

Edgar Filing: BARCLAYS PLC - Form 6-K

BARCLAYS PLC  
Form 6-K  
August 01, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

August 2005

Barclays PLC and  
Barclays Bank PLC  
(Names of Registrants)

1 Churchill Place  
London E14 5HP  
England  
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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This Report is a joint Report on Form 6-K filed by Barclays PLC and Barclays Bank PLC. All of the issued ordinary share capital of Barclays Bank PLC is owned by Barclays PLC.

This Report comprises:

Information given to The London Stock Exchange and furnished pursuant to General Instruction B to the General Instructions to Form 6-K.

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EXHIBIT INDEX

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Exhibit No:

1. Director/PDMR Shareholding - dated 26 July 2005
2. Statement re Absa - dated 25 July 2005
3. Director/PDMR Shareholding - dated 19 July 2005
4. Director/PDMR Shareholding - dated 14 July 2005
5. Director/PDMR Shareholding - dated 12 July 2005
6. Statement re Absa - dated 07 July 2005
7. Statement re Absa - dated 07 July 2005
8. Statement re Absa - dated 06 July 2005
9. Director/PDMR Shareholding - dated 05 July 2005
10. Statement re Absa - dated 05 July 2005
11. Statement re Absa - dated 04 July 2005

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BARCLAYS PLC  
(Registrant)

Date: August 1, 2005

By: /s/ Patrick Gonsalves  
-----  
Patrick Gonsalves  
Deputy Secretary

BARCLAYS BANK PLC  
(Registrant)

Date: August 1, 2005

By: /s/ Patrick Gonsalves  
-----  
Patrick Gonsalves  
Joint Secretary

Exhibit No. 1

26 July 2005

Notification of directors' interests: Companies Act 1985 s.329

The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 25 July 2005 that it had on 19 July 2005 exercised its discretion and released a total of 15,014 ordinary shares in Barclays PLC. None of the shares released or purchased were in respect of an award made to a director of Barclays PLC.

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Following these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 145,683,297 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman, and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit No. 2

BARCLAYS PLC

25 July 2005

Shareholders are advised that Absa have today made the further announcement set out below regarding the acquisition by Barclays Bank PLC of a majority stake in Absa.

Absa Group Limited  
(Registration number 1986/003934/06)  
(Incorporated in the Republic of South Africa)  
JSE share code: ASA  
ISIN: ZAE000067237  
("Absa")

Barclays Bank PLC  
(Registration number 1026167)  
(Incorporated in England)  
("Barclays")

RESULTS OF THE RECOMMENDED ACQUISITION AND CHANGES TO THE BOARD OF ABSA

### 1. Introduction

Shareholders are referred to the Finalisation Date Announcement - Recommended Acquisition Unconditional In Every Respect released on 7 July 2005 and the circular to shareholders dated 20 May 2005 regarding Barclays proposed acquisition of up to 60% of the Absa ordinary shares (the "Recommended Acquisition") at R82.50 per share (the "Consideration"). Shareholders are reminded that the Recommended Acquisition was effected through two inter-conditional processes:

(i) the scheme of arrangement proposed by Barclays between Absa and the Absa Ordinary Shareholders, excluding the Absa Group Limited Share Incentive Scheme Trust and the Barclays Group (save to the extent that members of that group may hold Absa Ordinary Shares on behalf of third parties), pursuant to which Barclays would acquire 32% of each such Ordinary Shareholder's shares (the "Scheme"); and

(ii) the partial offer by Barclays to Absa Ordinary Shareholders and Preference Shareholders (together "Shareholders") to acquire from each such Shareholder an additional 28% of his or her shares (the "Recommended Offer").

### 2. Implementation of the Scheme and settlement of the Consideration

2.1 The Scheme will be implemented with effect from Monday, 25 July 2005 (the "Scheme Operative Date") in respect of Absa Ordinary Shares held by Absa Ordinary Shareholders ("Scheme Participants") registered

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as such on Friday, 22 July 2005 (the "Scheme Consideration Record Date").

2.2 Dematerialised Scheme Participants will have their relevant account with their Central Securities Depository Participant ("CSDP") or Broker debited with the Absa Ordinary Shares disposed of pursuant to the Scheme on the Scheme Operative Date and will have their relevant account credited with the Consideration on Wednesday, 27 July 2005.

2.3 The Consideration will be posted to Certificated Scheme Participants or deposited directly into their bank accounts should there be an existing mandate (if Documents of Title have been received on or prior to the Scheme Consideration Record Date) on Wednesday, 27 July 2005.

### 3. Results of Recommended Offer and settlement of the Consideration

3.1 Tenders for the Recommended Offer were received in respect of 133 152 609 Absa Ordinary Shares held by Absa Ordinary Shareholders ("Offer Participants") registered as such on Friday, 22 July 2005 (the "Record Date"). This represents 19.97% of Absa's current issued ordinary share capital.

3.2 All valid tenders in respect of the Recommended Offer have been accepted in full.

3.3 Dematerialised Offer Participants will have their relevant account with their CSDP or Broker debited with the Absa Ordinary Shares disposed of pursuant to the Recommended Offer and credited with the Consideration on Wednesday, 27 July 2005.

3.4 The Consideration will be posted to Certificated Offer Participants or deposited directly into their bank accounts should there be an existing mandate (if Documents of Title are received on or prior to the Record Date) and balance certificates will be posted to them on Wednesday, 27 July 2005.

### 4. Barclays holding in Absa

When aggregating the Absa Ordinary Shares acquired pursuant to the Recommended Acquisition and the Absa Ordinary Shares acquired by way of on market purchases up to Friday, 22 July 2005, Barclays holds 53.96% of Absa's current issued ordinary share capital.

### 5. Changes to the board of Absa

As a result of the successful completion of the Recommended Acquisition, Shareholders are advised that with effect from Wednesday, 27 July 2005:

5.1 Mr Dominic Bruynseels, currently Chief Executive Officer of Barclays Africa, will be appointed as the fourth executive director of Absa and as an executive director on the board of Absa Bank Limited;

5.2 Mr David L Roberts, Director of Barclays PLC and Chief Executive of Barclays International Retail and Commercial Banking and Mr Naguib Kheraj, Group Finance Director of Barclays PLC will be appointed as non-executive directors of Absa and Absa Bank Limited; and

5.3 Dr Johan van Zyl and Mr Patrice Motsepe, the Sanlam nominees to the boards of Absa and Absa Bank Limited, and Mr Theo van Wyk, the Remgro nominee to the boards of Absa and Absa Bank Limited, will resign as

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directors of Absa and Absa Bank Limited.

All required approvals and regulatory clearances in respect of the above have been obtained.

For further information, please contact:

Absa Group Limited

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Willie Roux  
+27 (0) 11 350 4061

Media Relations  
Nick Cairns  
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Johannesburg  
25 July 2005

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Goldman Sachs International  
Merrill Lynch International  
Absa Corporate & Merchant Bank

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Webber Wentzel Bowens

International Attorneys to Absa  
Linklaters

Independent Advisor to Absa's Board  
N.M. Rothschild

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Deneys Reitz Inc.

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Clifford Chance LLP

Exhibit No. 3

19 July 2005

Notification of directors' interests: Companies Act 1985 s.329

The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 18 July 2005 that it had on 11 July 2005 exercised its discretion and released a total of 9,410 ordinary shares in Barclays PLC. None of the shares released or purchased were in respect of an award made to a director of Barclays PLC.

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Following these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 145,698,311 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman, and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit No. 4

14 July 2005

### Notification of directors' interests: Companies Act 1985 s.329

The trustee of the Barclays Group Sharepurchase Plan, an Inland Revenue approved all-employee share plan, informed the Company on 7 July 2005 that it had on 7 July 2005 purchased, and now held as bare trustee of the Barclays Group Sharepurchase Plan, the following ordinary shares in the capital of Barclays PLC for the following directors at a price of 539p per share:

| Director       | Number of Shares |
|----------------|------------------|
| Mr J S Varley  | 48               |
| Mr D L Roberts | 48               |
| Mr G A Hoffman | 48               |

The Barclays Group Sharepurchase Plan now includes Matching Shares provided by the Company on a 1:1 basis up to the first GBP600 per annum invested by the director under the Plan. The number of shares purchased on 7 July 2005 for each director above includes 24 Matching Shares.

The revised total shareholding for each director following these transactions is as follows:

| Director       | Beneficial Holding | Non Beneficial Holding |
|----------------|--------------------|------------------------|
| Mr J S Varley  | 351,189            | -                      |
| Mr D L Roberts | 70,814             | -                      |
| Mr G A Hoffman | 178,674            | -                      |

In addition to the interests shown above, the trustees of all the Barclays Group employees' benefit trusts hold a total of 145,707,721 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman, and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit No. 5

12 July 2005

### Notification of directors' interests: Companies Act 1985 s.329

The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 11 July 2005 that it had on 6 July

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2005 exercised its discretion and released a total of 770 ordinary shares in Barclays PLC. None of the shares released were in respect of an award made to a director of Barclays PLC.

Following this transaction, the trustees of all the Barclays Group employees' benefit trusts hold a total of 145,707,721 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman, and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit No. 6

Absa Group Limited  
(Registration number 1986/003934/06)  
(Incorporated in the Republic of South Africa)  
JSE share code: ASA  
ISIN: ZAE000013389  
("Absa")

Barclays Bank PLC  
(Registration number 1026167)  
(Incorporated in England)  
("Barclays")

RECOMMENDED ACQUISITION UNCONDITIONAL IN EVERY RESPECT

Shareholders are referred to the Finalisation Date announcement which was released on SENS at 12:34 earlier this afternoon regarding Barclays proposed acquisition of up to 60% of the Absa ordinary shares at R82.50 per share (the "Recommended Acquisition").

Shareholders are advised that the Order of Court sanctioning the Scheme has been registered by the Registrar of Companies and the last of the conditions precedent has been fulfilled.

The Recommended Acquisition is unconditional in every respect.

Johannesburg  
7 July 2005

Financial advisors to Absa  
Goldman Sachs International  
Merrill Lynch International  
Absa Corporate & Merchant Bank

Financial advisors to Barclays  
JP Morgan  
Barclays Capital

Attorneys to Absa  
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Deneys Reitz Inc.

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Independent Advisor to Absa's Board  
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Merrill Lynch South Africa (Pty) Ltd  
Co-sponsor to Absa  
Absa Corporate & Merchant Bank

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Reporting Accountants to Absa  
Ernst & Young  
KPMG

Exhibit No. 7

Absa Group Limited  
(Registration number 1986/003934/06)  
(Incorporated in the Republic of South Africa)  
JSE share code: ASA  
ISIN: ZAE000013389  
("Absa")

Barclays Bank PLC  
(Registration number 1026167)  
(Incorporated in England)  
("Barclays")

FINALISATION DATE ANNOUNCEMENT

### 1. Introduction

Shareholders are referred to the joint announcements released on 9 May 2005 and 21 June 2005, the SENS announcements released on 4 July, 5 July and 6 July 2005 and the circular to shareholders dated 20 May 2005 regarding Barclays proposed acquisition of up to 60% of the Absa ordinary shares at R82.50 per share (the "Recommended Acquisition"). Shareholders are reminded that the Recommended Acquisition is being effected through two inter-conditional processes:

(i) the scheme of arrangement proposed by Barclays between Absa and the Absa Ordinary Shareholders, excluding the Absa Group Limited Share Incentive Scheme Trust and the Barclays Group (save to the extent that members of that group may hold Absa Ordinary Shares on behalf of third parties), pursuant to which Barclays will acquire 32% of each such Ordinary Shareholder's shares (the "Scheme"); and

(ii) the partial offer by Barclays to all Absa Ordinary Shareholders and Preference Shareholders (together "Shareholders") to acquire from each such Shareholder an additional 28% of his or her shares (the "Recommended Offer").

Shareholders of Absa are advised that:

\* at the meeting held on Monday, 13 June 2005, the requisite majority of Absa Ordinary Shareholders approved the Scheme;

\* the Recommended Offer was declared unconditional as to acceptances on Monday, 4 July 2005;

\* the Scheme was sanctioned by the High Court of South Africa (Witwatersrand Local Division) (the "Court") on Thursday, 7 July 2005; and

\* a copy of the Order of Court sanctioning the Scheme will be lodged with the Registrar of Companies for registration, and is expected to be registered by no later than, Friday, 8 July 2005.

### 2. Fulfilment of conditions



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On registration of the Order of Court by the Registrar of Companies, the last of the conditions precedent will have been fulfilled and the Recommended Acquisition will be unconditional in every respect.

### 3. Reminder of remaining salient dates

2005

|   |                    |
|---|--------------------|
| Last day to trade in Absa Ordinary Shares on the JSE Securities Exchange South Africa (the "JSE") in order to be recorded in the Register to be able to receive the Scheme Consideration  | Friday, 15 July    |
| Last day to trade in Absa Ordinary Shares on the JSE to be eligible to participate in the Recommended Offer   | Friday, 15 July    |
| Absa Ordinary Shares commence trading "ex" the Scheme (Note 3)  | Monday, 18 July    |
| Absa Shares commence trading "ex" the Recommended Offer   | Monday, 18 July    |
| Scheme Consideration Record Date  | Friday, 22 July    |
| Record Date (for purposes of participating in the Recommended Offer)  | Friday, 22 July    |
| Closing Date of the Recommended Offer at 12:00 on   | Friday, 22 July    |
| Results of the Recommended Offer released on SENS   | Monday, 25 July    |
| Scheme Operative Date   | Monday, 25 July    |
| Dematerialised Scheme Participants will have their relevant account with their Central Securities Depository Participant ("CSDP") or Broker debited with the Absa Ordinary Shares disposed of pursuant to the Scheme                        |                    |
| Results of the Recommended Offer published in the press   | Tuesday, 26 July   |
| Scheme Consideration Settlement Date  | Wednesday, 27 July |
| Scheme Consideration posted to Certificated Scheme Participants (if Documents of Title are received on or prior to the Scheme Consideration Record Date) or deposited directly into their bank accounts should there be an existing mandate |                    |
| Dematerialised Scheme Participants will have their relevant account with their CSDP or Broker credited with the Scheme Consideration  |                    |
| Recommended Offer Consideration Settlement Date   | Wednesday, 27 July |
| Dematerialised Recommended Offer Participants will have their relevant account with their CSDP or Broker debited with the Absa Ordinary Shares disposed of pursuant to the Recommended Offer  |                    |
| Dematerialised Recommended Offer Participants will have their relevant account with their CSDP or Broker credited   |                    |

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with the Recommended Offer Consideration

Certificated Recommended Offer Participants will have cheques issued, or any payment deposited directly into their bank accounts should there be an existing mandate, for the Recommended Offer Consideration in respect of acceptances of the Recommended Offer (if Documents of Title are received on or prior to the Record Date) and balance certificates will be posted

### Notes:

1. Shareholders are reminded that, should they accept the Recommended Offer on or before the Closing Date, they will not be able to trade any of their Absa shares from the date they accept the Recommended Offer.
2. On account of the Scheme and the Recommended Offer, Absa Ordinary Shares cannot be dematerialised or rematerialised between Monday, 18 July 2005 and Friday, 22 July 2005, both days inclusive.
3. Absa Ordinary Shares commence trading under a new ISIN number on Monday, 18 July 2005. The new ISIN number is ZAE000067237.

For further information, please contact:

Absa Group Limited

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Media Relations  
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Johannesburg  
7 July 2005

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Reporting Accountants to Absa  
Ernst & Young  
KPMG

### Disclaimer

Statements in this announcement include forward-looking statements that involve risks and uncertainties. You can generally identify forward-looking statements by the use of terminology such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", or similar phrases.

All statements other than statements of historical facts are forward-looking statements. Actual future events could differ materially from these forward-looking statements and you are cautioned not to place undue reliance on them.

The information in this announcement is made as of the date hereof. All written and oral forward-looking statements attributable to Absa and Barclays or persons acting on their behalf are qualified in their entirety by these cautionary statements.

### Exhibit No. 8

Absa Group Limited  
(Registration number 1986/003934/06)  
(Incorporated in the Republic of South Africa)  
JSE share code: ASA  
ISIN: ZAE000013389  
("Absa")

Barclays Bank PLC  
(Registration number 1026167)  
(Incorporated in England)  
("Barclays")

### COURT HEARING

#### 1. Introduction

Shareholders are referred to the joint announcements released on 9 May 2005 and 21 June 2005, the SENS announcements released on 4 and 5 July 2005 and the circular to shareholders dated 20 May 2005 (the "Circular") regarding the Barclays proposed acquisition of up to 60% of the Absa ordinary shares at R82.50 per share (the "Recommended Acquisition"). Shareholders are reminded that the Recommended Acquisition is being effected through two inter-conditional processes:

(i) the scheme of arrangement proposed by Barclays between Absa and the Absa Ordinary Shareholders, excluding the Absa Group Limited Share Incentive Scheme Trust and the Barclays Group (save to the extent that members of that group may hold Absa Ordinary Shares on behalf of third parties), pursuant to which Barclays will acquire 32% of each such Ordinary Shareholder's shares (the "Scheme"); and

(ii) the partial offer by Barclays to all Absa Ordinary Shareholders and Preference Shareholders (together "Shareholders") to acquire from each such Shareholder an additional 28% of his or her shares (the "Recommended Offer").

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Shareholders of Absa are advised that:

\* at the meeting held on 13 June 2005, the requisite majority of Absa shareholders approved the Scheme; and

\* the Recommended Offer was declared unconditional as to acceptances on Monday 4 July 2005.

2. Judgement on application to intervene expected tomorrow

At the hearing to sanction the Scheme held today at the High Court of South Africa (Witwatersrand Local Division) (the "Court") arguments were heard from all parties on an application to intervene in the sanctioning of the Scheme. The Court indicated that it will rule on this matter tomorrow.

At this stage the timetable of the Recommended Acquisition remains unchanged. If there is a change to the timetable it will be announced.

For further information, please contact:

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Johannesburg  
6 July 2005

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Absa Corporate & Merchant Bank

Reporting Accountants to Absa  
Ernst & Young  
KPMG

Exhibit No. 9

5 July 2005

Notification of directors' interests: Companies Act 1985 s.329

The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 4 July 2005 that it had between 27 June 2005 and 30 June 2005 exercised its discretion and released a total of 1,092,336 ordinary shares in Barclays PLC and on 30 June 2005 it purchased a total of 1,272,699 ordinary shares in Barclays PLC at an average price of 553.98p per share. None of the shares released or purchased were in respect of an award made to a director of Barclays PLC.

Following these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 145,708,491 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman, and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit No. 10

Absa Group Limited  
(Registration number 1986/003934/06)  
(Incorporated in the Republic of South Africa)  
JSE share code: ASA  
ISIN: ZAE000013389  
("Absa")

Barclays Bank PLC  
(Registration number 1026167)  
(Incorporated in England)  
("Barclays")

POSTPONEMENT OF COURT HEARING

1. Introduction

Shareholders are referred to the joint announcements released on 9 May 2005 and 21 June 2005, the SENS announcement released on 4 July 2005 and the circular to shareholders dated 20 May 2005 (the "Circular") regarding the Barclays proposed acquisition of up to 60% of the Absa ordinary shares at R82.50 per share (the "Recommended Acquisition"). Shareholders are reminded that the Recommended Acquisition is being effected through two inter-conditional processes:

- (i) the scheme of arrangement proposed by Barclays between Absa and the Absa Ordinary Shareholders, excluding the Absa Group Limited Share Incentive Scheme Trust and the Barclays Group (save to the extent that members of that group may hold Absa Ordinary Shares on behalf of third parties), pursuant to which Barclays will acquire 32% of each such Ordinary Shareholder's shares (the "Scheme"); and

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(ii) the partial offer by Barclays to all Absa Ordinary Shareholders and Preference Shareholders (together "Shareholders") to acquire from each such Shareholder an additional 28% of his or her shares (the "Recommended Offer").

Shareholders of Absa are advised that:

- \* at the meeting held on Monday, 13 June 2005, the requisite majority of Absa shareholders approved the Scheme; and
- \* the Recommended Offer was declared unconditional as to acceptances on Monday, 4 July 2005.

### 2. Postponement of court hearing

At the hearing to sanction the Scheme held today at the High Court of South Africa (Witwatersrand Local Division) (the "Court"), three parties raised opposition to the sanctioning of the Scheme. The Court has postponed the hearing of the matter until tomorrow (Wednesday, 6 July 2005) to allow more time for the preparation of arguments. There has been no argument on the merits of the case. Absa and Barclays remain confident that the Scheme will be sanctioned.

At this stage the timetable of the Recommended Acquisition remains unchanged. If there is a change to the timetable it will be announced.

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Johannesburg  
5 July 2005

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Attorneys to Absa  
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International Attorneys to Absa  
Linklaters

Independent Advisor to Absa's Board  
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Financial advisors to Barclays  
JP Morgan  
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International Attorneys to Barclays  
Clifford Chance LLP

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Co-sponsor to Absa  
Absa Corporate & Merchant Bank

Reporting Accountants to Absa  
Ernst & Young  
KPMG

Exhibit No. 11

4 July 2005

Absa Group Limited  
(Registration number: 1986/003934/06)  
(Incorporated in the Republic of South Africa)  
JSE CODE: ASA  
ISIN CODE: ZAE000013389  
("Absa")

Barclays Bank PLC  
(Registration number: 1026167)  
(Incorporated in England)  
("Barclays")

WAIVE DOWN AND FULFILMENT OF MINIMUM ACCEPTANCE CONDITION AND RECOMMENDED OFFER  
DECLARED UNCONDITIONAL AS TO ACCEPTANCES

### 1. Introduction

Shareholders are referred to the joint announcements released on 9 May 2005 and 21 June 2005 and the circular to shareholders dated 20 May 2005 regarding Barclays proposed acquisition of up to 60% of the Absa ordinary shares at R82.50 per share (the "Recommended Acquisition"). Shareholders are reminded that the Recommended Acquisition is being effected through two inter-conditional processes:

- (i) the scheme of arrangement proposed by Barclays between Absa and the Absa Ordinary Shareholders, excluding the Absa Group Limited Share Incentive Scheme Trust and the Barclays Group (save to the extent that members of that group may hold Absa Ordinary Shares on behalf of third parties), pursuant to which Barclays will acquire 32% of each such Ordinary Shareholder's shares (the "Scheme"); and
- (ii) the partial offer by Barclays to all Absa Ordinary Shareholders and Preference Shareholders (together "Shareholders") to acquire from each such Shareholder an additional 28% of his or her shares (the "Recommended Offer").

### 2. Waive down and fulfilment of condition and Recommended Offer declared unconditional as to acceptances

At present Barclays holds shares and has received tenders which, when aggregated with shares to be acquired pursuant to the Scheme, would amount to 52.2% of all Absa Ordinary Shares. In preparation for the High Court of South Africa (Witwatersrand Local Division) hearing to sanction the Scheme to be held on Tuesday, 5 July 2005, Barclays has waived down the minimum acceptance level condition to a lower percentage level (of all Absa Ordinary Shares) namely, 50.1% which has the effect of fulfilling the minimum acceptance level condition. Accordingly Barclays declares the Recommended Offer unconditional as to acceptances.

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Johannesburg  
4 July 2005

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