S. Securities Exchange Act of 1934, as amended.

In certain cases, the beneficial owner of a Managed Fund may be a Barclays Affiliate. In the event that a Barclays Affiliate were the beneficial owner of a Non-Discretionary Managed Fund, it would refrain from instructing the relevant Asset Manager to purchase or sell Barclays Shares or Barclays ADSs during the Restricted Period (as defined below).

The Asset Managers engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted both outside and inside the United States and primarily in the United Kingdom through the facilities of the LSE and over-the-counter transactions and in the United States through the facilities of the NYSE. The only Asset Manager that conducts its Market Activities in the United States, BCI, is registered with the Commission as a broker-dealer and an investment adviser and is a member of FINRA.<sup>5</sup>

Trading in Barclays Shares by Trustees and Personal Representatives.

The Trustees and Personal Representatives administer the Trusts and Estates, including through the investment of their assets. The Trustees and Personal Representatives generally have broad investment discretion over the assets, similar to the discretion of the Asset Managers with respect to Discretionary Managed Funds, and as with those Asset Managers, they have fiduciary or similar duties under applicable local laws (including the laws of the United States, United Kingdom, Guernsey, Jersey, the Isle of Man, Hong Kong and the Cayman Islands, among others) to oversee the Trusts and Estates in a manner that is in the best interests of their beneficiaries.

The Trustees and Personal Representatives engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted both inside and outside of the United States and primarily in the United Kingdom through the facilities of the LSE and over-the-counter transactions. The only Trustee and Personal Representative that conducts its Market Activities in the United States, BWTUS, is a national bank subject to regulation and examination by the Office of the Comptroller of the Currency.

Unsolicited Brokerage. The Brokerage Units effect or facilitate unsolicited brokerage transactions in Barclays Shares, Barclays ADSs and derivatives (including contracts for difference) on Barclays Shares and Barclays ADSs by placing orders for customers (including Barclays Affiliates). These brokerage transactions arise from unsolicited buy or sell orders received by the Brokerage Units from their customers,

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<sup>5</sup> To the extent permitted under U.S. and applicable local laws, certain other Asset Managers may conduct their Market Activities outside of the United States on behalf of customers located in the United States.

although the Brokerage Units may solicit the other sides of these transactions. The Brokerage Units generally conduct these transactions as agents or riskless principals, although in certain cases Brokerage Units may guarantee a price for the customer (for example, the volume-weighted average price over the course of a trading day), in which case the Brokerage Unit executing the trade will assume the risk of any differential between the guaranteed price and the price at which they are able to purchase the securities in the market. As discussed further below, the Brokerage Units have in place information barriers to prevent price-sensitive information from passing between the Brokerage Units and any other area of Barclays in which price-sensitive information relating to Barclays Shares, including information relating to the Rights Issue, may be available.

Although the Brokerage Units from time to time engage in discussions with their customers regarding an investment in Barclays Shares or Barclays ADSs, none of the Brokerage Units, Barclays or other Barclays Affiliates will produce research reports concerning Barclays during the Restricted Period. Furthermore, the personnel of the Brokerage Units have been instructed not to make any recommendations to their customers with respect to Barclays Shares or Barclays ADSs during the Restricted Period.

The Brokerage Units engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted both outside and inside the United States and primarily in the United Kingdom through the facilities of the LSE and over-the-counter transactions, in Western Europe through membership in Euronext and in the United States through the NYSE, the Amex and the NASDAQ. The only Brokerage Unit that conducts its Market Activities inside the United States, BCI, is registered with the Commission as a broker-dealer and an investment adviser and is a member of FINRA.<sup>6</sup>

*Stock Borrowing and Lending and Taking Collateral.* The Stock Borrowing and Lending Units engage in stock lending transactions with their customers (including Barclays Affiliates) in order to facilitate the settlement of trades, coverage of short positions and other transactions for which borrowed securities are commonly used. These stock lending transactions are conducted at the request of the customer and involve the securities designated by the customer, which may include Barclays Shares or Barclays ADSs. In some circumstances, a customer may purchase Barclays Shares or

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<sup>6</sup> In some circumstances, other Brokerage Units may execute trades through third-party broker-dealers, including U.S. broker-dealers who in turn execute the trades in the United States. In addition, other Brokerage Units may execute trades outside of the United States on behalf of customers located in the United States.

Barclays ADSs from a third party in anticipation of lending them to a Stock Borrowing and Lending Unit, or a customer may arrange for a third party to purchase Barclays Shares or Barclays ADSs after the customer has borrowed them from a Stock Borrowing and Lending Unit.

The Collateral-Taking Units accept various forms of security, including Barclays Shares and Barclays ADSs, as collateral for loans made by those units or by other Barclays Affiliates. These loans are generally made either in connection with margin trading or as part of Barclays retail and commercial banking activities. In the event that the borrower defaults on a loan, Barclays may foreclose on the collateral and in some circumstances dispose of it, including by selling it in the market.

The Stock Borrowing and Lending Units and the Collateral-Taking Units engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted both inside and outside of the United States, and primarily in the United Kingdom, various member states of the European Union, Switzerland, the Cayman Islands and the United States. The purchases of or bids for Barclays Shares or Barclays ADSs that may be deemed to result from these Market Activities may occur on any of a number of exchanges or in over-the-counter transactions around the world.

*Banking-Related Activities.* The Banking Units provide a number of banking services to retail and commercial customers. These services include the marketing and sale of certain investment products, including funds that may contain Barclays Shares, to banking customers. Some of these funds are managed by Barclays Affiliates who are Asset Managers, while others are managed by third-party fund managers. Most funds marketed and sold by the Banking Units comply with the requirements set forth in the European Union's Council Directive 2009/65/EC, as currently in force, commonly known as the "UCITS Directive".<sup>7</sup> The UCITS Directive provides, among other things, that securities of any single issuer included in a fund may represent no more than 5% of the fund's assets (although member states of the European Union ("Member States") may raise this limit to 10%, provided that securities of any single issuer which represent more than 5% of the fund's assets do not in aggregate represent more than 40% of the fund's assets).

In addition, the Banking Units provide investment advice and financial planning guidance to banking customers. This advice and guidance may include

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A limited number of funds are "Non-UCITS Retail Schemes", or "NURS". NURS are subject to similar restrictions as UCITS-compliant funds, although NURS may (but generally do not) invest up to 10% of their assets in the securities of any single issuer.

providing information that would assist customers in determining whether to purchase or sell Barclays Shares. Unlike Asset Managers, the Banking Units providing financial planning and investment advisory services are not necessarily bound by fiduciary duties or specific contractual obligations in giving this advice and guidance. However, the Banking Units have enacted internal policies and procedures that prohibit them from making a recommendation to customers as to whether they should purchase or sell Barclays Shares; the units provide only objective information about Barclays Shares and/or a summary of the views of a fixed group of research analysts who publish information about Barclays.

The Banking Units engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted solely outside of the United States, and primarily in the United Kingdom, various member states of the European Union and Switzerland. The purchases of or bids for Barclays Shares or Barclays ADSs that may be deemed to result from these Market Activities may occur on any of a number of exchanges or in over-the-counter transactions around the world.

*Trading in Barclays Shares Pursuant to Employee Incentive Plans.*

Certain employees of Barclays who are resident in the United Kingdom are eligible to participate in Sharepurchase, while employees in certain non-UK jurisdictions are eligible to participate in Global Sharepurchase. Participation in either Sharepurchase or Global Sharepurchase allows an employee to receive Barclays Shares (1) in exchange for a portion of the employee's monthly salary, (2) as awards and (3) in exchange for dividend payments on Barclays Shares received pursuant to (1) or (2). In order to effect the acquisition of Barclays Shares for, or grant of Barclays Shares to, participating employees, the Sharepurchase Trustee, in the case of Sharepurchase, and the Global Sharepurchase Trustee, in the case of Global Sharepurchase, purchase Barclays Shares in the secondary market and deliver them to each employee's account. At the request of an employee under certain circumstances, the Sharepurchase Trustee or the Global Sharepurchase Trustee, as applicable, may also sell Barclays Shares in the employee's account.

Certain employees of Barclays are also eligible to participate in the Independent Employee Plans. The Independent Trustee, which is not a Barclays Affiliate, acts as trustee for the Independent Employee Plans. Pursuant to the terms of the Independent Employee Plans, the Independent Trustee buys Barclays Shares in order to cover the awards granted by Barclays and historic awards granted by the Independent Trustee when they vest. As long as Barclays recommendation is within the terms of the rules that govern the Independent Employee Plans, as applicable, the Independent Trustee would generally expect to follow Barclays recommendation. The Independent Trustee purchases Barclays Shares in the secondary market (or potentially by direct issuance from

Barclays in the case of PSP, SVP and BLTIP). The Independent Trustee may also (1) sell Barclays Shares on behalf of such employees, (2) purchase derivatives on Barclays Shares in lieu of purchasing Barclays Shares directly and (3) under certain circumstances, sell some of the Barclays Shares that it holds to third parties in exchange for derivatives that permit Barclays to repurchase the Barclays Shares at a later date, and potentially sell such derivatives. Although the Independent Trustee is not a Barclays Affiliate, Barclays recommendations could be deemed to constitute attempts to induce the purchase of Barclays Shares for purposes of Rule 102.

The Employee Plan Trustees have fiduciary duties under applicable local laws (including the laws of the United Kingdom and Jersey) to conduct their Market Activities in a manner that is in the best interests of the employees participating in the Employee Plans.

The Employee Plan Trustees engage in their Market Activities solely in the ordinary course of business and not in contemplation of the Rights Issue. These Market Activities are conducted solely outside of the United States and primarily in the United Kingdom either through the facilities of the LSE, in over-the-counter transactions or by direct issuance from Barclays.

### **III. The Rights Issue**

On July 30, 2013, Barclays announced its intention to launch a rights issue, a capital increase in which holders of existing Barclays Shares (the "Existing Barclays Shares") will be allotted rights (the "Rights") to purchase up to one (1) new Barclays Share (the "New Barclays Shares") for every four (4) existing Barclays Share held on the Record Date (as defined below). Holders of Barclays ADSs are also expected to be able to participate in the rights issue. As of July 30, 2013, the rights issue is fully underwritten by Deutsche Bank AG, London Branch, Credit Suisse Securities (Europe) Limited, Credit Suisse AG, London Branch, Merrill Lynch International and Citigroup Global Markets Limited (the "Initial Underwriters"). In addition to the Initial Underwriters, further principal underwriting banks may, at Barclays election, be brought into the syndicate of banks prior to publication of the prospectus. In addition, further institutions may be invited to become sub-underwriters in due course. The Initial Underwriters have severally (not jointly and severally) agreed to procure subscribers for the New Barclays Shares or, failing which, themselves subscribe for the underwritten New Barclays Shares not taken up under the rights issue or in respect of which subscribers are not procured. These transactions are collectively referred to herein as the "Rights Issue".

The Rights Issue is expected to be launched in September 2013, following review and approval of a prospectus by the FCA, acting as the UK Listing Authority (the

“UKLA”), and will be implemented pursuant to authorities granted by Barclays’ shareholders at its 2013 Annual General Meeting. The Rights Issue will consist of public offerings in the United Kingdom and the United States and of private placements in certain other jurisdictions. Barclays will also take steps to enable holders of Barclays ADSs to participate in the Rights Issue. The Rights Issue is expected to result in proceeds (net of expenses) of approximately £5.8 billion to Barclays.

Based on the existing issued Barclays Shares as at July 29, 2013 (being the last business day prior to the announcement of the Rights Issue), completion of the Rights Issue would result in approximately 3,216,893,546 New Barclays Shares being issued, representing approximately 25% of the existing issued Barclays Shares and 20% of the Barclays Shares outstanding following completion of the Rights Issue. The issue price of the New Barclays Shares will be 185 pence per New Barclays Share, representing a discount of approximately 40.1% to the closing price of Barclays Shares on the LSE on July 29, 2013 (being the last business day prior to the announcement of the Rights Issue). Holders who take up their pro rata entitlement in full will suffer no dilution to their interests in Barclays. If a holder does not take up his/her entitlement in full, the Rights Issue will be dilutive to that holder.

For the purpose of the U.S. portion of the Rights Issue, Barclays filed on July 29, 2013, a post-effective amend its existing shelf Registration Statement on Form F-3 to register the New Barclays Shares. A new Registration Statement on Form F-6 will be filed, if necessary, to register additional new Barclays ADSs issued in connection with the Rights Issue (the “New Barclays ADSs”) under the Securities Act of 1933, as amended (the “Securities Act”). Pursuant to the rules of the Commission, the amendment to the Registration Statement on Form F-3 became effective on July 29, 2013, upon filing with the Commission.

The New Barclays Shares will be submitted for listing on the main market of the LSE and the New Barclays ADSs will be submitted for listing on the NYSE.<sup>8</sup>

#### **IV. Application of Regulation M**

In connection with the Rights Issue, Barclays, directly or through underwriters (as defined under the Securities Act), will offer Barclays Shares and Barclays ADSs. As a result, Barclays will be considered to be engaged in a distribution in the United States for purposes of Regulation M. Subject to enumerated exceptions, Rule 102 of Regulation M makes it unlawful for an issuer or affiliated purchaser, directly

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<sup>8</sup> The actual dates of events contemplated in relation to the Rights Issue described above may vary.



or indirectly, to bid for, purchase, or attempt to induce any person to bid for or purchase a covered security during the applicable restricted period. The Issue Price was determined using the closing price of Barclays Shares on July 29, 2013. Barclays believes that, under Regulation M, the restricted period for the distribution (the “Restricted Period”) may be deemed to have begun on July 26, 2013, one business day prior to the determination of the Issue Price, and will end upon the completion of the Rights Issue in the United States. Accordingly, the Restricted Period for Barclays could last for a number of months.

As subsidiaries of Barclays that regularly purchase securities for their own accounts and/or the accounts of others, Barclays Affiliates may be deemed to be “affiliated purchasers” of the issuer, as defined in Rule 100 of Regulation M.<sup>9</sup> Accordingly, their Market Activities may be subject to Rule 102 throughout the Restricted Period, except to the extent that any of them acts as a “distribution participant” subject to Rule 101. As such, we request relief for the Market Activities described in this letter under both Rule 101 and Rule 102.

While BBPLC will not underwrite any New Barclays Shares, it will act as the sole global coordinator and one of the joint bookrunners for the Rights Issue. In addition, representatives of BBPLC and BCI may be engaged in soliciting existing shareholders and other institutions to participate as sub-underwriters in the Rights Issue. As a result, BBPLC and BCI may be deemed to be acting as “distribution participants” in the Rights Issue, as defined in Rule 100 of Regulation M, and their Market Activities may be subject to Rule 101 during the Restricted Period, at least until they complete their participation, after which time BBPLC and BCI will be subject to Rule 102 as an “affiliated purchaser” until the Restricted Period ends. Thus we request relief for the Market Activities of BBPLC and BCI under both Rule 101 and Rule 102, whichever may apply.

Under both Rule 101 and Rule 102, Barclays Affiliates would not be permitted to bid for or purchase, or attempt to induce any person to bid for or purchase, Barclays Shares or Barclays ADSs during the Restricted Period, except to the extent that one of the specified exceptions under the applicable rule is available. There are no exceptions available under Rule 101 or Rule 102 that would permit Barclays Affiliates to engage in the Market Activities described in Section II of this letter.<sup>10</sup> Therefore, without

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<sup>9</sup> Certain Barclays Affiliates may qualify for the exception to the definition of “affiliated purchaser” set forth in paragraphs (3)(i)-(iii) thereof, but insofar as at least some Barclays Affiliates have officers and employees in common with Barclays that direct, effect or recommend transactions in securities, the exception will not be available to all Barclays Affiliates.

<sup>10</sup> With respect to derivatives market-making activities, while derivatives on Barclays Shares and Barclays ADSs that cannot be converted into, and do not in significant part determine the value of,

the requested exemptive relief, Barclays Affiliates would not be permitted to engage in their respective activities for the entire duration of the Restricted Period.

As Barclays is a significant market maker in derivatives on Barclays Shares, if the Derivatives Market-Making Units and the Hedging Units are precluded from conducting market-making activities in the derivatives or from effecting hedging transactions in Barclays Shares relating to the derivatives, the application of Regulation M could have adverse effects on the market for such derivatives worldwide, as well as on the Hedging Units' ability to manage hedge positions maintained by them and their customers previously established in connection with this activity. These derivatives market-making and hedging activities historically have represented a small proportion of all trading in Barclays Shares, and Barclays believes that these activities will not have a significant effect on the market price of Barclays Shares.

The Asset Managers have fiduciary or similar duties under applicable local laws to invest the assets of Discretionary Managed Funds and to make recommendations as to the investment of the assets of Non-Discretionary Managed Funds in the best interests of the beneficiaries of those funds. Accordingly, the Asset Managers would be prohibited by law from trading in Barclays Shares or Barclays ADSs unless the Asset Manager believed that such trading was in the best interests of the Discretionary Managed Funds' or the Non-Discretionary Managed Funds' beneficiaries. In addition, the Asset Managers have contractual obligations to invest the assets of Non-Discretionary Managed Funds and Index- or Model-Driven Funds according to the instructions of the beneficiary or in a pre-specified manner. Accordingly, the Asset Managers would be prohibited by contract from trading in Barclays Shares or Barclays ADSs unless doing so complied with the terms and conditions that governed the management of such Non-Discretionary Managed Funds or Index- and Model-Driven Funds. These asset management activities historically have represented a small proportion of all trading in Barclays Shares, and Barclays believes that these activities will not have a significant effect on the market price of Barclays Shares.

The Trustees and Personal Representatives similarly have fiduciary or similar duties under applicable local law to invest the assets of the Trusts and Estates in the best interests of their beneficiaries. Accordingly, the Trustees and Personal Representatives would be prohibited by law from trading in Barclays Shares unless the

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Barclays Shares or Barclays ADS generally would not be "covered securities" under Regulation M, the derivatives market making that the Derivatives Market-Making Units conduct may, in some cases, be regarded as involving inducements to purchase Barclays Shares. To avoid uncertainty, we ask that the exemption we are requesting apply to the derivatives market making as well as the hedging and other activities in Barclays Shares described in this letter.

Trustees and Personal Representatives believed that such trading was in the best interests of the beneficiaries of the Trusts and Estates. The activities of the Trustee and Personal Representatives historically have represented a small proportion of all trading in Barclays Shares, and Barclays believes that these activities will not have a significant effect on the market price of Barclays Shares.

In the absence of an exemption the Brokerage Units would be unable to execute or facilitate unsolicited brokerage orders submitted by their customers in the normal course of the Brokerage Units' business, thereby forcing their customers to take their orders elsewhere or to refrain from trading. It would place a significant burden on these customers to require them to transfer their Barclays Shares and Barclays ADSs to a securities account elsewhere, or to have the Brokerage Units place orders with another bank, in order to make trades with respect to Barclays Shares and Barclays ADSs. Moreover, the Brokerage Units would be likely to lose a significant number of these customers if they were prevented from providing them with customary facilitation services during the Restricted Period. The activities of the Brokerage Units are unsolicited, and historically they have represented a small proportion of all trading in Barclays Shares. Barclays believes that these activities will not have a significant effect on the market price of Barclays Shares.

The activities of the Stock Borrowing and Lending Units and the Collateral-Taking Units do not constitute bids for, purchases of or inducements to make bids for or purchases of Barclays Shares or Barclays ADSs (or reference securities with respect thereto) in the traditional sense. Nevertheless, Barclays believes that in some circumstances (1) the activities of the Stock Borrowing and Lending Units may be deemed to be attempts to induce a bid or purchase because a customer may purchase Barclays Shares or Barclays ADSs from a third party in anticipation of lending them to a Stock Borrowing and Lending Unit, or a customer may arrange for a third party to purchase Barclays Shares or Barclays ADSs after the customer has borrowed them from a Stock Borrowing and Lending Unit; and (2) the activities of the Collateral-Taking Units may be deemed to be attempts to induce a bid or purchase because Barclays may foreclose on collateral that includes Barclays Shares or Barclays ADSs and dispose of it, including by selling it in the market. Barclays therefore seeks exemptive relief in order to continue to conduct these activities during the Restricted Period. It would place a significant burden on customers not to be able to borrow Barclays Shares or Barclays ADSs from any Stock Borrowing and Lending Unit, and as with the unsolicited brokerage activities described in the previous paragraph, the Stock Borrowing and Lending Units would likely lose a significant number of customers if the Stock Borrowing and Lending Units could not continue to provide customary stock lending services. Similarly, if borrowers could not pledge their Barclays Shares or Barclays ADSs to the Collateral-Taking Units, the borrowers would be burdened with finding

either other assets to pledge or other sources of debt. Because stock lending transactions are intended only to help facilitate customer transactions and do not themselves involve the sale or purchase of Barclays Shares or Barclays ADSs, and Collateral-Taking Units would only sell Barclays Shares or Barclays ADSs following a default by the borrower, Barclays believes that it is unlikely that the activities of Stock Borrowing and Lending Units and the Collateral-Taking Units would have a significant effect on the market price of Barclays Shares or Barclays ADSs.

The marketing and sale of funds that include Barclays Shares by the Banking Units would generally qualify as basket transactions for purposes of the exemption provided by Rule 101(b)(6). All or substantially all of the funds contain a minimum of 20 securities, and Barclays Shares do not represent more than 5 percent of the value of such funds.<sup>11</sup> The Banking Units may not rely on the exception for basket transactions because they are affiliated purchasers of the issuer. However, Barclays believes that the fact that Barclays Shares represent such a limited percentage of the value of, and the number of securities included in, each fund and that the Banking Units market and sell these funds in the ordinary course of business, the marketing and sale of these funds is unlikely to have a significant effect on the market price of Barclays Shares. Moreover, the financial planning and investment advisory activities of the Banking Units do not constitute bids for or purchases of Barclays Shares, and Barclays believes that it is unlikely that such activities would constitute inducements to purchase Barclays Shares. If these activities did constitute inducements to purchase Barclays Shares, Barclays believes that the policies and procedures that prohibit it from recommending the purchase or sale of Barclays Shares are sufficient to preclude such activities from having a significant effect on the market price of Barclays Shares.

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<sup>11</sup> The current rules for investment by a UCITS fund enable the fund to invest a maximum of 10% (where permitted by the relevant Member State) of its assets in the securities of any single issuer for up to 40% of fund's assets; the remaining 60% of the fund's assets are then capped at a maximum investment of 5% of the fund's assets in the securities of any single issuer. As a result the minimum number of investments possible in such funds is 16 securities, and the maximum percentage of any such fund's assets that can be invested in the securities of any single issuer is 10%. Meanwhile, the rules for NURS allow such a fund to invest up to 10% of its assets in any single issuer, so the minimum number of investments possible in such funds is 10 securities. Notwithstanding this, Barclays believes that all or substantially all of funds currently marketed and sold by the Banking Units in connection with its retail and commercial Market Activities contain at least 20 securities and that Barclays Shares represent no more than 5% (and generally much less than 5%) of the value of any fund, and Barclays believes that it would be highly unusual for a Banking Unit to market or sell a fund that contains less than 20 securities or with respect to which Barclays Shares represent more than 5% of the value of the fund.

Finally, purchases of Barclays Shares by the Employee Plan Trustees are intended only to facilitate the grant of awards pursuant to the terms of the Employee Plans. If Barclays employee incentive plans were structured to allow Barclays to award Barclays Shares directly to participating employees, rather than having the Employee Plan Trustees purchase the Barclays Shares on the employees' behalf, these purchases would not be prohibited by Rule 102. Moreover, the Employee Plan Trustees are bound by fiduciary or similar duties to conduct their activities in the best interests of the employees participating in the Employee Plans. The activities of the Employee Plan Trustees historically have represented a small proportion of all trading in Barclays Shares,<sup>12</sup> and Barclays believes that these activities will not have a significant effect on the market price of Barclays Shares.

All of the foregoing activities historically have represented a limited proportion of all trading in Barclays Shares, and for the 12 months ended June 30, 2013, the average daily volume of Barclays Shares traded pursuant to all the foregoing activities combined represented less than 5% of the worldwide average daily trading volume of Barclays Shares (including Barclays ADSs). In addition, the Trading Policy will continue to restrict trading and certain other activities in respect of Barclays Shares and Barclays ADSs to only the Permitted Activities throughout the Restricted Period.

Barclays also notes that it has established information barriers to prevent price-sensitive information from passing between any area in which Market Activities are conducted and any other area of Barclays in which price-sensitive information relating to Barclays Shares, including information relating to the Rights Issue, would be available. Accordingly, during restricted periods prior to announcements of earnings results or other material developments that have not yet become public, the Barclays Affiliates are generally able to continue their respective Market Activities. Barclays will continue to maintain these information barriers during the distribution of Barclays Shares and Barclays ADSs in connection with the Rights Issue. Furthermore, the Barclays Affiliates will continue to conduct their Market Activities in the ordinary course of business, and any involvement in those activities by senior management will take place in the ordinary course of business and will not be intended to influence the Market Activities in light of the Rights Issue.

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<sup>12</sup> The Employee Plan Trustees makes most of their purchases in connection with Employee Plans over the course of several consecutive days each year. On those days, the Employee Plan Trustees' purchases may represent a significant proportion of all trading in Barclays Shares. However, none of those days are expected to occur during the Restricted Period. The Employee Plan Trustees may make purchases at other times of the year, including during the Restricted Period, but Barclays expects that any purchases by the Employee Plan Trustees during the Restricted Period will constitute a very small proportion of all trading in Barclays Shares on the day on which such purchases are made.

The Market Activities described in this letter are important aspects of Barclays business as a major global financial institution and, therefore, interrupting those activities for such an extended period could also have an adverse impact on Barclays business, including its ability to properly manage its risks.

Barclays Shares and Barclays ADSs would easily qualify as actively traded securities that are exempt under Rule 101(c)(1) of Regulation M, with an average daily trading volume in the 12 months ended June 30, 2013 of approximately £331.2 million (or approximately US\$503.9 million at the rate reported by Bloomberg at 5 pm in New York City on June 28, 2013) and a public float value significantly in excess of US\$150 million, at approximately US\$54.5 billion as of June 30, 2013. Regulation M normally would not interfere with market-making and other market activities in actively traded securities, such as the Barclays Shares and Barclays ADSs. However, because the Barclays Affiliates are affiliated purchasers of the issuer, they may not rely on the actively traded securities exception to do what market makers and brokers for large U.S. issuers are normally allowed to do during distributions by those issuers.

Barclays believes that the risk of market manipulation by Barclays Affiliates is limited by: (1) the information barrier policies and procedures that they have in place; (2) the fiduciary duties to which many Barclays Affiliates are subject; (3) the fact that the Market Activities that are the subject of this request for exemptive relief are the ordinary course market activities of the Barclays Affiliates rather than activities commenced or managed in contemplation of the Rights Issue; (4) the fact that the Rights Issue is being conducted and trading by Barclays Affiliates in Barclays Shares and Barclays ADSs is subject to and will be conducted in accordance with applicable UK and other laws; and (5) as discussed in greater detail below, applicable UK law provides important safeguards against the type of risk of abuse that Regulation M was designed to prevent.

For the foregoing reasons, Barclays asks the Staff to provide an exemption from Regulation M that would allow Barclays Affiliates to continue to engage in the activities described above during the Restricted Period.

## **V. The United Kingdom Market Regulatory Regime**

The key legislation and regulation governing market activities and market conduct in the United Kingdom is the Financial Services and Markets Act 2000 (the "FSMA"), the Criminal Justice Act 1993 (the "CJA"), the Code of Market Conduct of the FCA, as well as the EU Market Abuse Directive (2003/6/EC) and the EU Buyback and Stabilisation Regulation (EC No. 2273/2003 of 22 December 2003). In addition, companies listed on the Official List of the UKLA, such as Barclays, must comply with the relevant continuing obligations under the UK Listing Rules, and companies admitted

to trading on a regulated market in the United Kingdom (which includes the main market of the LSE) must comply with the Disclosure and Transparency Rules of the FCA in order to meet the transparency and disclosure obligations required under the United Kingdom regulatory regime.

The principal enforcement body for transparency and compliance in market activities and market conduct is the FCA, although the UK Department for Business, Innovation and Skills has the power to investigate offences under the insider dealing regime and can appoint inspectors to investigate and report on suspected offences. The FCA is the competent authority for the monitoring and enforcement of the UK Listing Rules and the Disclosure and Transparency Rules.

The handling of price sensitive information in the United Kingdom is governed by the CJA insider dealing regime (which relates to dealing in, encouraging others to deal in and disclosure of price sensitive information in relation to price-affected securities and imposes criminal sanctions). This regime is supplemented by the market abuse regime under the FSMA (which targets, amongst other things, behavior resulting in the illegitimate manipulation or distortion of a prescribed market and imposes civil liability) and the Disclosure and Transparency Rules (which, amongst other things, require prompt disclosure of inside information to the market, subject to certain limited exceptions).

In the United Kingdom, a publicly-traded company may purchase its own shares either through "market" purchases or "off-market" purchases. A market purchase is a purchase made on a recognized investment exchange, such as the LSE. In general, any purchase which is not made on a recognized investment exchange is an off-market purchase. Market purchases must be approved by an ordinary resolution of the company (a simple majority of votes at a general meeting), although market practice in the United Kingdom (based on institutional shareholder guidelines) is for listed companies to sanction purchases by way of a special resolution (a 75% majority of votes at a general meeting). The UK Listing Rules, the FCA's Code of Market Conduct and the EU Buyback and Stabilisation Regulation, which is substantially annexed to the FCA's Code of Market Conduct, also include restrictions on the times and prices at which market purchases may be made.

Companies in the United Kingdom whose shares are traded on a regulated market such as the main market of the LSE must comply with the vote holder and issuer notification rules under Chapter 5 of the Disclosure and Transparency Rules. The rules require direct and indirect shareholders of issuers whose shares are traded on a regulated market (as well as holders of certain types of financial instrument relating to those shares) to inform the issuer and the FCA of any changes to major holdings in the issuer's shares. In particular, a listed company which acquires its own shares must make public the

percentage of voting rights attributable to those shares that it holds in treasury as a result of the transaction as a whole as soon as possible, but in any event not later than four trading days following the acquisition where that percentage reaches, exceeds or falls below the thresholds of 5% or 10% of the voting rights.

## **VI. Relief Requested**

As discussed above, Barclays is seeking exemptive relief from the application of Rule 101 and Rule 102 of Regulation M to permit Barclays Affiliates to continue to engage in the Market Activities described in Section II of this letter during the Restricted Period.

The Market Activities would be conducted in accordance with applicable local law and in the ordinary course of business in the United Kingdom and other non-U.S. markets (except that certain derivatives market-making and hedging, asset management, trading by trustees, unsolicited brokerage, stock borrowing and lending and taking collateral will also be conducted in the ordinary course of business in the United States as discussed above).

The Market Activities would also be conducted in accordance with the Trading Policy.

As a condition to the relief being requested, Barclays would undertake to include disclosure in the prospectus included in the Form F-3 that will be distributed to Barclays shareholders located in the United States and holders of Barclays ADSs worldwide. The disclosure would be substantially similar to the following:

Since the announcement of the Rights Issue, certain Barclays Affiliates have engaged and intend to continue to engage in various dealing and brokerage activities involving Barclays Shares. Among other things, Barclays Affiliates (1) have made and intend to continue to make a market, from time to time, in derivatives (such as options, warrants and other instruments) on Barclays Shares by creating, redeeming, issuing, purchasing and selling derivatives on Barclays Shares for their own accounts; (2) have engaged and intend to continue to engage in dealings in Barclays Shares for their accounts and the accounts of customers for the purpose of hedging their positions established in connection with certain derivatives activities (such as options, warrants and other instruments) relating to Barclays Shares entered into by Barclays Affiliates and their customers as described in (1); (3)



have marketed and sold and intend to continue to market and sell to customers funds that include Barclays Shares; (4) have provided and intend to continue to provide to customers investment advice and financial planning guidance that may include information about Barclays Shares; and (5) have purchased and intend to continue to purchase Barclays Shares on behalf of participants in employee share incentive plans. All of these activities have occurred and are expected to continue to occur in the United Kingdom and elsewhere outside the United States.

Separately, certain Barclays Affiliates (1) have made and intend to continue to make a market, from time to time, in derivative (such as options, warrants and other instruments) relating solely to derivatives on indices that include Barclays Shares or Barclays ADSs as a component, by creating, redeeming, issuing, purchasing and selling derivatives such derivatives for their own accounts; (2) have engaged and intend to continue to engage in dealings in U.S. indices in which Barclays Shares or Barclays ADSs are a component for their accounts and the accounts of customers for the purpose of hedging their positions established in connection with derivatives activities entered into by Barclays Affiliates and their customers as described in (1); (3) have purchased and sold, and intend to continue to purchase and sell, Barclays Shares and Barclays ADSs as part of their ordinary asset management activities; (4) have engaged and intend to continue to engage in transactions in Barclays Shares as trustees and/or personal representatives of trusts and estates; (5) have effected and intend to continue to effect unsolicited brokerage transactions in Barclays Shares and Barclays ADSs with their customers; (6) have provided and intend to continue to provide prime brokerage services that may involve taking legal and beneficial ownership of clients' Barclays Shares and Barclays ADSs; and (7) have engaged in and may continue to engage in the borrowing and lending of Barclays Shares and Barclays ADSs, as well as accepting Barclays Shares and Barclays ADSs as collateral for loans. These activities have occurred and are expected to continue to occur both outside and inside the United States.

In addition, Barclays Affiliates may, under certain circumstances, participate in the Rights Issue.<sup>13</sup>

As a further condition to the relief being requested, Barclays will undertake to keep records (“Records”) of the date and time at which any Barclays Shares are purchased or sold, the market in which the purchase or sale is effected, the amount of Barclays Shares purchased or sold and the price of purchase or sale, for each purchase or sale of Barclays Shares that Barclays Affiliates make during the Restricted Period (this information will not include any client-specific data, the disclosure of which may be restricted under local law). Barclays will maintain the Records for a period of two years following the end of the Restricted Period. Upon the written request of the Director of the Division of Market Regulation of the Commission, Barclays will make the relevant records available at the Commission’s offices in Washington, D.C.

In connection with the relief requested by Barclays in this letter, please note that the Commission granted substantially identical relief to Barclays under the exemptive letter of June 16, 2008, in connection with the Barclays open offer, and the exemptive letter of August 7, 2007, in connection with Barclays unconsummated offer to acquire all of the outstanding shares of ABN AMRO Holding N.V. Please note as well that the Commission has granted similar exemptive relief from Regulation M to The Governor and Company of the Bank of Ireland under the exemptive letters of June 7, 2011, and April 22, 2010; to Deutsche Bank Aktiengesellschaft under the exemptive letter of September 16, 2010; to ING under the exemptive letter of November 19, 2009; to Lloyds Banking Group plc (formerly Lloyds TSB Group plc) under the exemptive letters of November 2, 2009, April 20, 2009, and October 21, 2008; to UBS AG under the exemptive letters of April 22, 2008, and September 22, 2000; to The Royal Bank of Scotland Group plc and ABN AMRO Holding N.V. under the exemptive letters of April 21, 2008 and July 23, 2007; to ABN AMRO Holding N.V. under the exemptive letter of August 7, 2007; to Banco Bilbao Vizcaya Argentaria, S.A. under the exemptive letter dated June 25, 2007; to Allianz SE under the exemptive letters dated March 23, 2007 and April 10, 2003; to Banco Intesa S.p.A. under the exemptive letter dated November 1, 2006; to Sanpaolo IMI S.p.A. under the exemptive letter dated November 1, 2006; and to Banco Santander Central Hispano, S.A. under the exemptive letter dated September 10, 2004.

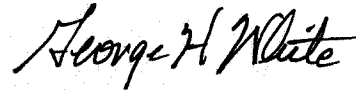
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<sup>13</sup> For the avoidance of doubt, to the extent that any Barclays Affiliate purchases Barclays Shares or Barclays ADSs pursuant to the Rights Issue, and such purchases are made in the ordinary course of business and solely for investment purposes, Barclays does not consider such purchases to be in contemplation of the Rights Issue.

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If you have any questions or require any additional information, please contact the undersigned in London at 011 (44) 20 7959 8570 or John O'Connor in London at 011 (44) 20 7959 8515.

Sincerely yours,



George H. White

cc: Joan M. Collopy  
Elizabeth Sandoe  
(Securities and Exchange Commission)

Sarah Crouch  
Cathy Fisher  
(Barclays PLC)

John O'Connor  
Lucas H. Carsley  
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**Annex B**

**Original Relief**



DIVISION OF  
TRADING AND MARKETS

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

July 31, 2013

George H. White, Esq.  
Sullivan & Cromwell LLP  
One New Fetter Lane  
London EC4A 1AN, England

**Re: Barclays PLC: Exemptive Relief from Rules 101 and 102 of Regulation M  
File No. TP 13-10**

Dear Mr. White:

In your letter dated July 31, 2013, as supplemented by conversations with the staff, you request on behalf of Barclays PLC, a public limited company organized under the laws of England and Wales ("Barclays"), an exemption from Rules 101<sup>1</sup> and 102 of Regulation M under the Securities Exchange Act of 1934 ("Exchange Act") in connection with a proposed Rights Issue.

We have attached a copy of your correspondence to avoid reciting the facts set forth therein. Unless otherwise noted, each defined term in our response has the same meaning as defined in your letter.

You seek an exemption to permit certain Barclays Affiliates to conduct specified transactions outside the United States in Barclays Shares and Barclays ADSs during the distribution of Barclays Shares and Barclays ADSs. Specifically, you request that: (i) the Derivatives Market-Making Units and Hedging Units be permitted to continue to engage in derivatives market-making and hedging activities as described in your letter; (ii) the Asset Managers be permitted to continue to engage in asset management activities as described in your letter; (iii) the Trustees and Personal Representatives be permitted to continue to engage in trust and estate activities as described in your letter; (iv) the Brokerage Units be permitted to continue to engage in unsolicited brokerage activities as

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<sup>1</sup> As subsidiaries of Barclays that regularly purchase securities for their own accounts and/or the accounts of others, Barclays Affiliates may be deemed to be "affiliated purchasers" of the issuer, accordingly their Market Activities may be subject to Rule 102 throughout the Restricted Period, except to the extent that any of them acts as a "distribution participant" subject to Rule 101. Moreover, while Barclays Bank PLC ("BBPLC") will not underwrite any New Barclays Shares, it will act as the sole global coordinator and one of the joint bookrunners for the Rights Issue. In addition, representatives of BBPLC and BCI may be engaged in soliciting existing shareholders and other institutions to participate as sub-underwriters in the Rights Issue. As a result, BBPLC and BCI may be deemed to be acting as "distribution participants" in the Rights Issue and their Market Activities may be subject to Rule 101 during the Restricted Period, at least until they complete their participation, after which time they would otherwise be subject to Rule 102 as an "affiliated purchaser" until the Restricted Period ends.

described in your letter; (v) the Stock Borrowing and Lending Units and the Collateral-Taking Units be permitted to continue to engage in stock borrowing, stock lending, and collateral-taking activities as described in your letter; (vi) the Banking Units be permitted to continue to engage in banking activities as described in your letter; and (vii) the Employee Plan Trustees be permitted to continue to engage in employee plan activities as described in your letter.

You also seek an exemption to permit certain Barclays Affiliates to conduct specified transactions in the U.S. in Barclays Shares and Barclays ADSs during the distribution of Barclays Shares and Barclays ADSs. Specifically, you request that: (i) BCI be permitted to continue to engage in limited market activities relating solely to derivatives on U.S. indices that include Barclays as a component as described in your letter; (ii) BCI be permitted to continue to engage in asset management activities as described in your letter; (iii) Barclays Wealth Trustees (U.S.), N.A. (“BWTUS”) be permitted to continue to engage in trust and estate activities as described in your letter; (iv) BCI be permitted to continue to engage in unsolicited brokerage activities as described in your letter; and (v) certain Stock Borrowing and Lending Units and the Collateral-Taking Units be permitted to continue to engage in stock borrowing, stock lending, and collateral-taking activities as described in your letter.

*Response:*

Based on the facts and representations that you have made in your letter, but without necessarily concurring with your analysis, the Commission finds that it is necessary or appropriate in the public interest, and is consistent with the protection of investors to grant, and hereby grants, Barclays an exemption from Rules 101 and 102 of Regulation M to permit the Derivatives Market-Making Units and Hedging Units, the Asset Managers, the Trustees and Personal Representatives, the Brokerage Units, the Stock Borrowing and Lending Units and Collateral-Taking Units, the Banking Units, the Employee Plan Trustees, BBPLC, BCI, and BWTUS (collectively, the “Companies”) to continue to engage in the transactions described in your letter. In particular, in your correspondence you make the following key representations:

- Barclays is a foreign private issuer as defined in Rule 3b-4(c) under the Exchange Act;
- During the twelve months ended June 30, 2013, the worldwide average daily trading volume (“ADTV”) of Barclays Shares was approximately 142.2 million Barclays Shares, or approximately £331.2 million (approximately U.S. \$503.9 million at the rate reported by Bloomberg at 5:00 pm in New York on June 28, 2013) in value, and Barclays’ market capitalization as of June 30, 2013, was approximately £35.8 billion (or approximately U.S.\$ 54.5 billion at the rate reported by Bloomberg at 5:00 pm in New York on June 28, 2013);

- The dominant trading market for Barclays Shares is the United Kingdom, which accounts for more than 85% of the worldwide average daily trading volume in the Barclays Shares (including Barclays Shares represented by Barclays ADSs) and trading on the main market of the LSE accounted for approximately 31.6% of the worldwide average trading volume in Barclays Shares (including Barclays Shares represented by Barclays ADSs) during the 12 months ended June 30, 2013;
- The number of Barclays Shares to be issued in the Rights Issue will represent approximately 25% of the Barclays Shares currently outstanding;
- Barclays maintains and enforces written information barriers policies and procedures to prevent material non-public information from passing between any area in which Market Activities are conducted and any other area of Barclays in which price-sensitive information relating to Barclays Shares, including information relating to the Rights Issue, would be available;
- The Market Activities conducted by the Companies as described in your letter generally represented less than 5% of the worldwide average daily trading volume of Barclays Shares (including Barclays Shares represented by Barclays ADSs) for the 12 months ended June 30, 2013;
- Each of the Banking Units, and the Employee Plan Trustees conducts its activities outside the U.S., and each of the Derivatives Market-Making Units and Hedging Units, the Asset Managers, the Trustees and Personal Representatives, the Brokerage Units, and the Stock Borrowing and Lending Units and Collateral-Taking Units conducts its activities both inside and outside the United States;
- The only Derivatives Market-Making Unit or Hedging Unit that conducts its Market Activities in the U.S., BCI, is registered with the Commission as a broker-dealer and is a member of Financial Industry Regulatory Authority, Inc. ("FINRA"); the only Asset Manager that conducts its Market Activities in the U.S., BCI, is registered with the Commission as a broker-dealer and an investment adviser and is a member of FINRA; the only Trustee and Personal Representative that conducts its Market Activities in the U.S., BWTUS, is a national bank subject to regulation and examination by the office of the Comptroller of the Currency; and the only Brokerage Unit that conducts its Market Activities inside the U.S., BCI, is registered with the Commission as a broker-dealer and an investment adviser and is a member of the FINRA;
- The withdrawal of a significant market maker in derivatives on Barclays Shares in the primary market for those shares for an extended period of time would have harmful effects on the market for such derivatives worldwide, as well as on the

Hedging Units' ability to manage hedge positions maintained by them and their customers previously established in connection with this activity; and

- Each of the Companies has confirmed that the activities for which it is requesting relief will be conducted in the ordinary course of its businesses and in accordance with the applicable laws of the U.K. and other non-U.S. laws.

The exemption is subject to the following conditions:

1. None of the transactions of the Companies described in your letter shall occur in the United States, with the exception of certain derivatives market-making and hedging, asset management, unsolicited brokerage, stock borrowing, lending, trust and estate activities, and taking collateral activities of certain Barclays Affiliates as described in your letter;
2. All of the transactions described in your letter shall be effected in the ordinary course of business and not for the purpose of facilitating the Rights Issue;
3. The documents distributed to U.S. holders in connection with the Rights Issue will disclose the possibility of, or the intention to make, the transactions described in you letter;
4. Barclays and each of the Companies will provide to the Division of Trading and Markets ("Division"), upon request, a time-sequenced schedule of all such transactions made during the Restricted Period. Such schedule will include:
  - (a) size, broker (if any), time of execution, and price of the transactions;
  - (b) the exchange, quotation system, or other facility through which the transactions occurred, and
  - (c) whether the transactions were made for a customer account of a proprietary account;
5. Upon request of the Division, Barclays and each of the Companies will transmit the information requested in item 4 (above) to the Division at its offices in Washington, DC, within 30 days of its request;
6. Barclays and each of the Companies shall retain all documents and other information required to be maintained pursuant to this exemption for at least two years following the completion of the Rights Issue;
7. Representatives of Barclays and each of the Companies shall be made available (in person at the offices of the Commission in Washington, DC, or by telephone) to respond to inquiries of the Division relating to their records; and



8. Except as otherwise exempted by this letter, Barclays and each of the Companies will comply with Regulation M.

The foregoing exemption from Rules 101 and 102 of Regulation M is based solely on your representations and the facts presented to the staff and is strictly limited to the application of this rule to the proposed transactions. Such transactions should be discontinued, pending presentation of the facts for our consideration, in the event that any material change occurs with respect to any of those facts or representations.

In addition, your attention is directed to the anti-fraud and anti-manipulation provisions of the Exchange Act, including Sections 9(a) and 10(b), and Rule 10b-5 thereunder. Responsibility for compliance with these and any other applicable provisions of the federal securities laws must rest with the participants in the various transactions. The Division expresses no view with respect to any other questions that the proposed transactions may raise, including, but not limited to, the adequacy of disclosure concerning, and the applicability of any other federal or state laws to, the proposed transactions.

For the Commission,  
by the Division of Trading and Markets,  
pursuant to delegated authority,<sup>2</sup>



Josephine J. Tao  
Assistant Director

Attachment

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<sup>2</sup> 17 CFR 200.30-3(a)(6).