

**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 Shareholder

This year's Annual General Meeting (the AGM) will be held on Thursday, 24 April 2014 at the Royal Festival Hall, London. The Notice of AGM is set out on pages 3 to 9.

We believe that the AGM is an important occasion for the Company and its shareholders and we encourage you to use the meeting as an opportunity to express your views by attending, raising questions and voting at the AGM. Details of how you can vote if you cannot attend the meeting, including details of the online e-voting process, can be found on page 13.

There have been a number of changes to the Board since the last AGM, with the departures of Sir Andrew Likierman, Chris Lucas and David Booth and the appointments of Frits van Paasschen, Mike Ashley, Wendy Lucas-Bull, Tushar Morzaria and Steve Thieke. All of the current Directors, with the exception of Fulvio Conti and Simon Fraser, are submitting themselves for reappointment. Fulvio and Simon will retire as Directors at the conclusion of the AGM. I would like to thank them on behalf of the Board for their excellent service to the Company and for their valuable contribution.

All of the Directors, with the exception of Steve Thieke, who recently joined the Board, have been subject to a formal, rigorous performance evaluation process, further details of which may be found in the 2013 Annual Report (which is available at [Barclays.com/annualreport](http://Barclays.com/annualreport)). I can confirm that, following the evaluation process, each of the Directors is considered to be fully effective by the Board, having demonstrated the commitment and behaviours expected of a Barclays Director in line with our Charter of Expectations for Directors (which is available at [Barclays.com/corporategovernance](http://Barclays.com/corporategovernance)). Each Director brings valuable skills and experience to the Board and its Committees, ensuring they are able to discharge their respective duties and responsibilities effectively. You can read about the skills and experience each Director brings to the Board in their biographies, which are included in the Notice of AGM. The Board has also concluded that each of the non-executive Directors standing for reappointment, with the exception of Wendy Lucas-Bull, are independent when assessed against the criteria set out in the UK Corporate Governance Code.

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, to the extent permitted, in respect of their own beneficial holdings.



**Sir David Walker**  
Group Chairman  
Barclays PLC  
13 March 2014

## Directors standing for appointment >



Mike Ashley,  
Non-executive Director

**Resolution: 5**



Wendy Lucas-Bull,  
Non-executive Director

**Resolution: 6**



Tushar Morzaria,  
Group Finance Director

**Resolution: 7**



Frits van Paasschen,  
Non-executive Director

**Resolution: 8**



Steve Thieke,  
Non-executive Director

**Resolution: 9**

## Directors standing for reappointment >



Tim Breedon,  
Non-executive Director

**Resolution: 10**



Reuben Jeffery III,  
Non-executive Director

**Resolution: 11**



Antony Jenkins,  
Group Chief Executive

**Resolution: 12**



Dambisa Moyo,  
Non-executive Director

**Resolution: 13**



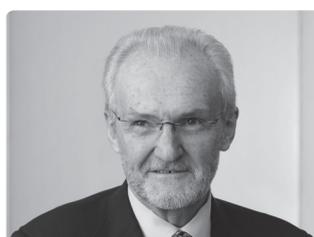
Sir Michael Rake,  
Deputy Chairman and  
Senior Independent Director

**Resolution: 14**



Diane de Saint Victor,  
Non-executive Director

**Resolution: 15**



Sir John Sunderland,  
Non-executive Director

**Resolution: 16**



Sir David Walker,  
Group Chairman

**Resolution: 17**

# Notice of AGM

Notice is hereby given that the 2014 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, 24 April 2014 at 11.00am to transact the following business:

## Resolutions

The resolutions numbered 1 to 3, 5 to 21 and 23 are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed.

The resolutions numbered 22 and 24 to 26 are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

Resolution 4 must be approved by shareholders holding a majority of at least 66% of the shares represented (in person or by proxy) at the AGM, provided that at least 50% of the total shares are represented (in person or by proxy) at the AGM. If the latter condition is not met, at least 75% of the shares represented (in person or by proxy) at the AGM must be voted in favour of the resolution in order for it 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 2013, 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 2013).

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 2013 will be paid on 28 March 2014.

## Directors' Remuneration Report

**2. That the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2013, 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 2013 appears on pages 89 to 125 of the 2013 Annual Report, which is available at [Barclays.com/annualreport](http://Barclays.com/annualreport). 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.

## Directors' Remuneration Policy

**3. That the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2013, now laid before the meeting, be approved.**

The Act requires quoted companies to present to their AGM for approval a Directors' Remuneration Policy, which sets out the company's policy on making remuneration payments to its Directors. The requirement for a separate resolution on the Directors' Remuneration Policy was introduced by recent changes to the Act and applies to quoted companies reporting in respect of financial periods ending on or after 30 September 2013. The policy must be presented to shareholders for approval at least every three years.

Our proposed Directors' Remuneration Policy appears on pages 100 to 110 of the Directors' Remuneration Report for the year ended 31 December 2013, which is contained in the 2013 Annual Report (available at [Barclays.com/annualreport](http://Barclays.com/annualreport)). This shareholder vote is binding, which means that payments cannot be made under the policy until the policy or payment has been approved by the Company's shareholders. The new policy is intended to apply for three years beginning on the date of this year's AGM, subject to shareholder approval. Unless required earlier, shareholders will next be asked to approve the policy at the 2017 AGM.

## Maximum ratio of fixed to variable remuneration

**4. That Barclays PLC and its subsidiaries be authorised to apply a ratio of the fixed to variable components of total remuneration for 'Remuneration Code Staff' that exceeds 1:1, provided the ratio does not exceed 1:2.**

The EU Capital Requirements Directive IV (CRD IV), together with rules made by the Prudential Regulation Authority (PRA) that implement CRD IV in the UK, introduce a limit on the ratio of the fixed to variable components of total remuneration for Remuneration Code Staff (as defined in the PRA's Remuneration Code). This new limit applies to variable remuneration in respect of performance years beginning in 2014.

Under CRD IV and the relevant PRA rules, banks and other institutions that are subject to CRD IV are, as a basic rule, prevented from paying Remuneration Code Staff an amount of variable remuneration that is more than 100% of their fixed remuneration. However, the rules permit these institutions to pay such staff an amount of variable remuneration that is up to 200% of their fixed remuneration where shareholder approval is obtained. Shareholders are therefore being asked to approve resolution 4, which would give Barclays the flexibility to pay variable remuneration to its Remuneration Code Staff of up to a maximum limit of 200% of their fixed remuneration.

Please see Appendix 1 for more information on resolution 4, including our detailed recommendation to shareholders.

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

The Company's Articles of Association and provision B.7.1 of the UK Corporate Governance Code (the Code) 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. Mike Ashley, Wendy Lucas-Bull, Tushar Morzaria, Frits van Paasschen and Steve Thieke have each joined the Board since the last AGM and are accordingly seeking appointment by shareholders.

### 5. That Mike Ashley be appointed a Director of the Company.

**Skills and experience:** Mike joined the Board as a non-executive Director in September 2013. He was formerly Head of Quality and Risk Management for KPMG Europe LLP (ELLP), which forms part of the KPMG global network, where his responsibilities included the management of professional risks and quality control. He was a member of the ELLP Board and was also KPMG UK's designated Ethics Partner. Mike has over 20 years' experience as an audit partner, during which he was the lead audit partner for several large financial services groups, most recently HSBC Holdings and Standard Chartered PLC, and also for the Bank of England. Mike has an in-depth understanding of auditing and the associated regulatory issues, with specific experience of large, global banks.

**Independent:** Yes

**Other current principal external appointments:** Member, Institute of Chartered Accountants in England and Wales' Ethics Standards Committee; Member, HM Treasury's Audit Committee; Vice Chair, European Financial Reporting Advisory Group's Technical Expert Group.

**Committee membership:** Board Audit Committee (Chairman); Board Conduct, Reputation and Operational Risk Committee; Board Corporate Governance and Nominations Committee; Board Financial Risk Committee; Board Enterprise Wide Risk Committee.

### 6. That Wendy Lucas-Bull be appointed a Director of the Company.

**Skills and experience:** Wendy was appointed to the Board as a non-executive Director in September 2013. She is currently Chairman of Barclays Africa Group Limited (formerly Absa Group Limited), one of the largest financial services groups in Africa and majority owned by Barclays. She previously served as an Executive Director of Rand Merchant Bank and became Chief Executive of FirstRand Ltd's retail business following the merger of Rand Merchant Bank and First National Bank. She has held senior Board positions at the Development Bank of Southern Africa, the South African Financial Markets Advisory Board and Nedbank Group Limited. Wendy has also held positions on the boards of Telkom SA, Eskom, Aveng Ltd, Alexander Forbes Ltd, Dimension Data PLC and Anglo American Platinum Ltd. Her extensive experience from board level positions in South African banks, as well as her years of providing consultancy services to the largest banks in South Africa, provides the Board with valuable retail, commercial and investment banking expertise. Her in-depth knowledge of banking in Africa also provides an invaluable insight into banking in the region. Wendy has led or participated in a number of conduct related consultations throughout her career, and such knowledge and experience will contribute greatly towards the discussion of culture at Barclays.

**Independent:** No. Wendy is Chairman of Barclays Africa Group, which is majority owned by Barclays. The Code suggests that such a business relationship should be taken into account when determining a Director's independence. The Board considers that Wendy demonstrates the essential characteristics of independence expected by the Board and set out in Barclays' Charter of Expectations, but has decided not to designate her as an independent Director for the purposes of the Code.

**Other current principal external appointments:** Director, Afrika Tikkun NPC; Director, Peotona Group Holdings.

**Committee membership:** Board Conduct, Reputation and Operational Risk Committee.

### 7. That Tushar Morzaria be appointed a Director of the Company.

**Skills and experience:** Tushar joined the Board and Executive Committee of Barclays in October 2013 as Group Finance Director. Prior to this, he was CFO, Corporate and Investment Bank at JP Morgan Chase, a role he held on the merger of the investment bank and the wholesale treasury/security services business at JP Morgan. Prior to the merger, he was CFO of the investment bank and held various other roles during his career at JP Morgan. Tushar qualified as an accountant at Coopers & Lybrand Deloitte and for most of his career he has worked in investment banking, having held various roles at SG Warburg, JP Morgan and Credit Suisse. Tushar has over 20 years of strategic financial management experience, which will prove invaluable in his role as Group Finance Director.

**Other current principal external appointments:** None

**Committee membership:** Group Executive Committee.

### 8. That Frits van Paasschen be appointed a Director of the Company.

**Skills and experience:** Frits was appointed to the Board as a non-executive Director in August 2013. Frits is an experienced Director and Chief Executive Officer. He is currently CEO and President of Starwood Hotels and Resorts Worldwide Inc, one of the world's largest hotel companies. He served as a non-executive Director for two NYSE listed companies, Jones Apparel Group and Oakley. He previously served as the CEO and President of Coors Brewing Company and has held various senior management positions with Nike, Inc. and Disney Consumer Products. Frits' extensive global and commercial experience and role as a CEO of an international business provides valuable strategic insight. In particular, his experience in developing and marketing brands, and a broad knowledge of enhancing business performance and the customer experience in a retail environment, is highly beneficial to many aspects of Barclays' business.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** None

### 9. That Steve Thieke be appointed a Director of the Company.

**Skills and experience:** Steve was appointed to the Board as a non-executive Director in January 2014. He has four decades of experience in financial services, both in regulation and investment banking. Steve worked for the Federal Reserve Bank of New York for twenty years, where he held several senior positions in credit and capital market operations and banking supervision and later he became a non-executive director at the FSA. He has also held senior roles in investment banking and risk management with JP Morgan, where he spent ten years. He was Head of the Fixed Income Division, co-Head of Global Markets, President and Chairman of JP Morgan Securities, Inc. and Head of the Corporate Risk Management Group, retiring from JP Morgan in 1999. He has significant board level experience, both in executive and non-executive roles, including spending seven years as a director of Risk Metrics Group, where latterly he served as Chairman of the board, and nine years on the board of PNC Financial Services Corp.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** Board Financial Risk Committee; Board Remuneration Committee.

## Annual reappointment of Directors

Section B.7.1 of the 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 10 to 17 below.

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

**Skills and experience:** Tim was appointed to the Board as a non-executive Director in November 2012. Tim held a number of roles at Legal & General Group plc (L&G) before joining its board as Group Director (Investments) and becoming Group Chief Executive. He was later an adviser to L&G, primarily with responsibilities in connection with Solvency II. Tim was a Director of the Association of British Insurers (ABI), and also served as its Chairman. He was also Chairman of the UK Government's non-bank lending taskforce, an industry-led taskforce that looked at the structural and behavioural barriers to the development of alternative debt markets in the UK. Tim was a director of the Financial Reporting Council and was on the board of the Investment Management Association. Tim has over 25 years of experience in financial services and has extensive knowledge and experience of regulatory and government relationships. He brings to the Board the experience and knowledge of leading a financial services company, combined with an understanding of the UK and EU regulatory environment and risk management. His customer focus and understanding of investor issues, gained both at L&G and the ABI, is of particular relevance to Barclays.

**Independent:** Yes

**Other current principal external appointments:** Non-executive Director, Ministry of Justice.

**Committee membership:** Board Financial Risk Committee (Chairman); Board Audit Committee; Board Conduct, Reputation and Operational Risk Committee; Board Corporate Governance and Nominations Committee; Board Remuneration Committee; Board Enterprise Wide Risk Committee.

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

**Skills and experience:** Reuben joined the Board in July 2009 as a non-executive Director. He is currently CEO and a director of Rockefeller & Co Inc. and Rockefeller Financial Services Ltd. Reuben served in the US government as Under Secretary of State for Economic, Energy and Agricultural Affairs, as Chairman of the Commodity Futures Trading Commission and as a special assistant to the President on the staff of the National Security Council. Before his government service, Reuben spent 18 years at Goldman, Sachs & Co where he was managing partner of Goldman Sachs in Paris and led the firm's European Financial Institutions Group in London. Prior to joining Goldman Sachs, Reuben was a corporate attorney with Davis Polk & Wardwell. Reuben has a broad range of financial services experience, particularly investment banking, and in addition brings extensive insight into the US political and regulatory environment.

**Independent:** Yes

**Other current principal external appointments:** Member, International Advisory Council of the China Securities Regulatory Commission; Member, Advisory Board of Towerbrook Capital Partners LP; Member, International Advisory Committee, RIT PLC; Director, Financial Services Volunteer Corps; Director, J Rothschild Capital Management Limited.

**Committee membership:** Board Conduct, Reputation and Operational Risk Committee; Board Financial Risk Committee.

### 12. That Antony Jenkins be reappointed a Director of the Company.

**Skills and experience:** Antony was appointed Group Chief Executive in August 2012. Previously Antony was Chief Executive of Barclays' Retail and Business Banking business. He has been a member of the Group Executive Committee since 2009.

Antony started his career at Barclays, where he completed the Barclays' Management Development Programme, before going on to hold various roles in retail and corporate banking. He then moved to Citigroup, working in both London and New York, before rejoining Barclays as Chief Executive of Barclaycard. Antony has represented Barclays as a non-executive Director on the Board of Absa (now Barclays Africa Group). He was also on the Board of Visa Europe Ltd and the Board of Motability Operations Group plc. Since becoming Group Chief Executive, Antony has taken the lead in the development of Barclays' Transform programme, including the introduction of a new Purpose and Values, with the aim of making Barclays the 'Go-To' Bank for customers and clients.

**Other current principal external appointments:** Member, Board of Directors of the Institute of International Finance; Member, International Advisory Panel of the Monetary Authority of Singapore.

**Committee membership:** Group Executive Committee (Chairman).

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

**Skills and experience:** Dambisa joined the Board in May 2010 as a non-executive Director. She is an international economist and commentator on the global economy, with a background in financial services. After completing a PhD in Economics, she worked for Goldman Sachs in the debt capital markets, hedge funds coverage and global macroeconomics teams. Dambisa has also worked for the World Bank and formerly served as a non-executive Director of Lundin Petroleum AB (publ). Dambisa's background as an economist, in particular her knowledge and understanding of global macroeconomic issues and African economic, political and social issues, provides an important contribution to the Board's discussion of Barclays' business and citizenship strategy.

**Independent:** Yes

**Other current principal external appointments:** Non-executive Director, SABMiller PLC; Non-executive Director, Barrick Gold Corporation.

**Committee membership:** Board Conduct, Reputation and Operational Risk Committee; Board Financial Risk Committee.

### 14. That Sir Michael Rake be reappointed a Director of the Company.

**Skills and experience:** Sir Michael joined the Board in January 2008 as a non-executive Director. He was appointed Senior Independent Director in October 2011 and Deputy Chairman in July 2012. Sir Michael spent over 30 years with KPMG, where he was Senior Partner of the UK firm and Chairman of KPMG International. Sir Michael is Chairman of BT Group plc and was previously Chairman of the UK Commission for Employment and Skills, Chairman of Business in the Community, Chairman of easyJet plc and a director of the Financial Reporting Council. Sir Michael has substantial financial and commercial experience gained in the UK, Continental Europe and the Middle East. He also has significant experience, both as Chairman and a board member, of listed companies.

**Independent:** Yes

**Other current principal external appointments:** President, Confederation of British Industry; Director, McGraw-Hill Financial, Inc.

**Committee membership:** Board Corporate Governance and Nominations Committee; Board Enterprise Wide Risk Committee; Board Financial Risk Committee.

**15. That Diane de Saint Victor be reappointed a Director of the Company.**

**Skills and experience:** Diane was appointed as a non-executive Director in March 2013. She is currently General Counsel and Company Secretary and a member of the Group Executive Committee of ABB Limited, the publicly listed international power and automation technologies company based in Switzerland. Her responsibilities include Head of Legal and Integrity Group. She was formerly Senior Vice President and General Counsel of EADS, the European aerospace and defence company. Diane's legal experience and her knowledge of regulatory and compliance matters allows her to provide a unique perspective to the Board and its Committees.

**Independent:** Yes

**Other current principal external appointments:** Member, Advisory Board of The World Economic Forum's Davos Open Forum.

**Committee membership:** Board Audit Committee; Board Conduct, Reputation and Operational Risk Committee.

**16. That Sir John Sunderland be reappointed a Director of the Company.**

**Skills and experience:** Sir John joined the Board as a non-executive Director in June 2005. He has extensive business and board level experience, having spent 40 years with Cadbury Schweppes PLC, where he became Chief Executive and subsequently Chairman. Sir John has significant experience as a director of UK listed companies, and has also held a number of similar positions in trade and professional bodies, including President of the Confederation of British Industry and President of the Chartered Management Institute. Sir John is Chairman of Merlin Entertainments Group plc and was formerly a director of the Financial Reporting Council. In addition to his board level experience, Sir John brings extensive experience and knowledge of retailing and brand marketing.

**Independent:** Yes

Sir John will have served on the Board for nine years in June 2014. The Board has asked Sir John to remain on the Board until the 2015 AGM and is satisfied that Sir John demonstrates the essential characteristics of independence that are expected of Barclays' non-executive Directors.

**Other current principal external appointments:** Non-executive Director, AFC Energy plc; Governor, Reading University Council; Chancellor, Aston University.

**Committee membership:** Board Remuneration Committee (Chairman); Board Conduct, Reputation and Operational Risk Committee; Board Corporate Governance and Nominations Committee; Board Enterprise Wide Risk Committee.

**17. That Sir David Walker be reappointed a Director of the Company.**

**Skills and experience:** Sir David joined the Board as a non-executive Director in September 2012 and became Chairman in November 2012.

Sir David began his career with Her Majesty's Treasury, where, with a period on secondment to the International Monetary Fund in Washington, he served until 1977. Sir David held several key positions at the Bank of England, where he became one of four executive Directors. He was Chairman of the Securities & Investment Board and, ex officio, a nominated member of the Council of Lloyd's. Sir David was a non-executive member of the Court of the Bank of England, a non-executive board member of the former CEEB and subsequently of National Power plc. He was formerly Chairman of Reuters Venture Capital, Vice-Chairman of the Legal & General Group plc and was Chairman of the London Investment Bankers' Association for four years. Sir David was Chairman and CEO of Morgan Stanley International, and subsequently Chairman. He retired as Chairman of Morgan Stanley International in December 2005 but remained a Senior Advisor until the end of August 2012. Sir David is a member and a trustee of the Group of Thirty and previously served as Treasurer of the Group. He was Chairman of the Business Leaders' Group of the East End charity Community Links.

Sir David has completed two reports and made recommendations in respect of the private equity industry and corporate governance at financial institutions. He also co-led the independent review of the report that the FSA produced into the failure of Royal Bank of Scotland and was a member of the four-person Committee chaired by Lord Woolf (former Lord Chief Justice) into ethical business conduct at BAE Systems plc.

Sir David has significant experience as a director and chairman, coupled with an extensive knowledge of the financial services industry. This, in addition to an excellent understanding and experience of boardroom and corporate governance issues, enables him to provide effective leadership to the Barclays Board.

**Independent:** on appointment

**Other current principal external appointments:** Trustee, Cicely Saunders Foundation.

**Committee membership:** Board Conduct, Reputation and Operational Risk Committee (Chairman); Board Corporate Governance and Nominations Committee (Chairman); Board Enterprise Wide Risk Committee (Chairman); Board Remuneration Committee.

## Reappointment of auditors

**18. 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.

## Auditors' remuneration

**19. That the Directors be authorised to set the remuneration of the auditors.**

The Board may set the remuneration of the auditors if authorised to do so by the shareholders. This resolution seeks that authority. Details of the remuneration paid to the Company's external auditors for 2013 and details of how the Board monitors the effectiveness and independence of the external auditors may be found in the 2013 Annual Report.

## Political donations

**20. 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 2015 or on 30 June 2015, 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 EU political organisations or incur EU political expenditure. 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. The authority we are requesting is similar to that given by shareholders at the AGM in 2013 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

## General authority to allot shares and equity securities

**21. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 23 (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 £1,402,743,552, \$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 £2,725,487,104 (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 21) 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 2015 or the close of business on 30 June 2015, 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 21 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 7 March 2014, 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 £1,362,743,552 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 7 March 2014.

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 holders allowing them to purchase securities 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 23 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 7 March 2014, as further described in resolution 23.

Resolution 21 is in line with guidance issued by the Association of British Insurers (ABI). The Directors are also seeking renewed authority under resolution 23 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 ABI but has been discussed previously with the ABI.

We have no current plans to make use of the authority sought under this resolution 21. 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 2015 or the close of business on 30 June 2015, 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

**22. That, in substitution for all existing powers, but without prejudice to any power granted pursuant to resolution 24 (if passed) and subject to the passing of resolution 21, 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 21 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 21, 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 21 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 £204,411,532 representing no more than 5% of the issued ordinary share capital as at 7 March 2014; 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 Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2015) 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), 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. It would also allow us to allot a limited number of equity securities for cash (up to approximately 5% of the current issued ordinary share capital) without first offering them to existing shareholders. In addition, the Company is again seeking authority under resolution 24 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 22 would remain in force until the end of the AGM in 2015 or the close of business on 30 June 2015, 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 22 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 in exercise of the authority contemplated by this resolution 22. However, if passed, resolutions 23 and 24 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)

23. That, in addition to any authority granted pursuant to resolution 21 (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 2015 (or, if earlier, until the close of business on 30 June 2015) 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 23 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 7 March 2014. As at 7 March 2014, the Company did not hold any shares in treasury. Please see Appendix 2 for more information on the ECNs.

The authority sought in this resolution 23 renews (and is in the same form as) the authority granted by the Company's shareholders at the AGM in 2013 in relation to ECNs. Appendix 2 explains how we have calculated the size of the authorities we are seeking. This authority is in addition to the authority proposed in resolution 21, which is the usual authority sought on an annual basis in line with guidance issued by the ABI. Although this authority is not contemplated by the guidance issued by the ABI, it has been discussed previously with the ABI. The authority sought in this resolution 23 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 2015 or the close of business on 30 June 2015, 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)

24. That, in addition to the power granted pursuant to resolution 22 (if passed), and subject to the passing of resolution 23, 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 23, 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 2015 (or, if earlier, until the close of business on 30 June 2015) 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 24 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 7 March 2014, such authority to be exercised in connection with the issue of ECNs. The authority sought in this resolution 24 renews (and is in the same form as) the authority granted by the Company's shareholders at the AGM in 2013 in relation to ECNs. Appendix 2 contains more information on the ECNs, including how we have calculated the size of the authorities we are seeking. Should a Trigger Event occur, the ECNs will convert into or be exchanged for Barclays ordinary shares. The Directors intend to give shareholders the opportunity to purchase the ordinary shares created on conversion or exchange of any ECNs on a *pro rata* basis, where practicable and subject to applicable laws and regulations.

The authority sought in this resolution 24 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 2015 or the close of business on 30 June 2015, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.

## Purchase of own shares

**25. 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 1,635,292,262 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) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003); 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 2015 or the close of business on 30 June 2015, 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 1,635,292,262 ordinary shares. This is not more than 10% of the issued share capital as at 7 March 2014.

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 7 March 2014 is 152,308,542, which represents approximately 0.93% of the issued share capital at that date. As at 7 March 2014 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 1.03% of the issued share capital as at 7 March 2014.

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 which 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

**26. 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 2015 or the close of business on 30 June 2015, 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. The resolution is valid up to the end of the next AGM or the close of business on 30 June 2015, 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 [Barclays.com/investorrelations/vote](http://Barclays.com/investorrelations/vote).

By order of the Board



Lawrence Dickinson  
Company Secretary  
13 March 2014  
1 Churchill Place  
London E14 5HP

Registered in England, Company No. 48839

## Appendix 1

Your questions answered on resolution 4, seeking authority to allow us to increase the maximum ratio of fixed to variable remuneration

### What are shareholders being asked to approve in resolution 4?

The EU Capital Requirements Directive IV (CRD IV), together with rules made by the Prudential Regulation Authority (PRA) that implement CRD IV in the UK, introduce a limit on the ratio of the fixed to variable components of total remuneration for Remuneration Code Staff (as defined in the PRA's Remuneration Code). This new limit applies to variable remuneration in respect of performance years beginning in 2014.

Under CRD IV and the relevant PRA rules, banks and other institutions that are subject to CRD IV are, as a basic rule, prevented from paying Remuneration Code Staff an amount of variable remuneration that is more than 100% of their fixed remuneration. However, the rules permit these institutions to pay such staff an amount of variable remuneration that is up to 200% of their fixed remuneration where shareholder approval is obtained. Shareholders are therefore being asked to approve resolution 4, which would give Barclays the flexibility to pay variable remuneration to its Remuneration Code Staff of up to a maximum limit of 200% of their fixed remuneration.

### Why is Barclays seeking authority to apply a ratio of fixed to variable remuneration above 1:1?

Barclays needs to be market competitive in how it pays its people to ensure that it has the right mix of skills and experience to deliver its business aims and objectives. The CRD IV limit on the ratio of fixed to variable remuneration impacts Barclays globally. This is not the case for Barclays' non-EU headquartered competitors (for example, US financial services firms). For these firms, the CRD IV ratio only applies to their EU operations and not, in general terms, to their non-EU operations. Accordingly, the CRD IV ratio creates a competitive disadvantage for Barclays in the global market for talent, particularly in the US, Asia and Africa. Against this background, it should be noted that around 60% of Barclays' Remuneration Code Staff in 2014 are expected to be based outside the EU. We also anticipate that most of Barclays' main UK and European competitors who are subject to the variable remuneration limit imposed by CRD IV will seek shareholder approval to apply the higher maximum level of variable remuneration.

To remain globally competitive in light of CRD IV, Barclays has implemented changes to its pay structure for affected employees. Barclays' approach of using a new class of fixed remuneration, called Role Based Pay (RBP), complies with the requirements of CRD IV. The introduction of RBP will lead to a reduction in maximum levels of total compensation opportunity for executive Directors, as against previous levels. Further details of RBP are set out in the Directors' Remuneration Report for the year ended 31 December 2013, which appears on pages 89 to 125 of the 2013 Annual Report (available at [Barclays.com/annualreport](http://Barclays.com/annualreport)).

However, despite the introduction of RBP, variable remuneration remains a key feature of remuneration practice in the highly competitive and mobile market for talent within the financial services sector. For us to remain globally competitive and to limit the need to further increase our fixed remuneration cost base, it is essential that we retain an ability to pay our employees in the form of variable remuneration where appropriate and have as much flexibility in this regard as possible.

The ability to recognise performance through variable remuneration further enables the Group to more flexibly control its cost base (and, therefore, its capital base) as well as to react more effectively to events and changed market conditions. If we obtain shareholder approval to apply a fixed to variable remuneration ratio of up to 1:2, we will be better able to control overall fixed levels of remuneration, and hence our fixed cost (and capital) base. A greater proportion of total remuneration will also remain subject to individual and business performance as well as ex-post risk adjustments.

### Which employees are affected by resolution 4?

The CRD IV limit on the ratio of fixed to variable remuneration, as implemented by the PRA, applies only to Remuneration Code Staff. Remuneration Code Staff include categories of staff whose professional activities have a material impact on the Company's risk profile, such as Directors and senior management, risk takers, staff engaged in control functions and employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers.

Barclays had 530 Remuneration Code Staff in 2013. While the number of affected employees will still be a small proportion of total employees, we expect this figure to increase in 2014 if, as anticipated, the definition of Remuneration Code Staff is widened by the PRA following final guidance from the European Banking Authority. The current estimate of our Remuneration Code Staff for 2014, based on this broader definition, is between 1,100 and 1,400. This includes Directors and senior management, risk takers and staff engaged in control functions across all businesses of the Group. The number of Group employees who are Remuneration Code Staff will vary each year so this estimate should only be used as a guide as to how CRD IV and the relevant PRA rules could impact the Group during 2014 and beyond.

### What will be the impact on the requirement to maintain a sound capital base if resolution 4 is passed?

We are committed to maintaining a sound capital base in line with the Group's current and expected regulatory requirements. We do not anticipate that, if resolution 4 is passed, there will be any material impact on the Group's ability to maintain a sound capital base. Indeed, as explained above, if resolution 4 is passed, this will help limit the impact on our capital base.

### What will happen if resolution 4 is not passed?

If we do not obtain approval under resolution 4 for the flexibility to apply the higher maximum ratio of fixed to variable remuneration, it is likely that further changes to our pay structure will have to be implemented in order for us to remain competitive – with the potential for further increases in fixed remuneration.

### Who can vote on resolution 4?

For the purpose of determining whether resolution 4 is passed, we shall inform Barclays Remuneration Code Staff (other than non-executive Directors, who do not have an interest in the resolution) that they should not exercise, directly or indirectly, any voting rights they may have as shareholders or owners or members of the Company in respect of the approval sought under resolution 4 and, where possible, any votes cast by them will be disregarded. This restriction will therefore apply, among others, to the executive Directors, Antony Jenkins and Tushar Morzarria.

## Appendix 2

### 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 new prudential regulatory requirements (introduced under CRD IV and 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 issued £2.1 billion equivalent of AT1 ECNs in 2013 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 £315 million). Shareholder approval is once again being sought in resolutions 23 and 24 (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 CoCo's 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:

- (i) Recovery planning – Barclays is required by its regulators to have in place a Recovery Plan in case Barclays' capital position should come under pressure. 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).
- (ii) Shareholder participation – 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 any 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 for shareholder participation has been written into the terms and conditions of the 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 hold Tier 1 Capital to meet regulatory requirements. Tier 1 Capital may constitute CET1 and AT1. At the time of its 2013 preliminary results announcement, Barclays announced a target CET1 ratio target of 11.5% to 12.0%, with an additional 2.0% of AT1, implying a total Tier 1 target of 13.5% to 14.0%. Meeting this Tier 1 target with a proportion of AT1 is expected to be cheaper than issuing the total target amount in CET1, therefore resulting in a lower weighted-average cost of capital for shareholders. Holding 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 £2.1 billion equivalent of ECNs currently outstanding, which were issued in 2013 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?

The size of the authorities reflected in resolutions 23 and 24 has been calculated based on Barclays' target end-state capital structure designed to meet the expected capital requirements under new prudential regulatory requirements. That structure assumes around 2.0% of RWAs in AT1 form, which includes Barclays' current additional 0.5% requirement for the impact of Pillar 2A (Barclays' 'Pillar 2A' requirement is a point in time assessment made at least annually by the PRA. It is expected to vary over time in accordance with individual capital guidance). These authorities are set at a level to provide maximum flexibility to Barclays in managing its capital structure efficiently given the uncertainties that remain in both the precise regulatory requirements and the market for this relatively new form of capital instrument.

## (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, 22 April 2014 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, 22 April 2014 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 member 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 member 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, 24 April 2014 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 7 March 2014 (being the latest practicable date before publication of this document) the Company's issued share capital comprised 16,352,922,627 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 7 March 2014 was 16,352,922,627.

## (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 [Barclays.com/agm](http://Barclays.com/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, 22 April 2014, 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 [Barclays.com/investorrelations/vote](http://Barclays.com/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 Barclays e-view ([www.eviewsignup.co.uk](http://www.eviewsignup.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, 22 April 2014;
- You can sign and return your Proxy Form appointing the Chairman or another person to vote for you. You should return your form to The Registrar to Barclays in the enclosed pre-paid envelope so that it is received by no later than 11.00am on Tuesday, 22 April 2014; or
- 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 must 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. Alternatively, you can appoint a proxy to vote on your behalf on our website at [Barclays.com/investorrelations/vote](http://Barclays.com/investorrelations/vote). To be valid, proxy appointments must be received no later than 11.00am on Tuesday, 22 April 2014.

### 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 Barclays e-view ([www.eviewsignup.co.uk](http://www.eviewsignup.co.uk)). Alternatively, if you would like to vote by appointing a proxy using a Proxy Form, please contact The Registrar to Barclays.

### 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.

### 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 The Registrar to Barclays. The statement must arrive with The Registrar by 11.00am on Tuesday, 22 April 2014, 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 3, 5 to 21 and 23 are determined by a majority of votes. Resolutions 22 and 24 to 26 are being proposed as special resolutions and will therefore require a 75% majority of the votes cast for them to be passed. Resolution 4 must be approved by shareholders holding a majority of at least 66% of the shares represented (in person or by proxy) at the AGM, provided that at least 50% of the total shares are represented (in person or by proxy) at the AGM. If the latter condition is not met, at least 75% of the shares represented (in person or by proxy) at the AGM must be voted in favour of resolution 4 in order for it to be passed.

Our Registrar 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 meeting room shortly after the AGM. The final results will be announced to the London Stock Exchange and will appear on our website at [Barclays.com/agm](http://Barclays.com/agm).

## Shareholders' Questions and Answers > continued

### 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. 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 Shareholder Relations at Barclays PLC, 1 Churchill Place, London E14 5HP or 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 The Registrar to Barclays 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 The Registrar to Barclays on 0871 384 2055\* (in the UK) or on +44 121 415 7004 (from overseas) or by email at [questions@share-registers.co.uk](mailto:questions@share-registers.co.uk)

\*Calls to this number cost 8p per minute plus network extras. Lines are open 8.30am to 5.30pm UK time, Monday to Friday, excluding UK public holidays.

### 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 The Registrar to Barclays.

## Shareholder information >

If you need help, contact The Registrar to Barclays



#### Telephone

0871 384 2055\* (in the UK)  
+44 121 415 7004 (from overseas)



#### Email

[questions@share-registers.co.uk](mailto:questions@share-registers.co.uk)



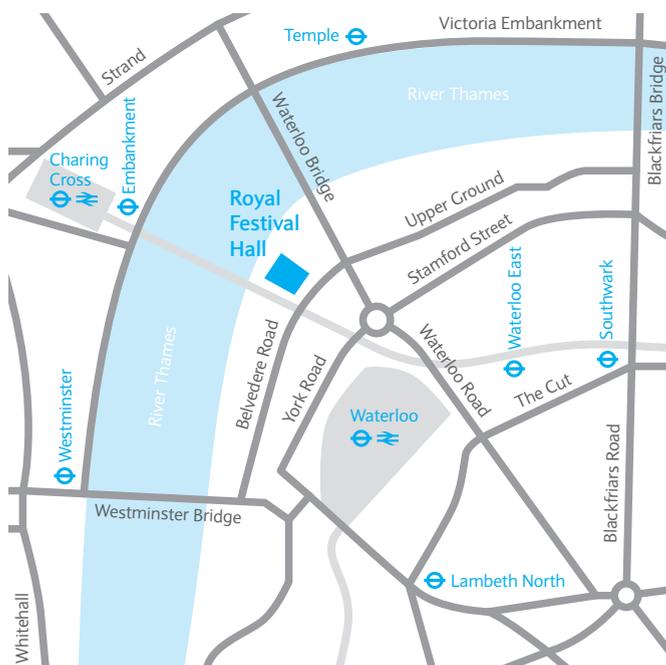
#### Postal address

The Registrar to Barclays  
Aspect House, Spencer Road  
Lancing, West Sussex BN99 6DA  
United Kingdom

\*Calls cost 8p per minute plus network extras. Lines are open from 8.30am to 5.30pm, Monday to Friday, excluding UK public holidays.

# Additional information for shareholders attending the Annual General Meeting

The AGM will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX



## 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)

## Date

Thursday, 24 April 2014

## Time

The AGM will start promptly at 11.00am

You should allow 15 to 20 minutes for security and registration formalities.

## AGM schedule

10.00am

- Registration desks open
- Tea and coffee available
- Q&A registration opens

11.00am

- The AGM starts in the Meeting Room

1.00pm (approximately)

- Light refreshments available (after the conclusion of the AGM)

The final poll results are expected to be released to the London Stock Exchange on Thursday, 24 April 2014.

## 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. 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 The Registrar's staff who will be available as you arrive at the venue. Corporate representatives, proxies and 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 staff 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 2013 Strategic Report is available, free of charge, either on request in writing from The Registrar to Barclays or at the AGM.

## First aid

First aid facilities will be available. Please approach any member of Barclays staff.

## Refreshments

Tea and coffee will be available before the AGM. After the business of the AGM has been concluded, light refreshments will be available.

## Go online

 Further information on our Annual Report [barclays.com/annualreport](http://barclays.com/annualreport)

This report is printed on paper made in the UK using FSC® certified fibre. The printer and manufacturing mill are both accredited with the ISO 14001 Environmental Management System Standards and are both FSC® certified. The mill operates a low carbon policy in accordance with the Government Climate Change Agreement (CCA), helping to reduce the carbon footprint of this document.

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