

【表紙】	
【提出書類】	外国会社臨時報告書
【提出先】	関東財務局長
【提出日】	令和7年4月11日
【会社名】	バークレイズ・ピーエルシー (Barclays PLC)
【代表者の役職氏名】	グループ財務担当取締役 (Group Finance Director) アンナ・クロス (Anna Cross)
【本店の所在の場所】	英国 ロンドン市 E14 5HP チャーチル・プレイス 1 (1 Churchill Place, London E14 5HP, United Kingdom)
【代理人の氏名又は名称】	弁護士 芦 澤 千 尋
【代理人の住所又は所在地】	東京都千代田区丸の内1丁目1番1号 パレスビル3階 クリフォードチャンス法律事務所外国法共同事業
【電話番号】	03-6632-6600
【事務連絡者氏名】	弁護士 芦 澤 千 尋
【連絡場所】	東京都千代田区丸の内1丁目1番1号 パレスビル3階 クリフォードチャンス法律事務所外国法共同事業
【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・グローバル株式購入制度（以下、「Plan」又は「本制度」といいます。）に従い、本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、バークレイズ普通株式の売出しを行うという有価証券の売出しを開始しました。

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「 」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（以下「英ポンド」といいます。）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＝192.84円の為替レート（2025年4月3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】

2.1 Secondary Distribution under the Plan

(1) Type and Name of Securities to be Sold:

Ordinary Shares of Barclays PLC ("Ordinary Shares")

(2) Number of Shares to be Sold:

666,754 (estimated number) [Note 1]

[Note 1]

The number of Ordinary Shares to be sold is an estimated number as determined on the assumption that (i) all Eligible Employees (as defined below) in Ireland as of 03/01/2025 apply to join the Plan, (ii) all of the 377 Eligible Employees contribute the maximum amount of money each year to purchase Ordinary Shares under the Plan for the approximate average employment period of employees in the Barclays Group in Ireland (i.e. 3 years) and (iii) the market price of an Ordinary Share of the Company is £3.0533 (which is the average of the market prices (TTM) of Ordinary Shares on the London Stock Exchange for five consecutive trading days commencing from 28/02/2025).

"Eligible Employee" means any person who falls under all of the following:

- (a) an employee of "Participating Company" (Barclays and any subsidiary which participates in the Plan and which is bound by the provisions of the Plan) on the date on which the eligibility to participate in the Plan is determined; and
- (b) not eligible at the same time to participate in an award of shares under a UK tax-approved share incentive plan established by any member of the Barclays Group.

(3) Selling Price:

£3.0533 (approximately, 589 yen) (estimated amount) [Note 2]

[Note 2]

Under the Plan, Ordinary Shares will be purchased from time to time at the market price applicable at the time of purchase. The price set forth above is the average of the market prices (TTM) of Ordinary Shares on the London Stock Exchange for 5 consecutive trading days commencing from 28/02/2025.

(4) Total Selling Amount:

£ 2,035,800 (approximately, 392,583,672 yen) (estimated amount) [Note 3]

[Note 3]

The total selling amount of Ordinary Shares to be sold is an estimated amount as determined on the assumption that the number of Ordinary Shares set forth in 2.1(2) above will be sold at the selling price set forth in 2.1(3) above.

(5) Description of Ordinary Shares:

Shares with full voting rights, which are the basic type of shares without any limitations on the rights thereof.

(6) Method of Selling:

Eligible Employees are offered the opportunity to join the Plan. Eligible Employees agree to purchase existing Ordinary Shares under the Plan by using their contributions made to their employer.

(7) Name of Underwriter:

N/A

(8) Venue for Selling:

Ireland

(9) Aggregate Amount of Proceeds to be Obtained by the Company, and Content, Amount and Scheduled Timing of Expenditure for Each Use of Proceeds:

(i) Aggregate Amount of Proceeds to be Obtained by the Company:

N/A

(ii) Content, Amount and Scheduled Timing of Expenditure for Each Use of Proceeds to be Obtained by the Company:

N/A

(10) Date of Selling:

03/01/2025 [Note 4]

[Note 4]

This is the date when the formal invitation to join the Plan was made to all Eligible Employees in Ireland. Eligible Employees may join the Plan at any time during their employment with the Participating Company, and Ordinary Shares will be purchased from time to time under the Plan.

(11) Name of Financial Instruments Exchange on which Securities are to be listed

London Stock Exchange
New York Stock Exchange

(12) Specified Matters for the Case of Third-party Allotment

(i) Status of Third Parties to whom Ordinary Shares are to be Allotted ("Third Parties")

a. Summary of Third Parties:

This secondary distribution of securities is being conducted by way of offering for sale of Barclays PLC's Ordinary Shares to employees of the Barclays Group in Ireland on the terms of the Plan. Please see Note 1 above.

b. Relationship between the Company and Third Parties:

Please see "Summary of Third Parties" in a. above.

c. Reasons for Selecting such Third Parties:

Please see "Summary of Third Parties" in a. above.

d. Number of Share to be Allotted:

Please see "Number of Shares to be Sold" in 2.1(2) above.

e. Policy for Holding Shares, etc.

Barclays has not confirmed the policies of Eligible Employees for holding shares applicable to the case where they acquire the shares.

f. Status of Funds, etc. required for the Payment:

Please see "Method of Selling" in 2.1(6) above.

g. Actual Status of Third Parties:

In the light of the nature of Third Parties as set forth in "Summary of Third Parties" in a. above, Barclays has not confirmed especially for this secondary distribution that Third Parties do not have any relationship with any specific groups or entities.

(ii) Restrictions on Assignment of Shares, etc.:

N/A

(iii) Matters regarding Conditions for Issuance:

N/A

(iv) Matters regarding Large-scale Third-party Allotment:

N/A

(v) Status of Major Shareholders after Third-party Allotment:

Eligible Employees may, at their discretion, determine whether they would apply to join the Plan or to what extent they would join the Plan. Accordingly, the number of shares to be sold under the Plan has not yet determined at present and the status of major shareholders after third-party allotment is not stated herein.

(vi) Necessity to Make Large-scale Third-party Allotment:

N/A

(vii) Whether to Make Consolidation of Shares, etc. and Details thereof:

N/A

(viii) Other Matters for Reference:

N/A

2.2 Total Shareholders' Equity

£3,582 million (approximately, 690,752,880,000 yen) (as at 31 March 2025)

2.3 Total Number of Issued Shares

Ordinary Shares: 14,328 million shares (as at 31 March 2025)