

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 purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.



Dear Shareholder,

This year's Annual General Meeting (AGM) will be held on Thursday, 23 April 2015 at the Royal Festival Hall, London, at 11:00am. The Notice of AGM, which is set out in the following pages, describes the business that will be proposed and sets out the procedures for your participation and voting. The AGM is important to Barclays as a valuable opportunity for the Board to consider with shareholders the performance of the Group.

This is my last AGM as Barclays Chairman. Barclays announced in September 2014 that John McFarlane will succeed me. John is standing for election at the AGM and, subject to your approval of his election as proposed under resolution 4, he will assume the position of Chairman with effect from the conclusion of the AGM, when I will retire from the Barclays Board.

In addition, Sir John Sunderland will retire with effect from the conclusion of the AGM. John has made an outstanding contribution to Barclays and to the work of the Board since joining almost ten years ago and has also provided great support to me personally, particularly in leading the search for my successor, in helping to refresh the Board and identifying successors for us both. On your behalf, I would like to thank John and wish him well for the future.

You will see from the Notice of AGM that this year your Board is recommending the appointment of two Directors, Crawford Gillies and John McFarlane, and the reappointment of 11 Directors. All of the Directors, with the exception of John McFarlane, who joined the Board at the start of 2015, 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. Further information is set out on page 2 of this document.

If you are unable to attend the meeting to vote in person, please complete and submit your proxy form 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. Whilst we cannot answer questions individually, we intend to provide responses to the topics most frequently raised. My speech, and that of the Group Chief Executive, will be available on barclays.com/agm 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 shortly 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.

Finally, I would like to acknowledge and sincerely thank shareholders for the support I have received during my time as your Chairman. It has been a privilege to serve Barclays and I wish the Company every continuing success.



Sir David Walker
Group Chairman
Barclays PLC
2 March 2015

The Board

A number of changes to the Barclays Board have taken place since the 2014 AGM, with the retirements of Fulvio Conti and Simon Fraser and the appointments of Crawford Gillies and John McFarlane. In making new appointments, the Board took into account the skills and experience lost when Directors retired, in addition to the expertise and qualities needed to ensure the Board remains diverse and contains the right balance of skills, knowledge and experience to support the delivery of Barclays' strategic objectives.

Each Director, with the exception of John McFarlane who became a Director on 1 January 2015, was subject to a rigorous performance evaluation process, details of which can be found in our 2014 Annual Report.

We consider each Director to be fully effective and that the contribution and individual perspective they bring to the Board and its discussions are valuable. In determining the independence of the non-executive Directors, the Board considered both the guidance on independence set out in the UK Corporate Governance Code (the Code), in addition to its own criteria on independence, which can be found in Corporate Governance in Barclays, available from barclays.com/investorrelations. Having considered these guidelines the Board considers that all non-executive Directors standing for re-election demonstrate the essential characteristics of independence deemed necessary by the Board. For the purposes of the Code, however, the Board has decided not to designate Wendy Lucas-Bull as independent, owing to her position as chairman of Barclays Africa Group Limited, which is majority owned by Barclays.

Directors standing for appointment



Crawford Gillies,
Non-executive Director

Resolution: 3



John McFarlane,
Non-executive Director

Resolution: 4

Directors standing for reappointment



Mike Ashley,
Non-executive Director

Resolution: 5



Tim Breedon,
Non-executive Director

Resolution: 6



Reuben Jeffery III,
Non-executive Director

Resolution: 7



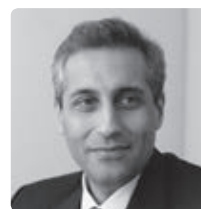
Antony Jenkins,
Group Chief Executive

Resolution: 8



Wendy Lucas-Bull,
Non-executive Director

Resolution: 9



Tushar Morzaria,
Group Finance Director

Resolution: 10



Dambisa Moyo,
Non-executive Director

Resolution: 11



Frits van Paasschen,
Non-executive Director

Resolution: 12



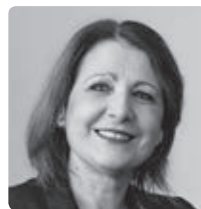
Sir Michael Rake,
Deputy Chairman and
Senior Independent
Director

Resolution: 13



Steve Thieke,
Non-executive Director

Resolution: 14



Diane de Saint Victor,
Non-executive Director

Resolution: 15

Notice of AGM

Notice is hereby given that the 2015 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, 23 April 2015 at 11:00am to transact the following business:

Resolutions

The resolutions numbered 1 to 19 and 21 are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 20 and 22 to 24 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 2014, 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 2014).

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 2014 will be paid on 2 April 2015.

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 2014, 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 2014 appears on pages 77 to 110 of the 2014 Annual Report, which is available at barclays.com/annualreport. The Directors' Remuneration Report contains an abridged version of the Directors' Remuneration Policy, which was approved at the AGM in 2014. This part of the Directors' Remuneration Report will not be subject to a vote at this meeting. 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 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. Crawford Gillies and John McFarlane have each joined the Board since the last AGM and are accordingly seeking appointment by shareholders.

3. That Crawford Gillies be appointed a Director of the Company.

Skills and experience: Crawford was appointed to the Board as a non-executive Director with effect from 1 May 2014 and will succeed Sir John Sunderland as the Chairman of the Board Remuneration Committee at the conclusion of the AGM. He has over three decades of business and management experience, initially with Bain & Company, a firm of international management consultants, where he held the position of managing director Europe from 2001 to 2005. Since 2007 he has been on the board of Standard Life plc, where he has chaired the remuneration committee. He was chairman of the law firm Hammonds, now Squire Sanders (2006 – 2009), has chaired Control Risks Group Holdings Ltd since 2007 and formerly chaired Touch Bionics. He joined the board of MITIE Group PLC in 2012. He has also held public sector posts in England and Scotland. He was formerly an independent member of the Department of Trade & Industry (now the Department for Business, Innovation and Skills) and chaired its audit & risk committee. He is currently chairman of Scottish Enterprise and he is a former chairman of the Confederation of British Industry.

Independent: Yes

Other current principal external appointments: Board Member, The Edinburgh Academy; Member, Advisory Board of The School for CEOs.

Committee membership: Board Audit Committee; Board Remuneration Committee.

4. That John McFarlane be appointed a Director of the Company.

Skills and experience: John was appointed to the Board as a non-executive Director with effect from 1 January 2015 and will succeed Sir David Walker as Chairman at the conclusion of the 2015 AGM. John is currently chairman of Aviva plc, having joined the Aviva board in September 2011 before becoming chairman in July 2012, and chairman of FirstGroup plc. He will step down from both of these positions at the conclusion of each company's 2015 AGM. John has a strong track record as a CEO and subsequently as a chairman, and brings to Barclays extensive experience of investment, corporate and retail banking, as well as insurance, strategy, risk and cultural change. John served as Chief Executive Officer of Australia and New Zealand Banking Group (ANZ) from 1997 to 2007 and prior to that was a group executive director at Standard Chartered. He has also held senior positions at Citicorp, including as managing director of Citicorp Investment Bank and later head of Citicorp and Citibank in the UK and Ireland. His past non-executive directorships include Royal Bank of Scotland Group and Capital Radio.

Independent: Yes

Other current principal external appointments: Director, Westfield Group; Director, Old Oak Holdings Ltd.

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

Notice of AGM

continued

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 5 to 15 below.

5. That Mike Ashley be reappointed 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 formed 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, including 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; Chairman, Government Internal Audit Agency; Board Member, Charity Commission of England and Wales.

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

6. 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, a position he held from January 2006 to June 2012. 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; Trustee, Marie Curie Cancer Care.

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

7. 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 president 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; Director, Financial Services Volunteer Corps; Member of the International Advisory Committee, J Rothschild Capital Management.

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

8. 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 Group Limited (now Barclays Africa Group Limited). 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; Trustee Director, Business in the Community.

Committee membership: Group Executive Committee.

9. That Wendy Lucas-Bull be reappointed 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 has held senior board positions at the Development Bank of Southern Africa, the South African Financial Markets Advisory Board, Eskom, Aveng Ltd and Nedbank Group Limited. Wendy has also held positions on the boards of Telkom SA, Alexander Forbes Ltd, Dimension Data PLC and Anglo American Platinum Ltd. Wendy's extensive experience provides the Board with valuable retail, commercial, asset management and investment banking expertise. Her widespread experience stems from board level positions in South African banks, having led some of South Africa's blue chip companies, most notably as CEO of one of the largest retail banks in South Africa, serving as a senior executive of one of the major investment banks in South Africa, as well as her years of providing consultancy services to the largest banks, financial exchanges and insurers in South Africa and Internationally. As a CEO she has a track record of successful financial turnaround and cultural transformation of a major South African bank. 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 contributes greatly toward discussions on the 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, Operational and Reputational Risk Committee.

10. That Tushar Morzaria be reappointed a Director of the Company.

Skills and experience: Tushar joined the Board and Group 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 has proved invaluable in his role as Group Finance Director.

Other current principal external appointments: None

Committee membership: Group Executive Committee.

11. 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, Operational and Reputational Risk Committee; Board Audit Committee; Board Financial Risk Committee.

12. That Frits van Paasschen be reappointed 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 CEO, most recently CEO 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

13. 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.

Notice of AGM continued

14. That Steve Thieke be reappointed 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 20 years, where he held several senior positions in credit and capital markets 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 10 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.

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. She was formerly senior vice president and general counsel of the Airbus Group (formerly 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, Operational and Reputational Risk Committee.

Reappointment of auditors

16. 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

17. 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 2014 and details of how the Board monitors the effectiveness and independence of the external auditors may be found in the 2014 Annual Report.

Political donations

18. 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 2016 or on 30 June 2016, 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 of 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. The authority we are requesting is similar to that given by shareholders at the AGM in 2014 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

General authority to allot shares and equity securities

19. That, in substitution for all existing authorities but without prejudice 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:

(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 £1,415,195,502, \$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 £2,750,391,004 (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 19) 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 2016 or the close of business on 30 June 2016, 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 19 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 27 February 2015, 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 £1,375,195,502 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 27 February 2015.

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 21 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 27 February 2015, as further described in resolution 21.

Resolution 19 is in line with guidance issued by The Investment Association (the 'IA'). The Directors are also seeking renewed authority under resolution 21 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 discussed with the IA.

We have no present intention to make use of the authority sought under this resolution 19. The authority is, however, sought to ensure that the Company has maximum flexibility in managing the Group's capital resources and responding to business opportunities. 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 2016 or the close of business on 30 June 2016, 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

20. That, in substitution for all existing powers, but without prejudice to any power granted pursuant to resolution 22 (if passed) and subject to the passing of resolution 19, 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 19 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 19, 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 19 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 £206,279,325 representing no more than 5% of the issued ordinary share capital as at 27 February 2015; 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, until the close of business on 30 June 2016, whichever is earlier) 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.

Notice of AGM continued

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 22 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 20 would remain in force until the end of the AGM in 2016 or the close of business on 30 June 2016, whichever is the earlier.

We seek annual renewal of this authority in accordance with best practice. We have no present intention to make use of the authority contemplated by this resolution 20 but wish to ensure that the Company has maximum flexibility in managing the Group's capital resources and responding to business opportunities. 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 20. However, if passed, resolutions 21 and 22 would allow this level to be exceeded for the issuance of ECNs, or upon conversion or exchange of ECNs.

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

21. That, in addition to any authority granted pursuant to resolution 19 (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 2016 (or, until the close of business on 30 June 2016, whichever is earlier) 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 21 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 27 February 2015. As at 27 February 2015, 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 21 renews (and is in the same form as) the authority granted by the Company's shareholders at the AGM in 2014 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 19, 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 with the IA.

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 2016 or the close of business on 30 June 2016, 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)

22. That, in addition to the power granted pursuant to resolution 20 (if passed), and subject to the passing of resolution 21, 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 21, 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 2016 (or, until the close of business on 30 June 2016, whichever is earlier) 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 22 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 27 February 2015, such authority to be exercised in connection with the issue of ECNs. The authority sought in this resolution 22 renews (and is in the same form as) the authority granted by the Company's shareholders at the AGM in 2014 in relation to ECNs. Appendix 1 contains more information on the ECNs.

The authority sought in this resolution 22 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 2016 or the close of business on 30 June 2016, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.

Purchase of own shares

23. 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 1,650,234,602 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 2016 or the close of business on 30 June 2016, 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 1,650,234,602 ordinary shares. This is not more than 10% of the issued share capital as at 27 February 2015.

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 27 February 2015 is 131,778,262, which represents approximately 0.80% of the issued share capital at that date. As at 27 February 2015 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 0.89% of the issued share capital as at 27 February 2015.

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

24. 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 2016 or the close of business on 30 June 2016, 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 up to the end of the next AGM or the close of business on 30 June 2016, 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.

By order of the Board



Lawrence Dickinson
Company Secretary
2 March 2015
1 Churchill Place
London E14 5HP

Registered in England, Company No. 48839

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 prudential regulatory requirements (introduced under the 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 £4.3 billion equivalent of AT1 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 £663 million). Shareholder approval is once again being sought in resolutions 21 and 22 (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 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).

The terms and conditions of ECNs issued by Barclays to date have included a mechanism to give shareholders the opportunity to purchase the ordinary shares issued on conversion or exchange of 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 is known as a Conversion Share Offer. The Directors intend, if permitted by law and regulation, to retain a Conversion Share Offer in future issuances of ECNs by Barclays. However, in October 2014 the European Banking Authority (EBA) published a report on the monitoring of AT1 instruments by EU institutions, in which it indicated that mechanisms such as the Conversion Share Offer should not form part of the terms and conditions of AT1 issuance. The Directors continue to evaluate the EBA report and the potential impact it may have on Barclays' ability to include a Conversion Share Offer in future issuances of 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 2014 results announcement, Barclays confirmed a target CET1 ratio of greater than 11% and expects to reach a range of 11.5% to 12.0% in the end state. With current expectations of a further 2.0% of AT1, this implies total Tier 1 Capital in the range of 13.5% to 14.0% in the end state. Achieving this Tier 1 range 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 £4.3 billion 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 evolving 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, 21 April 2015 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, 21 April 2015 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, 23 April 2015 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 27 February 2015 (being the latest practicable date before publication of this document) the Company's issued share capital comprised 16,502,346,024 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 27 February 2015 was 16,502,346,024.

(g) Forward-looking statements

The appendix to the Notice of AGM contains 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.

(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, 21 April 2015, 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 to be held on Thursday, 23 April 2015;
- You can appoint a proxy online to vote on your behalf on our website at 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 Shareview (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, 21 April 2015;
- 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, 21 April 2015; 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. To be valid, proxy appointments must be received no later than 11:00am on Tuesday, 21 April 2015.

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). 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.

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, 21 April 2015, 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 19 and 21 are determined by a majority of votes. Resolutions 20 and 22 to 24 are being proposed as special resolutions and will therefore require a 75% majority of the votes cast for them 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 exhibition area 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.

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.

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.

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:

0871 384 2055* (in the UK); or

+44 121 415 7004 (from overseas)

Shareholder information

If you need help, contact our Registrar, Equiniti.



Web
www.shareview.co.uk



Telephone
0871 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

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

Additional information for shareholders attending the Annual General Meeting

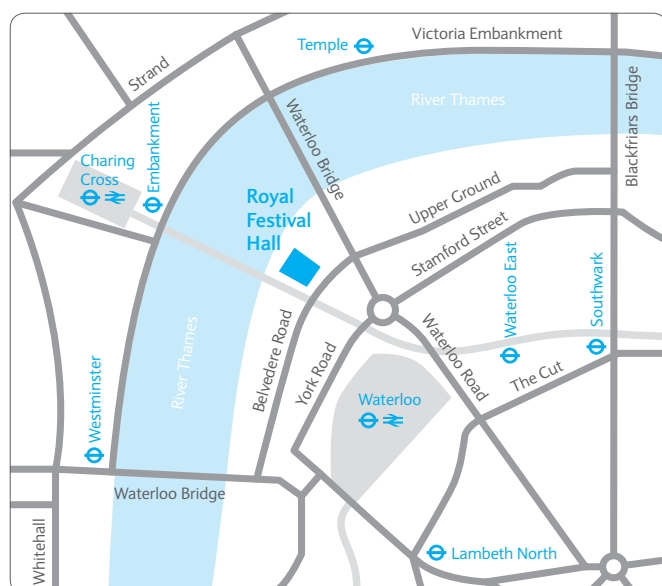
The AGM will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX

AGM details	
Date	Thursday, 23 April 2015
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	
9:30am	<ul style="list-style-type: none"> Registration desks open Tea and coffee available Q&A registration opens
10:15 – 10:30am	<ul style="list-style-type: none"> 'Barclays at 325' Exhibition Exhibition curator, Professor Leslie Hannah, will introduce the Exhibition
10:40 – 10:55am	<ul style="list-style-type: none"> Performance by Barclaybrass in the Meeting Room
11:00am	<ul style="list-style-type: none"> The AGM starts in the Meeting Room
1:00pm (approximately)	<ul style="list-style-type: none"> Light refreshments available (after the conclusion of the AGM)
1:00 – 1:15pm	<ul style="list-style-type: none"> Performance by Barclaybrass in the Exhibition Area
1:15pm onwards	<ul style="list-style-type: none"> Professor Leslie Hannah, Barclays archivists and Barclays leaders will meet shareholders in the Exhibition Area
2:30pm	<ul style="list-style-type: none"> Venue closes
The final poll results are expected to be released to the London Stock Exchange on Thursday, 23 April 2015. They will be available on barclays.com/aggm 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



Barclays at 325: a curated exhibition

In 2015 Barclays will be 325 years old. This longevity is an extraordinary achievement, especially against the backdrop of multiple financial crises, international conflicts, and the agricultural, industrial and now technological revolution.

Two years into one of the most intense periods of transformation in the bank's history, we have an opportunity to reflect on just how far we've come. Not just since 2012, but since 1690.

To help us do this, Professor Leslie Hannah, visiting professor at the London School of Economics and co-author of Barclays: The Business of Banking 1690 – 1996, has curated a special 325th anniversary exhibition to be displayed at this year's AGM.

From pioneering international trade finance and large-scale branch banking, to the world's first cash machine and mobile cheque deposit technology, the exhibition will track Barclays' evolution over 325 years.

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. 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 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 2014 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 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

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