

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

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【会社名】 バークレイズ・ピーエルシー  
(Barclays PLC)

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【電話番号】 03-6632-6600

【縦覧に供する場所】 該当事項なし

## 1 【提出理由】

バークレイズ・ピーエルシー（以下「Barclays」、「the Company」又は「バークレイズ」といいます。）は、バークレイズ・グループSAYEストック・オプション制度（以下「Sharesave」といいます。）に従い、株式貯蓄制度の条件に基づいて英国、ジャージー、ガーンジー及びマン島におけるバークレイズ・グループの従業員を対象として、またバークレイズ・グループ・アイルランドSAYEストック・オプション制度（以下「Irish Sharesave」といい、株式貯蓄制度と併せて「Sharesave Plans」といいます。）に従い、アイルランド株式貯蓄制度の条件に基づいてアイルランドにおけるバークレイズ・グループの従業員を対象として、新株予約権（Option）の募集を開始しました。

よって、金融商品取引法第24条の5第4項及び第15項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第1号の規定に基づき、以下のとおり本外国会社臨時報告書を提出いたします。

（注）本書に記載の「pounds」又は「 $\pounds$ 」は、別段の記載がある場合を除き、英国のスターリング・ポンドを指すものとし、「pence」又は「p」は英国のペンスを指すものとする。本書において日本人読者のために便宜上記載されている日本円への換算は、1ポンド = 139.96円の為替レート（2019年11月13日現在の株式会社三菱UFJ銀行による電信直物相場の対顧客売買仲値）によりなされている。但し、英ポンド建ての金額がかかる為替レートにおいて日本円に換算されていたこと、換算することができたはずであったこと、又は換算できることを表明するものではない。

## 2 【報告内容】

### (1) Type and Name of Securities to be Issued:

Share acquisition rights (the "Option")

### (2) Number of Securities to be Issued:

107,366,306 (estimated amount)

Note:

Total of an estimated amounts of the Options could be granted to Eligible Sharesave Employees (as defined below) in the United Kingdom, Jersey, Guernsey and the Isle of Man (106,657,988) and Eligible Sharesave Employees in Ireland (708,318).

### (3) Issue Price and Amount to be incorporated to Capital:

(i) Issue price: £0 (JPY0)

(ii) Amount to be incorporated into capital: £0 (JPY0)

Note:

Options shall be granted to those eligible employees outside Japan without involving any payment.

### (4) Aggregate Total Issue Price and Total Amount to be Incorporated to Capital:

(i) Aggregate total amount to be issued: £0 (JPY0)

- (ii) Aggregate amount to be incorporated into capital: £0 (JPY0)

Note:

An estimated total exercise price of Options to Ordinary Shares is £127,744,654.60 (approximately, 17,879,141,858 yen), which was calculated under the assumption that the number of the Options set out in (2) above are exercised at the exercise prices respectively set out in (6) below.

- (5) Kind of shares, its details and numbers underlying the Option:

- (i) Kind of shares

Ordinary Shares of the Company (the "Shares")

- (ii) Details of shares

With full voting rights and without any limitations or preference to the rights conferred to them

They will rank equally with all other shares then in issue, except for rights arising by reference to a record date prior to their allotment.

- (iii) Number of shares

107,366,306 Shares in total at the maximum

- (6) Amount to be paid upon exercise of the Option

For Sharesave, the Option will be exercised at £1.19 (approximately, 167 yen)

For Irish Sharesave, the Option will be exercised at £1.16 (approximately, 162 yen)

Note:

Under the Sharesave Plans, Eligible Sharesave Employees who apply will be granted an Option to acquire Shares at the end of a savings period at the relevant exercise price set out above. For Sharesave, the exercise price and amount to be incorporated in capital are 80 per cent. of the average one day middle market quotation of a Company share on the London Stock Exchange on 6 August 2019. For Irish Sharesave, the exercise price and amount to be incorporated in capital are 80 per cent. of the average one day middle market quotation of a Company share on the London Stock Exchange on 8 October 2019.

Eligible Sharesave Employees means any person who:

- (i) is an employee or a director of a "Constituent Company", (meaning Barclays and any subsidiary which participates in the relevant Sharesave Plan and which is bound by the provisions of the relevant Sharesave Plan) on the date on which eligibility to participate in the relevant Sharesave Plan is determined; and
- (ii) has either (i) been in continuous employment with the Participating Company for a service period set by Barclays before the Sharesave Plans are launched (which is currently from 1 June 2019 to 12 August 2019 for the Sharesave and from 1 August 2019 to 9 October 2019 for the Irish Sharesave) and, in the case of the Sharesave is a UK taxpayer and in the case of the Irish Sharesave, is an Irish taxpayer; or (ii) been nominated by the Board for this purpose.

(7) Condition to exercise the Option

Options will normally be exercisable for a period of six months (12 months in the case of death – see below) from the maturity date of the savings contract (the participant can choose to enter into a 3, 5 or 7 year savings contract). Earlier exercise is permitted in the following circumstances:

- (i) following cessation of employment by reason of death, disability, injury, redundancy, retirement or the business or company that the employee works for ceases to be part of the Company's group;
- (ii) when an employee reaches age 60 (Irish Sharesave and awards granted before 17 July 2013 for Sharesave)
- (iii) where employment ceases more than three years from grant for any reason other than by reason of dismissal for misconduct;
- (iv) in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate reorganisation when the Board may decide to exchange existing Options for equivalent new options over shares in a new holding company.

Except where stated above, Options will lapse on cessation of employment.

(8) Amount to be incorporate into capital out of the issue price of the shares when shares are issued upon exercise of the Option

£127,744,654.60 (approximately, 17,879,141,858 yen) (estimated amount)

Note:

Calculated under the assumption that the number of the Options set out in (2) above are exercised at the exercise prices respectively set out in (6) above.

(9) Matters concerning transfer of Option

Option shall be personal to the Option holder to whom it is granted and shall not be transferred, assigned or charged other than on death

(10) Issue Method

Shall be done by way of allocating to Eligible Sharesave Employees.

(11) Name of Underwriter

N/A

(12) Areas in Which Issue will be Made

UK, Jersey, Guernsey, the Isle of Man and Ireland.

(13) Aggregate Amount of Proceeds from New Issuance, and Use of Such Proceeds and Amount and Timing of Each Use:

(i) Aggregate Amount of Proceeds from New Issuance:

£127,744,654.60 (approximately, 17,879,141,858 yen) (estimated amount)

Note:

The total amount of proceeds to be received from new issuance of Shares is an estimated amount as determined under the assumption that the number of Shares set out in (2) above in respect of Sharesave and Irish Sharesave are offered at the Issue Prices respectively set out in (6) above.

(ii) Use of Proceeds, and Amount and Timing of Each Use:

The proceeds to be received will be appropriated for the operating capital, etc., however, the contents, the amount by each use and the time to be used will be determined depending on the needs of Barclays at the relevant times; therefore, the use is currently undetermined.

(14) Grant date of the Option

Sharesave: 12 August 2019

Irish Sharesave: 9 October 2019

Note:

This is the date when the formal invitation to join the Sharesave Plans was made to all the Eligible Sharesave Employees in the UK, Jersey, Guernsey, the Isle of Man and Ireland. An Eligible Sharesave Employee may apply to be granted an Option under the relevant Sharesave Plan during a minimum 2 week period following invitation each year during his/her employment with the Constituent Company, and Shares will be issued at the end of the relevant savings periods under the Sharesave Plans on the exercise of an Option.

(15) Name of the financial exchange to which such securities is contemplated to be listed

Not applicable

Shares:

London Stock Exchange

New York Stock Exchange

(16) Total Shareholders' Equity

£4,324,936,941 (share capital, approximately, 605,318,174,262 yen) (as of 6 November 2019)

(17) Number of Issued Shares

17,299,747,764 Shares (as of 6 November 2019)