

BARCLAYS PLC  
Form S-8  
September 29, 2008

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER THE**  
**SECURITIES ACT OF 1933**  
**Barclays PLC**  
(Exact Name of Registrant as Specified in Its Charter)  
**N/A**  
(Registrant's Name for Use in English)

**England**  
(State or Other Jurisdiction of Incorporation or Organization) **None**  
(I.R.S. Employer Identification Number)

**1 Churchill Place**  
**London E14 5HP**  
**United Kingdom**

(Address of Principal Executive Offices)

**Barclays PLC Approved and Unapproved Incentive Share Option Plans**  
**Barclays PLC Executive Share Award Scheme**  
**Barclays PLC Renewed 1986 Executive Share Option Scheme**  
**Barclays PLC Performance Share Plan**  
**Barclays Group Special Award Performance Share Plan**  
**Barclays Group Incentive Share Plan**

(Full Title of the Plan)

**James Walker**  
**Barclays Bank PLC**  
**200 Park Avenue**

**New York, New York 10166**  
**United States of America**  
**Tel. No.: 1-212-412-4000**

(Name, Address and Telephone Number of Agent for Service)

*Copies to:*

**John O Connor**  
**Sullivan & Cromwell LLP**  
**1 New Fetter Lane**  
**London EC4A 1AN**  
**United Kingdom**

**Tel. No.: 011-44-20-7959-8900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to Be Registered   | Amount to Be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2)(3) |
|--|-----------------------------|---|---|-----------------------------------|
| Ordinary shares of Barclays PLC, nominal value 25p per share<br>To be issued and transferred under the Barclays PLC Approved and Unapproved Incentive Share Option Plans (4) | 200,000 shares              | \$6.49  | \$1,298,000                                   | \$51.01                           |
| To be issued and transferred under the Barclays PLC Executive Share Award Scheme (4)   | 80,000,000 shares           | \$6.49  | \$519,200,000                                 | \$20,404.56                       |
| To be issued and transferred under the Barclays PLC Renewed 1986 Executive Share Option Scheme (4)   | 50,000 shares               | \$6.49  | \$324,500                                     | \$12.75                           |
| To be issued and transferred under the Barclays PLC Performance Share Plan (4)   | 5,000,000 shares            | \$6.49  | \$32,450,000                                  | \$1,275.29                        |
| To be issued and transferred under the Barclays Group Special Award Performance Share Plan (4)   | 1,000,000 shares            | \$6.49  | \$6,490,000                                   | \$255.06                          |
| To be issued and transferred under the Barclays Group Incentive Share Plan (4)   | 1,000,000 shares            | \$6.49  | \$6,490,000                                   | \$255.06                          |
| <b>TOTAL</b>   | <b>87,250,000 shares</b>    |   | <b>\$566,252,500</b>                          | <b>\$22,253.73</b>                |

(1) The amount of ordinary shares of Barclays PLC, nominal value 25p per share ( ordinary shares ), being registered represents the estimated maximum aggregate amount issuable to employees in the United States pursuant to each of the Barclays PLC Approved

and Unapproved Incentive Share Option Plans, the Executive Share Award Scheme, the Barclays PLC Renewed 1986 Executive Share Option Scheme, the Barclays PLC Performance Share Plan, the Barclays Group Special Award Performance Share Plan and the Barclays Group Incentive Share Plan.

- (2) In accordance with Rule 457(h), the maximum offering price per share has been calculated pursuant to Rule 457(c) based upon the average of the high and low price of the ordinary shares on the London Stock Exchange of £3.5288 on September 26, 2008. The translation of pounds sterling into U.S. dollars has been made at the Federal Reserve Noon Buying Rate on September 26, 2008. Offering prices are estimated solely for the purpose of calculating the registration fee.

- (3) Barclays PLC previously paid a registration fee of \$558,993 with respect to securities that were previously registered pursuant to the registrant's prior registration statement on Form F-4 (File no. 333-143666) (the Form F-4 Registration Statement), filed on June 12, 2007. Barclays (Netherlands) N.V. previously paid a registration fee of \$512,548 with respect to securities that were previously registered pursuant to Amendment No. 4 to the Form F-4 Registration Statement, filed on August 3, 2007. Of the combined registration fee of \$1,071,541 paid by Barclays PLC and Barclays (Netherlands) N.V., \$900,429.50 has not been used. In accordance with Rule 457(p), the unused amount of registration fee paid with respect to the Form F-4 Registration

Statement will be applied to pay the registration fee payable with respect to the securities registered under this registration statement.

- (4) The ordinary shares may be represented by American Depositary Shares, each of which represents four ordinary shares. American Depositary Shares, which may be evidenced by American Depositary Receipts, issuable on deposit of ordinary shares have been registered pursuant to the separate Registration Statement on Form F-6 (File No. 333-152742).
-

**TABLE OF CONTENTS**

PART I

PART II

Item 3. Incorporation of Documents by Reference

Item 4. Description of Securities

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

Item 7. Exemption from Registration Claimed

Item 8. Exhibits

Item 9. Undertakings

SIGNATURES

EXHIBIT INDEX

EX-4.2

EX-4.3

EX-4.4

EX-4.5

EX-4.6

EX-4.7

EX-4.8

EX-5.1

EX-23.2

EX-24.1

EX-24.2

---

**Table of Contents**

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the plan covered by this registration statement as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act of 1933 ). These documents and the documents incorporated herein by reference pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents that Barclays PLC ( Barclays ) has filed with the U.S. Securities and Exchange Commission (the SEC ) are incorporated in this registration statement by reference and made a part hereof:

- (a) our Annual Report Form 20-F for the fiscal year ended December 31, 2007 (File No. 001-09246) filed with the SEC on March 26, 2008; and
- (b) our Current Reports on Form 6-K furnished to the SEC on May 15, 2008, June 6, 2008, June 12, 2008, June 25, 2008, July 18, 2008, August 7, 2008, August 22, 2008 and September 17, 2008, in each case and as applicable, to the same extent as such report was designated on the cover thereof for incorporation by reference into our Registration Statement on Form S-8 (File No. 333-12818).

All documents filed by Barclays under Sections 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this registration statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part thereof from the date of filing of such documents.

Each document incorporated by reference is current only as of the date of such document, and the incorporation by reference of such document shall not create any implication that there has been no change in the affairs of Barclays since its date thereof or that the information contained in it is current as of any time subsequent to its date. Any statement contained in such a document shall be deemed to be modified or superseded for the purpose of this registration statement to the extent that a subsequent statement contained herein or in a subsequently filed document incorporated by reference herein, modifies or supersedes that statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. In addition, any statement contained in any such document shall be deemed to be superseded for the purpose of this registration statement to the extent that a discussion contained herein covering the same subject matter omits such statement. Any such statement omitted shall not be deemed to constitute a part of this registration statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

None.

**Item 6. Indemnification of Directors and Officers**

Barclays is subject to the provisions of the U.K. Companies Act 2006 (the 2006 Act ). The relevant provisions of the 2006 Act in respect of indemnification of directors and officers are sections 205, 206, 232 to 238 inclusive and 1157.

*Section 205 (Exception for expenditure on defending proceedings etc.) of the 2006 Act provides:*



**Table of Contents**

(1) Approval is not required under section 197, 198, 200 or 201 (requirement of members approval for loans etc) for anything done by a company

(a) to provide a director of the company or of its holding company with funds to meet expenditure incurred or to be incurred by him (i) in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or (ii) in connection with an application for relief (see subsection (5)), or

(b) to enable any such director to avoid incurring such expenditure, if it is done on the following terms.

(2) The terms are

(a) that the loan is to be repaid, or (as the case may be) any liability of the company incurred under any transaction connected with the thing done is to be discharged, in the event of (i) the director being convicted in the proceedings, (ii) judgment being given against him in the proceedings, or (iii) the court refusing to grant him relief on the application; and

(b) that it is to be so repaid or discharged not later than (i) the date when the conviction becomes final, (ii) the date when the judgment becomes final, or (iii) the date when the refusal of relief becomes final.

(3) For this purpose a conviction, judgment or refusal of relief becomes final

(a) if not appealed against, at the end of the period for bringing an appeal;

(b) if appealed against, when the appeal (or any further appeal) is disposed of.

(4) An appeal is disposed of

(a) if it is determined and the period for bringing any further appeal has ended, or

(b) if it is abandoned or otherwise ceases to have effect.

(5) The reference in subsection (1)(a)(ii) to an application for relief is to an application for relief under section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

*Section 206 (Exception for expenditure in connection with regulatory action or investigation) of the 2006 Act provides:*

Approval is not required under section 197, 198, 200 or 201 (requirement of members approval for loans etc) for anything done by a company

(a) to provide a director of the company or of its holding company with funds to meet expenditure incurred or to be incurred by him in defending himself (i) in an investigation by a regulatory authority, or (ii) against action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or

(b) to enable any such director to avoid incurring such expenditure.

*Section 232 (Provisions protecting directors from liability) of the 2006 Act provides:*

(1) Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.

(2) Any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company, or of an associated company, against any liability attaching to him in

**Table of Contents**

connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director is void, except as permitted by

- (a) section 233 (provision of insurance),
- (b) section 234 (qualifying third party indemnity provision), or
- (c) section 235 (qualifying pension scheme indemnity provision).

(3) This section applies to any provision, whether contained in a company's articles or in any contract with the company or otherwise.

(4) Nothing in this section prevents a company's articles from making such provision as has previously been lawful for dealing with conflicts of interest.

*Section 233 (Provision of insurance) of the 2006 Act provides:*

Section 232(2) (voidness of provisions for indemnifying directors) does not prevent a company from purchasing and maintaining for a director of the company, or of an associated company, insurance against any such liability as is mentioned in that subsection.

*Section 234 (Qualifying third party indemnity provision) of the 2006 Act provides:*

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying third party indemnity provision.

(2) Third party indemnity provision means provision for indemnity against liability incurred by the director to a person other than the company or an associated company.

Such provision is qualifying third party indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against

(a) any liability of the director to pay (i) a fine imposed in criminal proceedings, or (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

(b) any liability incurred by the director (i) in defending criminal proceedings in which he is convicted, or (ii) in defending civil proceedings brought by the company, or an associated company, in which judgment is given against him, or (iii) in connection with an application for relief (see subsection (6)) in which the court refuses to grant him relief.

(4) The references in subsection (3)(b) to a conviction, judgment or refusal of relief are to the final decision in the proceedings.

(5) For this purpose

(a) a conviction, judgment or refusal of relief becomes final (i) if not appealed against, at the end of the period for bringing an appeal, or (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and

(b) an appeal is disposed of (i) if it is determined and the period for bringing any further appeal has ended, or (ii) if it is abandoned or otherwise ceases to have effect.

(6) The reference in subsection (3)(b)(iii) to an application for relief is to an application for relief under section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

*Section 235 (Qualifying pension scheme indemnity provision) of the 2006 Act provides:*

**Table of Contents**

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying pension scheme indemnity provision.

(2) Pension scheme indemnity provision means provision indemnifying a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme.

Such provision is qualifying pension scheme indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against

(a) any liability of the director to pay (i) a fine imposed in criminal proceedings, or (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

(b) any liability incurred by the director in defending criminal proceedings in which he is convicted.

(4) The reference in subsection (3)(b) to a conviction is to the final decision in the proceedings.

(5) For this purpose

(a) a conviction becomes final (i) if not appealed against, at the end of the period for bringing an appeal, or (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and

(b) an appeal is disposed of (i) if it is determined and the period for bringing any further appeal has ended, or (ii) if it is abandoned or otherwise ceases to have effect.

(6) In this section occupational pension scheme means an occupational pension scheme as defined in section 150(5) of the Finance Act 2004 (c. 12) that is established under a trust.

*Section 236 (Qualifying indemnity provision to be disclosed in directors report) of the 2006 Act provides:*

(1) This section requires disclosure in the directors' report of

(a) qualifying third party indemnity provision, and

(b) qualifying pension scheme indemnity provision.

Such provision is referred to in this section as qualifying indemnity provision.

(2) If when a directors' report is approved any qualifying indemnity provision (whether made by the company or otherwise) is in force for the benefit of one or more directors of the company, the report must state that such provision is in force.

(3) If at any time during the financial year to which a directors' report relates any such provision was in force for the benefit of one or more persons who were then directors of the company, the report must state that such provision was in force.

(4) If when a directors' report is approved qualifying indemnity provision made by the company is in force for the benefit of one or more directors of an associated company, the report must state that such provision is in force.

(5) If at any time during the financial year to which a directors' report relates any such provision was in force for the benefit of one or more persons who were then directors of an associated company, the report must state that such provision was in force.

*Section 237 (Copy of qualifying indemnity provision to be available for inspection) of the 2006 Act provides:*

(1) This section has effect where qualifying indemnity provision is made for a director of a company, and applies

**Table of Contents**

- (a) to the company of which he is a director (whether the provision is made by that company or an associated company), and
- (b) where the provision is made by an associated company, to that company.
- (2) That company or, as the case may be, each of them must keep available for inspection
- (a) a copy of the qualifying indemnity provision, or
- (b) if the provision is not in writing, a written memorandum setting out its terms.
- (3) The copy or memorandum must be kept available for inspection at
- (a) the company's registered office, or
- (b) a place specified in regulations under section 1136.
- (4) The copy or memorandum must be retained by the company for at least one year from the date of termination or expiry of the provision and must be kept available for inspection during that time.
- (5) The company must give notice to the registrar
- (a) of the place at which the copy or memorandum is kept available for inspection, and
- (b) of any change in that place,
- unless it has at all times been kept at the company's registered office.
- (6) If default is made in complying with subsection (2), (3) or (4), or default is made for 14 days in complying with subsection (5), an offence is committed by every officer of the company who is in default.
- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (8) The provisions of this section apply to a variation of a qualifying indemnity provision as they apply to the original provision.
- (9) In this section "qualifying indemnity provision" means
- (a) qualifying third party indemnity provision, and
- (b) qualifying pension scheme indemnity provision.
- Section 238 (Right of member to inspect and request copy) of the 2006 Act provides:*
- (1) Every copy or memorandum required to be kept by a company under section 237 must be open to inspection by any member of the company without charge.
- (2) Any member of the company is entitled, on request and on payment of such fee as may be prescribed, to be provided with a copy of any such copy or memorandum.
- The copy must be provided within seven days after the request is received by the company.
- (3) If an inspection required under subsection (1) is refused, or default is made in complying with subsection (2), an offence is committed by every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

**Table of Contents**

(5) In the case of any such refusal or default the court may by order compel an immediate inspection or, as the case may be, direct that the copy required be sent to the person requiring it.

*Section 1157 (Power of court to grant relief in certain cases) of the 2006 Act provides:*

(1) If in proceedings for negligence, default, breach of duty or breach of trust against

(a) an officer of a company, or

(b) a person employed by a company as auditor (whether he is or is not an officer of the company),

it appears to the court hearing the case that the officer or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

(2) If any such officer or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default, breach of duty or breach of trust

(a) he may apply to the court for relief, and

(b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.

(3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper.

*Article 160 of the articles of association of Barclays provides:*

(a) To the extent permitted by the Companies Act 1985 and the Companies Act 2006, every person who is or was a director or other officer of the company (other than any person (whether or not an officer of the company) engaged by the company as auditor) shall be and shall be kept indemnified out of the assets of the company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him:

(i) to the company or to any associated company; or

(ii) to pay a fine imposed in criminal proceedings; or

(iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or

(iv) in defending any criminal proceedings in which he or she is convicted; or

(v) in defending any civil proceedings brought by the company, or an associated company, in which judgment is given against him; or

(vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:

(A) section 144(3) or (4) of the Companies Act 1985 (acquisition of shares by innocent nominee); or

**Table of Contents**

(B) section 727 of the Companies Act 1985 (general power to grant relief in case of honest and reasonable conduct).

(b) In article 160(a)(iv), (v) or (vi) the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final:

- (i) if not appealed against, at the end of the period for bringing an appeal; or
- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of.

An appeal is disposed of:

- (1) if it is determined and the period for bringing any further appeal has ended; or
- (2) if it is abandoned or otherwise ceases to have effect.

(c) To the extent permitted by the Companies Act 1985 and the Companies Act 2006, every person who is or was a director of the company acting in its capacity as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the company against all costs, charges, losses and liabilities incurred by him in connection with the company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him:

- (i) to pay a fine imposed in criminal proceedings; or
- (ii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
- (iii) in defending criminal proceedings in which he or she is convicted.

For the purposes of this article, a reference to a conviction is to the final decision in the proceedings. The provisions of article 160(b) shall apply in determining when a conviction becomes final.

(d) Without prejudice to article 160(a) and to the extent permitted by the Companies Act 1985 and the Companies Act 2006 and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) of the Companies Act 1985 (acquisition of shares by innocent nominee) or section 727 of the Companies Act 1985 (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure.

(e) Where at any meeting of the board or a committee of the board any arrangement falling within paragraph (d) above is to be considered, a director shall be entitled to vote and be counted in the quorum at such meeting unless the terms of such arrangement confers upon such director a benefit not generally available to any other director; in that event, the interest of such director in such arrangement shall be deemed to be a material interest for the purposes of article 91 and he or she shall not be so entitled to vote or be counted in the quorum.

(f) To the extent permitted by the Companies Act 1985 and the Companies Act 2006, the board may exercise all the powers of the company to purchase and maintain insurance for the benefit of a person who is or was:

(i) a director, alternate director, secretary, employee, agent or consultant of the company or of a company which is or was a subsidiary undertaking of the company or in which the company has or had an interest (whether direct or indirect); or

(ii) trustee of a retirement benefits scheme, employee share scheme or other trust in which a person referred to in sub-paragraph (f)(i) above is or has been interested,

**Table of Contents**

indemnifying him and keeping him indemnified against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the company.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Memorandum and Articles of Association of Barclays PLC as amended (incorporated by reference to Exhibit 1.1 to Barclays PLC's Form F-3 (File No. 333-151932) filed with the SEC on June 25, 2008) |
| 4.2         | Rules of the Barclays PLC Approved Incentive Share Option Plan  |
| 4.3         | Rules of the Barclays PLC Unapproved Incentive Share Option Plan  |
| 4.4         | Rules of the Barclays PLC Executive Share Award Scheme  |
| 4.5         | Rules of the Barclays PLC Renewed 1986 Executive Share Option Scheme  |
| 4.6         | Rules of the Barclays PLC Performance Share Plan  |
| 4.7         | Rules of the Barclays Group Special Award Performance Share Plan  |
| 4.8         | Rules of the Barclays Group Incentive Share Plan  |
| 5.1         | Opinion of Lovells as to the validity of the ordinary shares  |
| 23.1        | Consent of Lovells (included in Exhibit 5.1)  |
| 23.2        | Consent of PricewaterhouseCoopers LLP   |
| 24.1        | Power of Attorney of Certain Directors and Officers of Barclays PLC   |
| 24.2        | Power of Attorney of Authorized Representative in the United States   |

**Item 9. Undertakings**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

- 9 -

---



**Table of Contents**

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

- 10 -

---

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant, Barclays PLC, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of London, England on September 29, 2008.

**Barclays PLC**

By: /s/ Patrick Gonsalves  
Name: Patrick Gonsalves  
Title: Deputy Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons, in the capacities indicated, on September 29, 2008.

| Signature:                 | Title:  |
|----------------------------|---|
| Marcus Agius               | Chairman<br>(Chairman of the Board)   |
| *                          |   |
| John Varley                | Group Chief Executive<br>(Board and Executive Committee member;<br>Principal Executive Officer)                                   |
| Robert E. Diamond Jr.      | President, Barclays PLC and CEO of Investment Banking and<br>Investment Management<br>(Board and Executive Committee member)      |
| *                          |   |
| Christopher Lucas          | Group Finance Director<br>(Board and Executive Committee member;<br>Principal Financial Officer and Principal Accounting Officer) |
| *                          |   |
| Frederik Seegers           | Chief Executive, Global Retailing and Commercial Banking<br>(Board and Executive Committee member)                                |
| David Booth                | Non-executive Director<br>(Board member)  |
| *                          |   |
| Sir Richard Broadbent      | Senior Independent Director<br>(Board member)   |
| *                          |   |
| Richard Leigh Clifford, AO | Non-executive Director<br>(Board member)  |
| *                          |   |

Fulvio Conti  
Non-executive Director  
(Board member)

\*

Non-executive Director  
(Board member)

Professor Dame Sandra Dawson

\*

Non-executive Director  
(Board member)

Sir Andrew Likierman

Sir Michael Rake  
Non-executive Director  
(Board member)

- 11 -

---

**Table of Contents**

Signature:

Title:

\*

Sir Nigel Rudd

Deputy Chairman  
(Board member)

Stephen Russell

Non-executive Director  
(Board member)

\*

Sir John Sunderland

Non-executive Director  
(Board member)

\*

Patience Wheatcroft

Non-executive Director  
(Board member)

\*

James Walker

Authorized Representative in the United States

\*By : /s/ Patrick Gonsalves

Patrick Gonsalves  
Attorney-in-Fact

- 12 -

---

**Table of Contents**

**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Memorandum and Articles of Association of Barclays PLC as amended (incorporated by reference to Exhibit 1.1 to Barclays PLC's Form F-3 (File No. 333-151932) filed with the SEC on June 25, 2008) |
| 4.2         | Rules of the Barclays PLC Approved Incentive Share Option Plan  |
| 4.3         | Rules of the Barclays PLC Unapproved Incentive Share Option Plan  |
| 4.4         | Rules of the Barclays PLC Executive Share Award Scheme  |
| 4.5         | Rules of the Barclays PLC Renewed 1986 Executive Share Option Scheme  |
| 4.6         | Rules of the Barclays PLC Performance Share Plan  |
| 4.7         | Rules of the Barclays Group Special Award Performance Share Plan  |
| 4.8         | Rules of the Barclays Group Incentive Share Plan  |
| 5.1         | Opinion of Lovells as to the validity of the ordinary shares  |
| 23.1        | Consent of Lovells (included in Exhibit 5.1)  |
| 23.2        | Consent of PricewaterhouseCoopers LLP   |
| 24.1        | Power of Attorney of Certain Directors and Officers of Barclays PLC   |
| 24.2        | Power of Attorney of Authorized Representative in the United States   |