



**This document is important and requires your immediate attention**

When considering what action you should take, you are recommended to seek your own personal advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser who is authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Barclays PLC (the Company) please send this Notice of AGM and the accompanying proxy form to the person you sold or transferred your shares to, or the bank, stockbroker or other agent who arranged the sale or transfer for you, for transmission to the purchaser or transferee.



Dear Fellow Shareholder,

This year's Annual General Meeting (AGM) will be held on Thursday, 28 April 2016 at the Royal Festival Hall, London, at 11.00am. The following pages contain the Notice of AGM, setting out the business that will be proposed and the procedures for your participation and voting. The AGM is a valuable opportunity for the Board to review the performance of the Group with shareholders and is therefore extremely important to Barclays.

This is my first AGM as Barclays Chairman, following the retirement of Sir David Walker at the conclusion of the 2015 AGM. I would like to extend my thanks and appreciation to Sir David for all that he did for Barclays during his tenure.

You will see from the Notice of AGM that this year your Board is recommending the appointment of three Directors who have joined the Board since the last AGM: Diane Schueneman, non-executive Director; Jes Staley, Group Chief Executive; and Sir Gerry Grimstone, Deputy Chairman and Senior Independent Director. Wendy Lucas-Bull stood down from the Board on 1 March 2016 following the announcement of Barclays' intention to reduce its shareholding in Barclays Africa Group Ltd to ensure there is no potential conflict of interest between her position on the Board of Barclays and her position as Chairman of Barclays Africa Group Ltd. We are grateful to Wendy for her strong contribution to the Barclays Board over the last three years.

All of the current Directors, with the exception of Frits van Paasschen, who will retire at the conclusion of the AGM, are submitting themselves for re-election, and their biographies can be found in the Notice of AGM. I should also like to thank Frits for his support and diligence on the Board over the past three years.

All of the Directors, with the exception of Jes Staley and Sir Gerry Grimstone, who joined the Board towards the end of the year, were subject to a formal performance appraisal and the Board considers that they will continue to make a valuable contribution to the work of the Board and to Barclays. Each Director brings valuable skills and experience to the Board and its Committees. Further information on each Director is set out on pages 3 to 5 of this document and in the 2015 Annual Report (which is available at [home.barclays/annualreport](http://home.barclays/annualreport)).

If you are unable to attend the AGM to vote in person, please complete and submit your proxy form by following the instructions on page 12. Submitting a proxy form will ensure your vote is recorded but will not prevent you from attending the meeting itself. If you have any questions on the business to be discussed, we would like to hear from you ahead of the meeting. Please send your questions to me, care of the Company Secretary, at Barclays PLC, 1 Churchill Place, London E14 5HP. My speech and that of the Group Chief Executive, will be available on [home.barclays/agma](http://home.barclays/agma) from the day of the meeting.

All resolutions at the AGM will be put to a vote on a poll, rather than being decided by a show of hands. Your Directors believe that this results in a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they are able to attend the meeting. On a poll, each shareholder has one vote for every share held. The results of the voting on the resolutions will be announced to the London Stock Exchange and published on our website as soon as possible after the conclusion of the meeting.

The Board believes that all of the proposals set out in the Notice of AGM are in the best interests of shareholders as a whole and the Company, and unanimously recommends that you vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.



**John McFarlane**  
Group Chairman  
Barclays PLC  
10 March 2016

# The Board

There were several significant changes to the composition of the Board during 2015: John McFarlane joined the Board on 1 January 2015 and Diane Schueneman and Jes Staley joined the Board in June and December 2015 respectively. Sir David Walker and Sir John Sunderland left the Board in April 2015, following the AGM, with Antony Jenkins leaving the Board in July 2015. Finally, in October 2015, Barclays announced that Sir Gerry Grimstone would succeed Sir Michael Rake as Deputy Chairman and Senior Independent Director with effect from 1 January 2016. Sir Michael retired from the Board at the end of 2015.

When making new Board appointments the Directors examine the skills, experience and diversity of the Board, as well as the skills and personal attributes required for key Board positions. These are pre-agreed by the Board and set out in *Corporate Governance in Barclays*, Barclays' corporate governance guidelines, which can be viewed at [home.barclays/corporategovernance](http://home.barclays/corporategovernance). The Board also considers the experience that is lost when Directors retire, to ensure that the Board remains able to deliver its strategic aims and to govern the Group appropriately.

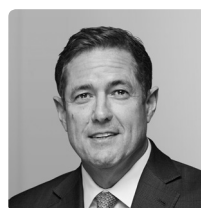
An externally facilitated review of the effectiveness of the Board was carried out for 2015 and, having assessed the findings of the review, the Board considers each Director to be fully effective. More information can be found in the 2015 Annual Report. The independence of non-executive Directors is determined annually, using the guidance set out in the UK Corporate Governance Code and behaviours determined by the Board to be essential in order for a Director to be considered independent. The Barclays independence criteria are disclosed in *Corporate Governance in Barclays*, which is available at [home.barclays/corporategovernance](http://home.barclays/corporategovernance). Having considered this guidance, the Board determined that all Barclays non-executive Directors standing for re-election at the 2016 AGM are independent.

## Directors standing for appointment



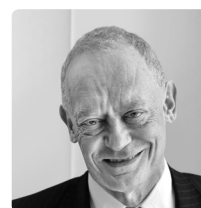
**Diane Schueneman,**  
Non-executive Director

**Resolution: 3**



**Jes Staley,**  
Group Chief Executive

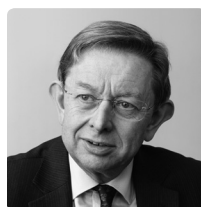
**Resolution: 4**



**Sir Gerry Grimstone,**  
Deputy Chairman and  
Senior Independent  
Director

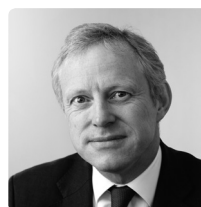
**Resolution: 5**

## Directors standing for reappointment



**Mike Ashley,**  
Non-executive Director

**Resolution: 6**



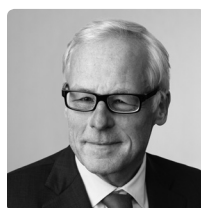
**Tim Breedon,**  
Non-executive Director

**Resolution: 7**



**Crawford Gillies,**  
Non-executive Director

**Resolution: 8**



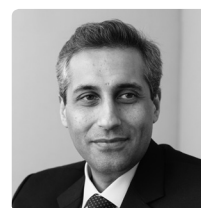
**Reuben Jeffery III,**  
Non-executive Director

**Resolution: 9**



**John McFarlane,**  
Chairman

**Resolution: 10**



**Tushar Morzaria,**  
Group Finance Director

**Resolution: 11**



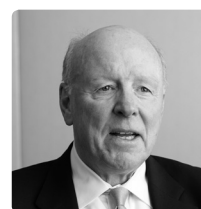
**Dambisa Moyo,**  
Non-executive Director

**Resolution: 12**



**Diane de Saint Victor,**  
Non-executive Director

**Resolution: 13**



**Steve Thieke,**  
Non-executive Director

**Resolution: 14**

# Notice of AGM

Notice is hereby given that the 2016 Annual General Meeting (the AGM) of Barclays PLC (the Company) will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX on Thursday, 28 April 2016 at 11.00am to transact the following business:

## Resolutions

The resolutions numbered 1 to 18 and 20 and 24 are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 19 and 21 to 23 are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

## Report and Accounts

### 1. That the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2015, now laid before the meeting, be received.

We are required by the Companies Act 2006 (the Act) to present to the AGM the Reports of the Directors and Auditors and the audited accounts of the Company for each financial year (in this case for the year ended 31 December 2015) ('2015 Annual Report' which is available at [home.barclays/investorrelations](http://home.barclays/investorrelations)).

The Company's Articles of Association permit the Board to pay interim and final dividends. We use this authority rather than seek shareholder approval of the final dividend, as to do so would delay its payment to you. The final dividend for the financial year ended 31 December 2015 will be paid on 5 April 2016.

## Directors' Remuneration Report

### 2. That the Directors' Remuneration Report (other than the part containing the abridged Directors' Remuneration Policy) for the year ended 31 December 2015, now laid before the meeting, be approved.

The Act requires quoted companies to present to their shareholders for approval a Directors' Remuneration Report. Our Directors' Remuneration Report for the year ended 31 December 2015 appears on pages 83 to 116 of the 2015 Annual Report, which is available at [home.barclays/investorrelations](http://home.barclays/investorrelations). A summary remuneration report can be found in the Strategic Report, which is also available online. This shareholder vote is advisory and therefore does not directly affect the remuneration paid to any Director.

## Appointment of Directors joining the Board since the last AGM

The Company's Articles of Association provide that any new Director appointed by the Board during the year may hold office only until the next AGM, when that Director must stand for appointment by the shareholders. Diane Schueneman, Jes Staley and Sir Gerry Grimstone have each joined the Board since the last AGM and are accordingly seeking appointment by shareholders.

### 3. That Diane Schueneman be appointed a Director of the Company.

**Skills and experience:** Diane joined Barclays after an extensive career at Merrill Lynch, holding a variety of senior roles. Diane brings a wealth of experience in managing global, cross-discipline business operations, client services and technology in the financial services industry. Diane's experience is a good addition to the discussions of the Board and the Board Audit and Board Risk Committees.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** Board Audit Committee; Board Risk Committee

### 4. That Jes Staley be appointed a Director of the Company.

**Skills and experience:** Jes has nearly four decades of extensive experience in banking and financial services. He worked for more than 30 years at JP Morgan, initially training as a commercial banker, and later advancing to the leadership of major businesses involving equities, private banking and asset management, and ultimately heading the company's Global investment bank. Most recently, Jes served as Managing Partner at BlueMountain Capital. These roles have provided him with a vast experience in leadership and he brings a wealth of investment banking knowledge to Barclays' Board. Jes joined Barclays as Group Chief Executive on 1 December 2015.

**Other current principal external appointments:** None

**Committee membership:** None

### 5. That Sir Gerry Grimstone be appointed a Director of the Company.

**Skills and experience:** Sir Gerry joined the Board as Deputy Chairman and Senior Independent Director on 1 January 2016 and brings a wealth of investment banking, financial services and commercial experience gained through his senior roles at Schroders and his various former board positions. Sir Gerry has global business experience across the UK, Hong Kong, Middle East and the United States. Sir Gerry has significant experience as a non-executive director and chairman. He is currently the chairman of Standard Life plc, independent non-executive board member of Deloitte LLP and the lead non-executive at the Ministry of Defence.

**Independent:** Yes

**Other current principal external appointments:** Financial Services Trade and Investment Board; The Shareholder Executive

**Committee membership:** Board Reputation Committee (Chairman); Board Nominations Committee

### Annual reappointment of Directors

Section B.7.1 of the UK Corporate Governance Code recommends that all Directors of FTSE 350 companies should be subject to annual reappointment by shareholders. The Directors standing for reappointment in light of this provision are listed in resolutions 6 to 14 below.

#### 6. That Mike Ashley be reappointed a Director of the Company.

**Skills and experience:** Mike has deep knowledge of auditing and associated regulatory issues, having worked at KPMG for over 20 years, where he was a partner. Mike was the lead engagement partner on the audits of large financial services groups including HSBC, Standard Chartered and the Bank of England. While at KPMG, Mike was Head of Quality and Risk Management for KPMG Europe LLP, responsible for the management of professional risks and quality control. He also held the role of KPMG UK's Ethics Partner.

**Independent:** Yes

**Other current principal external appointments:** ICAEW Ethics Standards Committee; European Financial Reporting Advisory Group's Technical Expert Group; Chairman, Government Internal Audit Agency; Charity Commission; International Ethics Standards Board for Accountants

**Committee membership:** Board Audit Committee (Chairman); Board Nominations Committee; Board Risk Committee

#### 7. That Tim Breedon be reappointed a Director of the Company.

**Skills and experience:** Tim joined Barclays after a distinguished career with Legal & General, where, among other roles, he was the group chief executive until June 2012. Tim's experience as a CEO enables him to provide challenge, advice and support to the Executive on performance and decision-making. Tim brings to the Board extensive financial services experience, knowledge of risk management and UK and EU regulation, as well as an understanding of the key issues for investors.

**Independent:** Yes

**Other current principal external appointments:** Marie Curie Cancer Care; Chairman, Apax Global Alpha Limited

**Committee membership:** Board Risk Committee (Chairman); Board Audit Committee; Board Nominations Committee; Board Remuneration Committee

#### 8. That Crawford Gillies be reappointed a Director of the Company.

**Skills and experience:** Crawford has extensive business and management experience, gained with Bain & Company and Standard Life plc. These roles have provided him with experience in strategic decision-making and knowledge of company strategy across various sectors and geographical locations. Crawford has also held board and committee chairman positions during his career, notably as chairman of the remuneration committees of Standard Life plc and MITIE Group PLC. Crawford intends to retire from his position at Standard Life plc in 2016.

**Independent:** Yes

**Other current principal external appointments:** SSE plc; Control Risks Group Holdings Limited

**Committee membership:** Board Remuneration Committee (Chairman); Board Audit Committee; Board Nominations Committee

#### 9. That Reuben Jeffery III be reappointed a Director of the Company.

**Skills and experience:** Reuben has extensive financial services experience, particularly within investment banking and wealth management, through his role as CEO and president of Rockefeller & Co. Inc. and Rockefeller Financial Services Inc. and his former senior roles with Goldman Sachs, including as the managing partner of the Paris office. His various government roles in the US, including as chairman of the Commodity Futures Trading Commission, provides the Board with insight into the US political and regulatory environment.

**Independent:** Yes

**Other current principal external appointments:** International Advisory Council of the China Securities Regulatory Commission; Advisory Board of Towerbrook Capital Partners LP; Advisory Board of J. Rothschild Capital Management Limited; Financial Services Volunteer Corps; The Asia Foundation

**Committee membership:** Board Nominations Committee; Board Risk Committee

#### 10. That John McFarlane be reappointed a Director of the Company.

**Skills and experience:** John is a former CEO of Australia and New Zealand Banking Group Limited with extensive financial services experience across retail, commercial and investment banking, gained both globally and in the UK. John has a proven track record of implementing cost reduction, cultural transformation and driving through strategic change; most recently demonstrated during his time as Chairman of Aviva plc. He is also an experienced non-executive director and chairman. John became Barclays' Chairman at the conclusion of the April 2015 AGM. He became Executive Chairman in July 2015 and held this position until 1 December 2015, when he resumed the role of Chairman.

**Independent:** Yes

**Other current principal external appointments:** Old Oak Holdings Limited; Westfield Corporation; Chairman, The CityUK

**Committee membership:** Board Nominations Committee (Chairman)

#### 11. That Tushar Morzaria be reappointed a Director of the Company.

**Skills and experience:** Tushar joined Barclays in 2013 having spent the previous four years in senior management roles with JP Morgan, most recently as the CFO of its Corporate & Investment Bank. Throughout his time with JP Morgan he gained strategic financial management and regulatory relations experience. Since joining the Board he has been a driving influence on the Group's strategic cost reduction programme and managing the Group's capital plan, particularly in response to structural reform.

**Other current principal external appointments:** None

**Committee membership:** None

#### 12. That Dambisa Moyo be reappointed a Director of the Company.

**Skills and experience:** Dambisa is an international economist and commentator on the global economy, having completed a PhD in economics. Dambisa has a background in financial services and a wide knowledge and understanding of African economic, political and social issues, in addition to her experience as a director of companies with complex global operations.

**Independent:** Yes

**Other current principal external appointments:** SABMiller Plc; Barrick Gold Corporation; Seagate Technology plc

**Committee membership:** Board Remuneration Committee; Board Reputation Committee

### 13. That Diane de Saint Victor be reappointed a Director of the Company.

**Skills and experience:** Diane holds the role of executive director, general counsel and company secretary of ABB Limited, a listed international power and automation technologies company. Diane's legal background, combined with her knowledge of regulatory and compliance requirements, bring a unique perspective to discussions of the Board and its Committees.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** Board Audit Committee;  
Board Reputation Committee

### 14. That Steve Thieke be reappointed a Director of the Company.

**Skills and experience:** Steve has significant experience in financial services, in both investment banking with JP Morgan, where amongst other roles he served as the chairman of the risk management committee, and in regulation, through roles with the Federal Reserve Bank of New York and the Financial Services Authority. Steve also has significant board experience, having served in both executive and non-executive director roles in his career.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** Board Risk Committee

## Reappointment of auditors

### 15. That PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, be reappointed as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.

The Act requires that auditors are reappointed at each AGM at which accounts are presented. The Board, on the unanimous recommendation of the Board Audit Committee, which has evaluated the effectiveness and independence of the Company's external auditors, is proposing the reappointment of PricewaterhouseCoopers LLP. Barclays conducted a tender of its external audit during 2015 and announced in July 2015 that KPMG LLP had been appointed as Barclays external auditor with effect from the 2017 financial year onwards. 2016 will therefore be the last financial year for which PricewaterhouseCoopers LLP holds office as Barclays' external auditor.

## Auditors' remuneration

### 16. That the Board Audit Committee, acting for and on behalf of the Board, be authorised to set the remuneration of the auditors.

The Directors may set the remuneration of the auditors if authorised to do so by the shareholders. The Competition and Markets Authority's Statutory Audit Services Order, which came into effect from 1 January 2015, clarified certain audit committee responsibilities, including providing that only the audit committee, acting collectively or through its chairman, and for and on behalf of the board, is permitted to negotiate and agree the statutory audit fee. This resolution seeks authority for the Board Audit Committee to set auditor remuneration for 2016. Details of the remuneration paid to the Company's external auditors for 2015 and details of how the Board monitors the effectiveness and independence of the external auditors can be found in the 2015 Annual Report.

## Political donations

### 17. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised to:

(a) make donations to political organisations not exceeding £25,000 in total; and

(b) incur political expenditure not exceeding £100,000 in total,

in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, provided that the maximum amounts referred to in (a) and (b) may consist of sums in any currency converted into sterling at such rate as the Board may in its absolute discretion determine. For the purposes of this resolution, the terms 'political donations', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Act.

Barclays does not give any money for political purposes in the UK nor does it make any donations to political organisations or incur political expenditure within or outside the EU. However, the definitions of political donations and political expenditure used in the Act are very wide. As a result, they may cover activities that form part of relationships that are an accepted part of engaging with our stakeholders to ensure that issues and concerns affecting our operations are considered and addressed, but which would not be considered as political donations or political expenditure in the layman's sense. The activities referred to above are not designed to support any political party nor to influence public support for any political party or political outcome. The authority we are requesting is similar to that given by shareholders at the AGM in 2015 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

General authority to allot shares and equity securities

**18. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 20 (if passed), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to:**

- (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,440,982,960, \$77,500,000, €40,000,000 and ¥4,000,000,000; and**
- (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,801,965,920 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for, or to convert any securities into, ordinary shares in the Company granted under paragraph (a) of this resolution 18) in connection with an offer by way of a rights issue:**
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
  - (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessary,**

**and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter, such authorities to apply (unless previously renewed, varied or revoked by the Company in general meeting) for the period expiring at the end of the AGM of the Company to be held in 2017 or the close of business on 30 June 2017, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.**

Resolution 18 is divided into two parts which, in total, will give the Board authority to allot all of the preference shares (denominated in sterling and other currencies) that were created in 2008 and, in certain circumstances (explained below), ordinary shares up to an amount approximately equal to two-thirds of the Company's current issued ordinary share capital (excluding shares held in treasury). As at 9 March 2016, the Company did not hold any treasury shares.

Paragraph (a) of the resolution will give the Board a general authority to allot all of the unissued preference shares in the Company and up to a maximum aggregate nominal amount of £1,400,982,960 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 9 March 2016.

Paragraph (b) of the resolution will give authority to the Board to allot up to a further one-third of the current issued ordinary share capital, provided that the allotment is made in connection with a rights issue (an offer made to existing shareholders allowing them to purchase ordinary shares in proportion to their existing holding) in favour of holders of equity securities (which would include ordinary shareholders).

The amount in paragraph (b) would be reduced by the nominal amount of ordinary shares already issued or assigned under the authority conferred by paragraph (a) of this resolution, so that we would not have the power to issue in total more than two-thirds of the current issued ordinary share capital pursuant to the authority granted by this resolution. However, if resolution 20 is passed, we would have the additional authority to allot shares or grant rights to subscribe for, or to convert any security into, shares up to an amount approximately equal to 20% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 9 March 2016, as further described in resolution 20.

Resolution 18 is in line with guidance issued by the Investment Association ('IA'). The Directors are also seeking renewed authority under resolution 20 for the issuance of contingent Equity Conversion Notes (ECNs) that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances. This additional authority for ECNs is not contemplated by the guidance issued by the IA, but has been previously discussed with them.

We have no current plans to make use of the authority sought under this resolution 18. The authority is, however, sought to ensure that the Company has maximum flexibility in managing the Group's capital resources. We seek annual renewal of this authority in accordance with best practice.

This authority would remain in force until the end of the AGM in 2017 or the close of business on 30 June 2017, whichever is the earlier. Where the additional authority described in paragraph (b) of this resolution is used, all Directors would be required to stand for reappointment at the next AGM, although our usual practice is that Directors stand for reappointment annually.

Authority to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders

**19. That, in substitution for all existing powers, but without prejudice to any power granted pursuant to resolution 21 (if passed) and subject to the passing of resolution 18, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority granted by resolution 18 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:**

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 18, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):**
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
  - (ii) to holders of other equity securities (as defined in section 560 of the Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,**

**and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and**

(b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 18 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution) up to a nominal amount of £420,294,888 representing no more than 10% of the issued ordinary share capital as at 9 March 2016; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such powers to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM in 2017 (or, if earlier, until the close of business on 30 June 2017) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

If we allot new equity securities or sell treasury shares for cash (other than in connection with an employee share scheme or our Scrip Dividend Programme), we are required by the Act to first offer the securities to existing shareholders in proportion to their existing holdings (known as pre-emption rights) but we may seek shareholder approval to disapply pre-emption rights or issue equity securities on a non-pre-emptive basis.

The effect of this resolution is to renew the authority given to us in previous years to allot equity securities (which for these purposes includes the sale of treasury shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. As permitted by the revised guidance of the Pre-Emption Group issued in March 2015, this resolution would also allow us to allot a limited number of equity securities for cash (up to approximately 10% of the current issued ordinary share capital) without first offering them to existing shareholders, with 5% to be used for general corporate purposes and the additional 5% to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

In addition, the Company is again seeking authority under resolution 21 for the issuance of ECNs, or shares to be issued upon conversion or exchange of ECNs, without first offering those equity securities to existing shareholders.

The authority in this resolution 19 would remain in force until the end of the AGM in 2017 or the close of business on 30 June 2017, whichever is the earlier.

We seek annual renewal of this authority in accordance with best practice. We have no current plans to make use of the authority contemplated by this resolution 19 but wish to ensure that the Company has maximum flexibility in managing the Group's capital resources. The Company does not intend to issue more than 7.5% of its issued ordinary share capital on a non-pre-emptive basis in any three-year period, without prior consultation with shareholders, (save as permitted in connection with an acquisition or specified capital investment as described above), in exercise of the authority contemplated by this resolution 19. However, if passed, resolutions 20 and 21 would allow this level to be exceeded for the issuance of ECNs, or conversion or exchange of ECNs.

Additional general authority to allot equity securities in relation to the issuance of contingent Equity Conversion Notes (ECNs)

20. That, in addition to any authority granted pursuant to resolution 18 (if passed), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £825,000,000 in relation to any issue by the Company or any member of the Barclays Group of ECNs that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Directors consider that such an issuance of ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Barclays Group from time to time, such authority to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM of the Company to be held in 2017 (or, if earlier, until the close of business on 30 June 2017) but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

The effect of this resolution 20 is to give the Directors the authority to allot ECNs, or shares issued upon conversion or exchange of ECNs up to an aggregate nominal amount of £825,000,000, representing approximately 20% of the Company's issued ordinary share capital as at 9 March 2016. As at 9 March 2016, the Company did not hold any shares in treasury. Please see Appendix 1 for more information on the ECNs.

The authority sought in this resolution 20 renews (and is in the same form as) the authority granted by the Company's shareholders at each AGM since 2013 in relation to ECNs. Appendix 1 explains how we have calculated the size of the authorities we are seeking. This authority is in addition to the authority proposed in resolution 18, which is the usual authority sought on an annual basis in line with guidance issued by the IA. Although this authority is not contemplated by the guidance issued by the IA, it has been discussed previously with the IA.

The authority sought in this resolution 20 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Barclays Group. The authority will remain in force until the end of the AGM in 2017 or the close of business on 30 June 2017, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.

Authority to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes (ECNs)

**21. That, in addition to the power granted pursuant to resolution 19 (if passed), and subject to the passing of resolution 20, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority granted by resolution 20, free of the restriction in section 561 of the Act, such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM of the Company to be held in 2017 (or, if earlier, until the close of business on 30 June 2017) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.**

The effect of this resolution 21 is to give the Directors authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, without first offering them to existing shareholders. This will allow the Company to manage its capital in the most efficient and economic way for the benefit of shareholders. If passed, this resolution will authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of £825,000,000, representing approximately 20% of the Company's issued ordinary share capital as at 9 March 2016, such authority to be exercised in connection with the issue of ECNs. The authority sought in this resolution 21 renews (and is in the same form as) the authority granted by the Company's shareholders at each AGM since 2013 in relation to ECNs. Appendix 1 contains more information on the ECNs.

The authority sought in this resolution 21 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Barclays Group. The authority will remain in force until the end of the AGM in 2017 or the close of business on 30 June 2017, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.

### Purchase of own shares

**22. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) on the London Stock Exchange of up to an aggregate of 1,681,179,552 ordinary shares of 25p each in its capital, and may hold such shares as treasury shares, provided that:**

- (a) the minimum price (exclusive of expenses) which may be paid for each ordinary share is not less than 25p;**
- (b) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of:**
  - (i) 105% of the average of the market values of the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which the purchase is made; and**
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out; and**
- (c) unless previously renewed, varied or revoked by the Company in general meeting, the authority conferred by this resolution shall expire at the end of the AGM of the Company to be held in 2017 or the close of business on 30 June 2017, whichever is the earlier (except in relation to any purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date).**

This resolution would enable the Company to buy back its own ordinary shares in the market. We consider it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources. However, we would only use the authority if we were satisfied at the time that to do so would be in the interests of shareholders and would lead to an increase in the Group's earnings per share.

The authority would be restricted to a maximum of 1,681,179,552 ordinary shares. This is not more than 10% of the issued share capital as at 9 March 2016.

Should we decide to purchase some of the Company's own shares, existing rights to subscribe for shares would represent a marginally increased proportion of the current issued share capital. Details are as follows:

- the total number of ordinary shares that may be issued on the exercise of outstanding options as at 9 March 2016 is 121,684,625, which represents approximately 0.72% of the issued share capital at that date. As at 9 March 2016 there were no warrants over ordinary shares outstanding
- if the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of ordinary shares subject to outstanding options would represent approximately 0.80% of the issued share capital as at 9 March 2016.

Under the Act, the Company may hold any shares bought back in treasury, which may then either be sold for cash, transferred for the purposes of an employees' share scheme (subject, if necessary, to approval by shareholders at a general meeting) or cancelled. The Company therefore has the choice of either cancelling or holding in treasury any of its shares that it purchases. If the Company buys any of its shares under the authority given by this resolution, we will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. In relation to treasury shares, we would also have regard to any investor guidelines in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale which may be in force at the time of any such purchase, holding or resale.

### General meetings

**23. That the Directors be authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice, such authority to expire at the end of the AGM of the Company to be held in 2017 or the close of business on 30 June 2017, whichever is the earlier.**

The Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of general meetings at shorter notice. Barclays wishes to retain the option of calling general meetings, other than an AGM, on 14 clear days' notice and the effect of this resolution is to continue to give the Directors the power to call general meetings on a notice period of not less than 14 clear days. However, as Barclays has a global shareholder base, in practice, we would always aim to give a longer notice period to ensure overseas shareholders in particular are able to participate fully. The 14-day notice period would therefore only be used in exceptional circumstances where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If this authority is used, the Company would then expect to explain, in its next Annual Report, the reasons for taking this exceptional action. The resolution is valid until the end of the AGM in 2017 or the close of business on 30 June 2017, whichever is the earlier, and it is our intention to renew the authority at each AGM. The Company offers the facility for all shareholders to vote by electronic means. This is accessible to all shareholders and would be available if the Company was to call a meeting on 14 clear days' notice. The Company also provides the ability to appoint proxies electronically through CREST and shareholders can vote online at [home.barclays/investorrelations/vote](http://home.barclays/investorrelations/vote)



## Scrip Dividend Programme

**24. That the Directors be authorised to exercise the power contained in Article 132 of the Company's Articles of Association so that, to the extent and on such terms and conditions determined by the Directors, the holders of ordinary shares be permitted to elect to receive new ordinary shares credited as fully paid instead of cash in respect of all or part of any future dividend (including any interim dividend), declared or paid by the Directors or declared by the Company in a general meeting (as the case may be), during the period commencing on the date of this resolution and ending on the conclusion of the third AGM of the Company following the date of this resolution to the extent that the Directors decide, at their discretion, to offer a scrip dividend alternative in respect of such dividend.**

Resolution 24 will renew the Directors' authority to offer a Scrip Dividend Programme (the 'Programme') providing ordinary shareholders with the option to receive new fully paid ordinary shares in Barclays in place of their cash dividend.

The Programme enables Barclays shareholders and Sharestore members to increase their shareholding in the Company without incurring costs or stamp duty. It also allows Barclays greater flexibility in managing our capital resources by retaining cash within the business. The Programme has been popular with shareholders since its inception in 2013, with a 21% take up rate as at 31 December 2015.

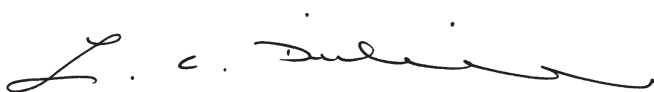
The Directors will retain discretion to decide whether to offer a scrip dividend alternative in respect of each future dividend. However, it is the Directors' current intention to offer the Programme for each dividend paid.

The Directors will also retain discretion to withdraw the offer of a scrip dividend alternative should they feel it is in the best interests of the shareholders to do so.

Further details of the Programme can be found at [home.barclays/dividends](http://home.barclays/dividends)

The Programme was approved at the 2013 AGM for a five-year period. However, in line with investor protection guidelines, the authority contained in this resolution is sought for three years. Unless circumstances change, we would expect to seek an extension of this authority before it expires.

By order of the Board



**Lawrence Dickinson**

Company Secretary  
10 March 2016  
1 Churchill Place  
London E14 5HP

Registered in England, Company No. 48839

# Appendix 1

## Your questions answered on Equity Conversion Notes (ECNs)

### Why is Barclays seeking renewed authority to issue ECNs?

To continue to operate as a bank, Barclays must meet minimum regulatory capital requirements in the countries in which it operates. To maintain an efficient capital structure that protects the interests of ordinary shareholders under the prudential regulatory requirements (introduced under Capital Requirements Directive ('CRD IV') and Prudential Regulation Authority ('PRA') guidelines from 1 January 2014), Barclays currently anticipates it will need to hold around 2.0% of its Risk-Weighted Assets (RWAs) in the form of Additional Tier 1 Capital (AT1). AT1 must be in the form of Contingent Capital, sometimes called CoCos. The capital issued to meet this requirement can currently be in the form of Permanent Write Down Notes or ECNs and may be issued by the Company or another member of the Barclays Group.

The Company has issued £5.3bn equivalent of ECNs to date at a £1.65 equivalent conversion price (which would, in the circumstances described below, result in the issue of ordinary shares of an aggregate nominal value of £815m). Shareholder approval is once again being sought in resolutions 20 and 21 (in an amount equal to last year's annual authority) to authorise the issue of further ECNs (and shares to be issued on conversion or exchange of ECNs) and to provide flexibility to Barclays in managing its capital structure efficiently. Barclays has no current intention to use CoCos as part of compensation structures.

### What is a 'Trigger Event' and what will happen?

Should Barclays' Fully-Loaded CRD IV Common Equity Tier 1 (CET1) ratio fall below 7% (the Trigger Event), the current outstanding ECNs would be converted into, or exchanged for, new Barclays ordinary shares. Permanent Write Down Notes would cease to have any value upon a Trigger Event.

### What steps can Barclays take before or on a Trigger Event?

In advance of and after a Trigger Event Barclays' management can be expected to take certain actions under the Recovery Plan it is required to maintain by its regulators. Should Barclays' capital ratios fall, Barclays would be required to commence those planned recovery actions to improve its capital position (e.g., by reducing RWAs, through a rights issue of ordinary shares or by seeking financial support from certain investors) well in advance of a Trigger Event. In the case of the launch of a rights issue, Barclays' ordinary shareholders would be offered the opportunity to acquire new ordinary shares in proportion to their existing Barclays shareholding (subject to legal, regulatory or practical restrictions).

In addition, should a Trigger Event occur (despite taking recovery actions), the Directors intend to give shareholders the opportunity to purchase the ordinary shares issued on conversion or exchange of existing ECNs on a pro rata basis, where practicable and subject to applicable laws and regulations, at the same conversion price as the holders of the ECNs would have acquired the ordinary shares. This mechanism is known as a Conversion Share Offer and has been written into the terms and conditions of the ECNs issued to date. To the extent permitted by law and regulation, Barclays intends to retain a Conversion Share Offer in future issuances of its ECNs.

The circumstances in which a Trigger Event might be expected to occur are considered to be remote given the level of capital Barclays holds in excess of the trigger level and the recovery actions it would take should such a situation seem likely to arise.

### Will all ECNs be in the form of AT1 Capital?

Yes. It is not Barclays' current intention to issue Tier 2 ECNs.

### How does AT1 Capital provide a more efficient capital structure?

Barclays is required to meet minimum regulatory capital levels and intends to maintain a circa 1-1.5% CET1 management buffer above these levels. Meeting these levels with a proportion of AT1 is expected to be cheaper than issuing the total amount of CET1 only, therefore resulting in a lower weighted-average cost of capital for shareholders. Issuing AT1 also allows Barclays to reduce the risk that it is restricted in its ability to make certain discretionary distributions, including paying dividends to ordinary shareholders.

### At what price will ECNs be converted into or exchanged for ordinary shares?

The terms and conditions for ECNs specify a conversion price or a mechanism for setting a conversion price, which is the rate at which the ECNs will be exchanged for ordinary shares. Barclays has £5.3bn equivalent of ECNs currently outstanding, which were issued at a £1.65 equivalent conversion price. The resolutions continue to give the Directors authority to set the specific terms and conditions of the ECNs (including a conversion price or mechanism for setting a conversion price) after considering market conventions and conditions at the time of issuance.

### How have you calculated the size of the authorities you are seeking?

These authorities are set at a level to provide maximum flexibility to Barclays in managing its capital structure efficiently given the dynamic regulatory requirements and market appetite for this form of capital instrument.

# Notes

## (a) Entitlements under CREST

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of shares registered in the register of members at 6.00pm on Tuesday, 26 April 2016 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00pm on Tuesday, 26 April 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## (b) Appointing a proxy

A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more people (called proxies) to attend, speak and vote on his/her behalf. They need not be Barclays shareholders. If more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares. A proxy will have the same number of votes on a show of hands as if the shareholder who appointed the proxy was at the meeting.

## (c) Corporate representatives

A corporate shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a corporate shareholder provided that no more than one corporate representative exercises powers over the same share.

## (d) Persons nominated by shareholders

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

## (e) Documents available for inspection

The following documents, which are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, 1 Churchill Place, London E14 5HP, will also be available for inspection at the Royal Festival Hall from 10.30am on Thursday, 28 April 2016 until the end of the meeting: (i) copies of the executive Directors' service contracts; and (ii) copies of the non-executive Directors' letters of appointment.

## (f) Total shares and voting rights

As at 9 March 2016 (being the latest practicable date before publication of this document), the Company's issued share capital comprised 16,811,795,522 ordinary shares of 25 pence each. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 9 March 2016 was 16,811,795,522.

## (g) Forward-looking statements

The appendices to the Notice of AGM contain certain forward-looking statements with respect to Barclays' expectations of the impact of these resolutions on its regulatory capital requirements. Barclays cautions readers that no forward-looking statement is a guarantee of future events and circumstances and that the actual impact of the resolutions could differ materially from its expectations. Any forward-looking statements made herein speak only as of the date they are made. Except as required by the Prudential Regulation Authority, the Financial Conduct Authority, the London Stock Exchange plc (LSE) or applicable law, Barclays expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Barclays' expectations with regard thereto. The reader should, however, consult any additional disclosures that Barclays has made or may make in documents it has published or may publish via the Regulatory News Service of the LSE and/or has filed or may file with the US Securities and Exchange Commission.

## (h) Shareholder information

A copy of this Notice of AGM and other information required by section 311A of the Act can be found at [home.barclays/agm](http://home.barclays/agm)

## (i) Shareholder right to ask a question

Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

## (j) Members' statement of audit concerns

Section 527 of the Act allows shareholders who meet the threshold requirements of that section to require the Company to publish a statement on its website setting out any matter relating to: (i) the audit of the accounts to be laid at the meeting (including the auditor's report and the conduct of the audit); or (ii) any circumstances connected with the auditor ceasing to hold office since the last meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. This is known as a 'members' statement of audit concerns'. If such a request is received, the Company cannot require those shareholders requesting publication of the statement to meet its costs of complying with that request. The Company must also forward a copy of the statement to the auditor at the same time that it makes it available on the website. Where a members' statement of audit concerns is received it will be included in the business of the meeting at which the accounts are laid.

## (k) Electronic communication

You may not use any electronic address provided in either this Notice of AGM or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

# Shareholders' Questions and Answers

## Voting arrangements

### Who is entitled to vote?

Shareholders who want to attend, speak and vote at the AGM must be entered on the Company's register of members by no later than 6.00pm on Tuesday, 26 April 2016, or if the AGM is adjourned, no later than 6.00pm two days before the time fixed for the adjourned meeting.

### How do I vote?

There are four ways in which you can vote:

- you can vote in person at the AGM
- you can appoint a proxy online to vote on your behalf on our website at [home.barclays/investorrelations/vote](http://home.barclays/investorrelations/vote). You will need your Voting ID, Task ID and Shareholder or Sharestore Reference Number, which are shown on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can log into or register at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00am on Tuesday, 26 April 2016
- you can sign and return your Proxy Form appointing the Chairman or another person to vote for you. You should return your form to our Registrar, Equiniti, in the enclosed pre-paid envelope so that it is received by no later than 11.00am on Tuesday, 26 April 2016
- if you are a CREST member, you may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the explanatory notes on the Proxy Form.

You will find details below of how to withdraw your proxy if you change your mind. Completion and return of the Proxy Form will not preclude members from attending and voting at the meeting should they wish to do so.

Voting on resolutions at the AGM will be by poll. This means that you will be asked to complete a Poll Card if you attend in person. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

### What if I plan to attend the AGM and vote in person?

If you want to vote in person at the AGM there is no need to complete your Proxy Form or appoint a proxy online using your Shareholder Voting Instruction Card. Attached to the Proxy Form and on the rear of the Shareholder Voting Instruction Card is a Poll Card for use by those attending the AGM. You should bring the Poll Card with you to the meeting.

### If my shares are held in Barclays Sharestore how do I vote?

All Sharestore members can choose to attend, speak and vote at the AGM. If you are a Sharestore member and do not want to attend but do want to vote, you can instruct Equiniti Corporate Nominees Limited to appoint a proxy to vote on your behalf on our website at [home.barclays/investorrelations/vote](http://home.barclays/investorrelations/vote). You will need your Voting ID, Task ID and Sharestore Reference Number, which are shown on your Proxy Form. You can also log into or register at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). Alternatively, you can return your Proxy Form so that Equiniti Corporate Nominees Limited can appoint whichever person you name on the Proxy Form to attend and vote on your behalf. If you return the Proxy Form but do not insert the name of your proxy then the Chairman of the meeting will vote on your behalf. To be valid, proxy appointments must be received no later than 11.00am on Tuesday, 26 April 2016.

### I have chosen not to receive hard copy shareholder documents, how can I vote?

If you have chosen not to receive hard copy shareholder documents and would like to vote, you can appoint a proxy online at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). Alternatively, if you would like to vote by appointing a proxy using a Proxy Form, please contact our Registrar.

### I have been nominated by a shareholder to enjoy information rights, can I vote?

No. If you are not a shareholder you do not have a right to vote or to appoint a proxy. However, the agreement that you have with the person who nominated you to enjoy information rights may give you the right to be appointed as their proxy, or to have someone else appointed as a proxy for the AGM and to attend, speak and vote on their behalf. If you have any questions you should contact the registered shareholder (the custodian or broker) who looks after your investment on your behalf.

### How will my shares be voted if I appoint a proxy?

The person you name on your Proxy Form must vote in accordance with your instructions. If you do not give them any instructions, a proxy may vote or not vote as he or she sees fit on any business of the AGM. Please see the explanatory notes on the reverse of the Proxy Form.

### Can I appoint anyone to be a proxy?

Yes. You can appoint your own choice of proxy or you can appoint the Chairman as your proxy. Your proxy does not need to be a Barclays shareholder. To be valid, proxy appointments must be received no later than 11.00am on Tuesday, 26 April 2016.

### Can I appoint more than one proxy?

Yes. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy you should photocopy the Proxy Form and indicate in the box that this is one of multiple instructions.

### Can I change my mind once I have appointed a proxy?

Yes. If you change your mind, you can send a written statement to that effect to our Registrar. The statement must arrive with our Registrar by 11.00am on Tuesday, 26 April 2016, or you should bring it along to the AGM.

### How will the votes be counted?

Each of the resolutions set out in the Notice of AGM will be voted upon on a poll. The passing of resolutions 1 to 18 and 20 and 24 are determined by a majority of votes. Resolutions 19 and 21 to 23 are being proposed as special resolutions and will therefore require a 75% majority of the votes cast for them to be passed.

Equiniti counts the proxy votes received before the AGM and then counts the votes cast at the AGM. An independent third party, Electoral Reform Services, has been appointed by Barclays to monitor the shareholder voting process.

### When will the results of the voting be declared?

The preliminary results of voting on the resolutions to be proposed at the AGM will be displayed in the exhibition area shortly after the AGM. The final results will be announced to the London Stock Exchange and will appear on our website at [home.barclays/agm](http://home.barclays/agm)

## Corporate shareholders

### I am a corporate shareholder – what do I need to do to attend the AGM?

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the AGM. Please contact our Registrar if you need further guidance on this.

## Questions

### Can I ask a question at the AGM?

Yes, however, questions should only be asked on the specific business of the AGM. If you would like to ask a question at the AGM, you can register your question at the Question Registration Points in the Exhibition Area before the AGM starts. You can also register your question once the AGM has started at the Question Registration Point outside the Meeting Room. Any questions raised but not answered at the meeting will be reviewed by the Chairman after the AGM and a reply will be sent out within 14 days. Shareholders who are unable to attend the meeting still have the opportunity to submit a question to the Board by writing to the Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or by emailing [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com)

Please try to keep your questions short and relevant to the business of the AGM. We want all shareholders to have the opportunity to ask questions.

### Can I ask a question about customer issues?

If you would like to ask a question about a personal customer matter at the AGM you should go to the Customer Relations Point in the Exhibition Area, which is staffed by Senior Customer Relations personnel.

### Can I ask a question about my personal shareholding?

If you would like to ask a question about your personal shareholding you should go to the Shareholder Enquiry Point in the Exhibition Area. This is staffed by our Registrar and Barclays Stockbrokers and will be open both before and after the AGM.

## General questions

If you have any further questions about the AGM or your shareholding, please contact our Registrar using the contact details below.



### Go online

For further information about Barclays, you can find our full Annual Report online at [home.barclays/annualreport](http://home.barclays/annualreport)

## Do you provide this Notice in alternative formats?

Copies of this Notice are available in large print, Braille or on audio CD.

If you would like a copy in any of these forms, please contact our Registrar, Equiniti, on:

0371 384 2055\* (in the UK); or

+44 121 415 7004 (from overseas)

## Shareholder information

If you need help, contact our Registrar



### Web

[www.shareview.co.uk](http://www.shareview.co.uk)



### Telephone

0371 384 2055\* (in the UK)  
+44 121 415 7004 (from overseas)



### Postal address

Equiniti  
Aspect House, Spencer Road, Lancing,  
West Sussex BN99 6DA United Kingdom

\*Lines open 8:30am to 5:30pm Monday to Friday, excluding public holidays.

# Additional information for shareholders attending the Annual General Meeting



## AGM details

Location	The AGM will be held at the: Royal Festival Hall Southbank Centre Belvedere Road London SE1 8XX
Date	Thursday, 28 April 2016
Time	The AGM will start promptly at 11:00am

You should allow at least 20 minutes for security and registration formalities.



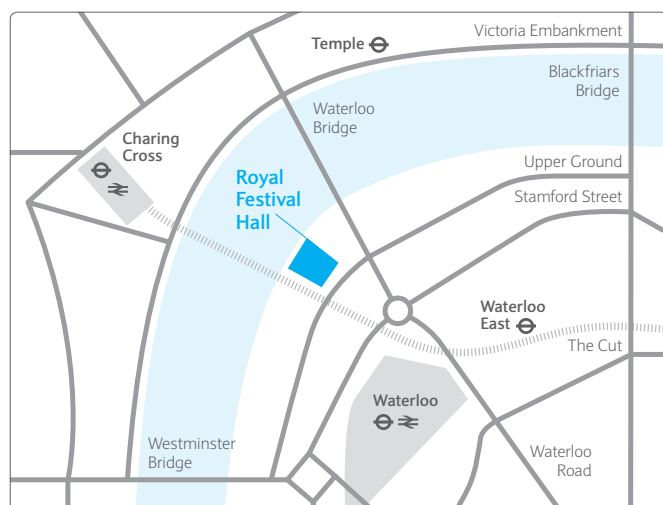
## Schedule for the day

10:00am	<ul style="list-style-type: none"><li>Registration desks open</li><li>Tea and coffee available</li><li>Q&amp;A registration opens</li></ul>
11:00am	<ul style="list-style-type: none"><li>The AGM starts in the Meeting Room</li></ul>
1:00pm (approximately)	<ul style="list-style-type: none"><li>Light refreshments available after the conclusion of the meeting</li></ul>

The final poll results are expected to be released to the London Stock Exchange on Thursday, 28 April 2016. They will be available on [home.barclays/agm](http://home.barclays/agm) and will be displayed in reception at 1 Churchill Place, London E14 5HP.

## Travelling to the AGM

The nearest tube stations are Waterloo on the Bakerloo, Northern, Jubilee and Waterloo & City lines, Embankment on the District and Circle lines and Charing Cross on the Northern and Bakerloo lines. The nearest overground train stations are Waterloo and Charing Cross. Buses stop on Waterloo Bridge, York Road, Belvedere Road and Stamford Street.



A map showing the location of the venue can be found above or you can find more information at [www.southbankcentre.co.uk/visiting-us/royal-festival-hall](http://www.southbankcentre.co.uk/visiting-us/royal-festival-hall)

## Helpful information

### Security

For safety reasons, security checks will be carried out on entry to the Royal Festival Hall. Please note that you will be asked to leave large bags in the cloakroom and small bags may be searched.

**For those shareholders without bags, you will be able to use our 'Fast Track Security' which will enable you to gain quicker access to the venue.**

Cameras, video recorders or tape recorders should not be used during the AGM. Mobile phones and other electronic communication devices should be turned off.

### Cloakroom facilities

Cloakroom facilities will be available in the registration area.

### Registration

Attendance Cards should be presented to our Registrar's staff who will be available as you arrive at the venue. Corporate representatives, proxies, guests and Barclays Stockbrokers clients should register at the registration desks, which will be clearly signposted.

### Persons with special needs

The Royal Festival Hall is easily accessible by wheelchair users and has lift access. Barclays colleagues will be on hand to guide you to the lifts.

Speech to text and hearing induction loop facilities will be available at the AGM. The AGM will also be signed.

An audio CD containing extracts from the 2015 Strategic Report is available, free of charge, either on request in writing from our Registrar or at the AGM.

### First aid

First aid facilities will be available. Please approach any Barclays colleague should you require help at any time.

### Refreshments

Tea and coffee will be available before the AGM. Light refreshments will be available after the meeting.



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