

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

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



Dear Fellow Shareholder,

This year's Annual General Meeting (AGM) will be held on Wednesday, 10 May 2017 at the Royal Festival Hall, London, at 11.00am. The following pages contain the Notice of AGM, setting out the business that will be proposed and the procedures for your participation and voting. The AGM is a valuable opportunity for the Board to review the performance of the Group with shareholders and we encourage you to attend the AGM, raise questions and to vote.

This is my second AGM as your Chairman and I am looking forward to updating you on the progress we are making in the delivery of our strategy and hearing your questions on Barclays' performance and prospects.

As set out in the Notice of AGM, this year we are recommending the appointment of Mary Francis and Sir Ian Cheshire as non-executive Directors of Barclays PLC. Mary joined the Board in October 2016 and Sir Ian is due to join the Board in April 2017. Both Mary and Sir Ian bring significant experience as non-executive Directors. All of the other current Directors, with the exception of Diane de Saint Victor and Steve Thieke, who will retire at the conclusion of the AGM, are submitting themselves for reappointment. Their biographies can be found in the Notice of AGM. I should like to thank Diane and Steve for their support and diligence on the Board.

All of the current Directors, with the exception of Mary Francis who joined the Board towards the end of the year and Sir Ian Cheshire, were subject to a formal and rigorous performance appraisal, further details of which can be found in the 2016 Annual Report which is available at [home.barclays/annualreport](http://home.barclays/annualreport). The Board considers that each of the Directors is discharging their duties and responsibilities effectively, and continues to make a strong contribution to the work of the Board and to Barclays. Each Director brings valuable skills and experience to the Board and its Committees and further information can be found in the biographies on pages 3-5 of this document.

You may recall that in April 2016 shareholders approved, for the purposes of Chapter 10 of the UK Listing Rules, a sell down of Barclays' shareholding in Barclays Africa Group Limited that would result in the accounting deconsolidation of Barclays Africa. This approval will expire at the end of this year's AGM. Our intention continues to be to reduce Barclays' shareholding in Barclays Africa Group Limited to a level that would permit us to achieve accounting and regulatory deconsolidation. Owing to the size of the transaction relative to Barclays, such a sell down would no longer amount to a class 1 transaction for the purposes of the UK Listing Rules and therefore no longer requires shareholder approval.

If you are unable to attend the meeting to vote in person, please complete and submit your proxy form by following the instructions on page 12. Submitting a proxy form will ensure that 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.

All resolutions at the AGM will be put to a vote on a poll, rather than being decided by a show of hands. Your Directors believe that this results in a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they are able to attend the meeting. On a poll, each shareholder has one vote for every share held. The results of the voting on the resolutions will be announced to the London Stock Exchange and published on our website as soon as possible after the conclusion of the meeting. My speech and that of the Group Chief Executive will also be available on [home.barclays/agm](http://home.barclays/agm) from the day of the meeting.

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



**John McFarlane**  
Group Chairman  
Barclays PLC  
8 March 2017

# The Board

When making new appointments to the Board, the Directors take into account the current skills, experience and diversity of the Board, together with desired attributes identified from the Board skills matrix. The Directors also consider the experience that is lost through recent and planned retirements, to ensure that the Board maintains the skills, knowledge and expertise it needs to operate effectively and create and deliver sustainable shareholder value. Since the 2016 AGM, Mary Francis has been appointed to the Board, having undergone a formal selection process that evaluated the skills and experience that she could bring to the Board. It was announced in February 2017 that Sir Ian Cheshire will be joining the Board with effect from 3 April 2017. Sir Ian is also appointed Chairman designate of Barclays' ring-fenced bank, Barclays UK, which is in the process of being established.

The Board self-assesses its performance and those of the Directors annually. The 2016 assessment was externally facilitated and, having evaluated the findings, the Board considers each Director who was assessed, to be fully effective. In addition, the Board has determined that all non-executive Directors standing for reappointment at the 2017 AGM are independent. This decision is based on guidance set out in the UK Corporate Governance Code and behaviours determined by the Barclays Board to be essential indicators of independence. These behaviours are described in Corporate Governance in Barclays, Barclays' corporate governance guidelines, which can be viewed at [home.barclays/corporategovernance](http://home.barclays/corporategovernance).

## Directors standing for appointment



**Mary Francis,**  
Non-executive Director

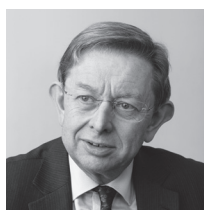
**Resolution: 4**



**Sir Ian Cheshire,**  
Non-executive Director

**Resolution: 5**

## Directors standing for reappointment



**Mike Ashley,**  
Non-executive Director

**Resolution: 6**



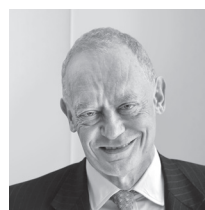
**Tim Breedon,**  
Non-executive Director

**Resolution: 7**



**Crawford Gillies,**  
Non-executive Director

**Resolution: 8**



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

**Resolution: 9**



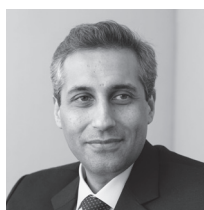
**Reuben Jeffery III,**  
Non-executive Director

**Resolution: 10**



**John McFarlane,**  
Group Chairman

**Resolution: 11**



**Tushar Morzaria,**  
Group Finance Director

**Resolution: 12**



**Dambisa Moyo,**  
Non-executive Director

**Resolution: 13**



**Diane Schueneman,**  
Non-executive Director

**Resolution: 14**



**James Staley,**  
Group Chief Executive

**Resolution: 15**

# Notice of AGM

Notice is hereby given that the 2017 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 Wednesday, 10 May 2017 at 11.00am to transact the following business:

## Resolutions

The resolutions numbered 1 to 19, 22 and 26 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 21 and 23 to 25 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 2016, now laid before the meeting, be received.**

Barclays is 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 2016) ('2016 Annual Report' which is available at [home.barclays/annualreport](http://home.barclays/annualreport)).

PricewaterhouseCoopers LLP will be present at the AGM to answer shareholder questions notwithstanding that it will resign as Barclays Auditor ahead of the AGM.

The Company's Articles of Association permit the Board to pay interim and final dividends. Barclays uses 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 2016 will be paid on 5 April 2017.

## Directors' Remuneration Report

**2. That the Directors' Remuneration report (other than the part containing the Directors' remuneration policy) for the year ended 31 December 2016, 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 2016 appears on pages 99 to 133 of the 2016 Annual Report, which is available at [home.barclays/annualreport](http://home.barclays/annualreport). A summary remuneration report can be found in the Strategic Report, which is also available online. The 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 2016, now laid before the meeting, be approved.**

The Act requires quoted companies to present to shareholders a Directors' remuneration policy for approval at least every three years. The policy was last approved by shareholders at the 2014 AGM. The proposed Directors' remuneration policy appears on pages 108 to 120 of the Directors' Remuneration report for the year ended 31 December 2016, which is contained in the 2016 Annual Report (available at [home.barclays/annualreport](http://home.barclays/annualreport)).

The Directors' remuneration policy sets out the Company's policy on making remuneration payments to its Directors. The proposed policy adopts, where possible, a more simplified and transparent approach to remuneration and is closely aligned to Barclays' remuneration philosophy. Changes to the policy also address recent regulatory developments, in particular, the requirement to defer bonus and LTIP awards for a period of up to seven years. A summary of the main changes to the policy is set out on page 113 of the Directors' Remuneration report for the year ended 31 December 2016. The shareholders vote is binding in nature, so payments under the policy cannot be made until the policy or payment has been approved by the Company's shareholders. The new policy is intended to apply for three years from the conclusion of this year's AGM, subject to shareholder approval. Unless requested earlier, shareholders will next be asked to approve a Directors' remuneration policy at the 2020 AGM.

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

The Company's Articles of Association provide that any new Director appointed by the Board during the year may hold office only until the next AGM, when that Director must stand for appointment by the shareholders. Mary Francis and Sir Ian Cheshire will each have joined the Board since the last AGM and are accordingly seeking appointment by shareholders.

**4. That Mary Francis be appointed a Director of the Company.**

**Skills and experience:** Mary has extensive board-level experience across a range of industries. She is a non-executive director of Swiss Re Group and Enco plc and was formerly Senior Independent Director of Centrica and a non-executive director of the Bank of England, Aviva and Alliance & Leicester. She held senior executive positions in the UK Treasury and Prime Minister's Office and in the City as Director General of the Association of British Insurers. She brings to Barclays strong understanding of the interaction between public and private sectors and skills in strategic decision-making and all aspects of board governance.

**Independent:** Yes

**Other current principal external appointments:** Advisory Panel of The Institute of Business Ethics

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

**5. That Sir Ian Cheshire be appointed a Director of the Company.**

**Skills and experience:** Sir Ian Cheshire has been chairman of Debenhams plc since April 2016. He is currently the Senior Independent Director of Whitbread PLC and chairman of the advisory board of the Cambridge Institute for Sustainability Leadership. Sir Ian's other appointments include working as the Government Lead Non-Executive, as well as being trustee of the Prince of Wales's Charitable Foundation and of Business in the Community. Sir Ian retired as Group Chief Executive of Kingfisher plc in January 2015 after 7 years in the role and 17 years with the company. He retired as non-executive director of Bradford & Bingley plc eight years ago. His other former roles include chairman of the British Retail Consortium.

**Independent:** Yes

**Other current principal external appointments:** Maisons du Monde SA; Menhaden Capital PLC

**Committee membership:** None

## Annual reappointment of Directors

Section B.7.1 of the UK Corporate Governance Code recommends that all Directors of FTSE 350 companies should be subject to annual reappointment by shareholders. The Directors standing for reappointment in light of this provision are listed in resolutions 6 to 15 below.

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

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

**Independent:** Yes

**Other current principal external appointments:** ICAEW Ethics Standards Committee; International Ethics Standards Board for Accountants; Chairman, Government Internal Audit Agency; Charity Commission

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

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

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

**Independent:** Yes

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

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

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

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

**Independent:** Yes

**Other current principal external appointments:** SSE plc; Control Risks International; The Edrington Group Limited

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

### 9. That Sir Gerry Grimstone be reappointed a Director of the Company.

**Skills and experience:** Sir Gerry brings to the Board a wealth of investment banking, financial services and commercial experience gained through his senior roles at Schroders and his various board positions. Sir Gerry has global business experience across the UK, Asia, the Middle East and the US. Sir Gerry has significant experience as a non-executive director and chairman. He is currently the chairman of Standard Life plc, independent non-executive board member of Deloitte LLP and the lead non-executive at the Ministry of Defence.

**Independent:** Yes

**Other current principal external appointments:** Financial Services Trade and Investment Board

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

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

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

**Independent:** Yes

**Other current principal external appointments:** Advisory Board of Towerbrook Capital Partners LP; Rothschild Capital Management Limited; Financial Services Volunteer Corps; The Asia Foundation

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

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

**Skills and experience:** John is a senior figure in global banking and financial services circles and is in his 42nd year in the sector, including 22 years as a main board director, 10 years as a CEO and six years as a chairman. John is chairman of Barclays PLC and Barclays Bank PLC. He is also a non-executive director of Westfield Corporation and Old Oak Holdings Limited. He is chairman of TheCityUK and a member of the Financial Services Trade and Investment Board and the European Financial Round Table. John was formerly chairman of Aviva plc, where he oversaw a transformation of the company and for a brief period he was also chairman of FirstGroup plc. He was also a non-executive director of The Royal Bank of Scotland plc, joining at the time of the UK government rescue. Prior to that, for 10 years, he was chief executive officer of Australia and New Zealand Banking Group Ltd, Group Executive Director of Standard Chartered plc and head of Citibank in the UK.

**Independent:** Yes

**Other current principal external appointments:** None

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

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

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

**Other current principal external appointments:** Member of the 100 Group main committee

**Committee membership:** None

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

**Skills and experience:** Dambisa is an international economist and commentator on the global economy, having completed a PhD in economics. Dambisa has a background in financial services and a wide knowledge and understanding of African economic, political and social issues, in addition to her experience as a director of companies with complex, global operations. She served as a non-executive director of SABMiller Plc from 2009-2016.

**Independent:** Yes

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

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



#### 14. That Diane Schueneman be reappointed a Director of the Company.

**Skills and experience:** Diane joined Barclays after an extensive career at Merrill Lynch, holding a variety of senior roles, including responsibility for banking, brokerage services and technology provided to the company's retail and middle market clients, and latterly for IT, operations and client services worldwide. She brings a wealth of experience in managing global, cross-discipline business operations, client services and technology in the financial services industry. Diane is a member of the board of Barclays US LLC, Barclays US intermediate holding company.

**Independent:** Yes

**Other current principal external appointments:** None

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

#### 15. That James Staley be reappointed a Director of the Company.

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

**Other current principal external appointments:** None

**Committee membership:** None

### Appointment of auditors

#### 16. That KPMG LLP, Chartered Accountants and Statutory Auditors, be appointed 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.

At each AGM when accounts are presented the Company is required by the Act to appoint auditors. 2016 is the last financial year for which PricewaterhouseCoopers LLP will hold office as Barclays' external auditor. Barclays conducted a tender of its external audit during 2015 and announced in July 2015 that KPMG LLP had been appointed as Barclays' external auditor with effect from the 2017 financial year onwards. PricewaterhouseCoopers LLP will resign as auditors ahead of the AGM at which point KPMG LLP will be appointed by the Board to fill the vacancy. The Board, on the unanimous recommendation of the Board Audit Committee, is now proposing to shareholders the appointment of KPMG LLP as auditor.

### Auditors' remuneration

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

The Directors may set the remuneration of the auditors if authorised to do so by the shareholders. This resolution seeks authority for the Board Audit Committee to set auditor remuneration for 2017. Under the Competition and Markets Authority's Statutory Audit Services Order, the audit committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board. Details of the remuneration paid to the Company's external auditors for 2016 and details of how the effectiveness and independence of the external auditors is monitored and assessed may be found in the 2016 Annual Report.

### Political donations

18. That, in accordance with sections 366 and 367 of 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 parties, and/or independent election candidates, not exceeding £25,000 in total;
- (b) make donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) 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 2018 or on 30 June 2018, whichever is the earlier, provided that the maximum amounts referred to in (a), (b) and (c) 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 parties', 'independent election candidates', '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 the Company's stakeholders to ensure that issues and concerns affecting the operations of Barclays are considered and addressed, but which would not be considered as political donations or political expenditure in the layman's sense. The activities referred to above are not designed to support any political party nor to influence public support for any political party or political outcome. The authority the Company is requesting is similar to that given by shareholders at the AGM in 2016 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 22 (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 £1,453,992,113, \$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 £2,827,984,227 (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 shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2018 or the close of business on 30 June 2018, 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 6 March 2017, 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 £1,413,992,113 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 6 March 2017.

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 the Company 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 22 is passed, the Board 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 19.5% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 6 March 2017, as further described in resolution 22.

Resolution 19 is in line with guidance issued by the Investment Association (IA). The Directors are also seeking renewed authority under resolution 22 for the issuance of contingent Equity Conversion Notes (ECNs) that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances. This additional authority for ECNs is not contemplated by the guidance issued by the IA, but has been previously discussed with them.

The Board has no current plans 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. Annual renewal of this authority is sought in accordance with best practice.

This authority would remain in force until the end of the AGM in 2018 or the close of business on 30 June 2018, 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 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 authorities, but without prejudice to any authority granted pursuant to resolution 23 (if passed) and subject to the passing of resolution 19, the Directors be generally authorised 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 to sell ordinary shares held by the Company as treasury shares for cash by virtue of section 560(3) of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, such authority 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 authority 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 sale of treasury shares 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 £212,098,817 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 6 March 2017; 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 authorities shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM in 2018 or the close of business on 30 June 2018, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

If the Company allots new equity securities or sells treasury shares for cash (other than in connection with an employee share scheme or the Company's Scrip Dividend Programme), it is required by the Act to first offer the securities to existing shareholders in proportion to their existing holdings (known as pre-emption rights) but the Board 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 the Board 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. Resolution 20 would grant the authority to allot a limited number of equity securities (5% of the issued ordinary share capital as at 6 March 2017) for cash without first offering them to existing shareholders. This 5% can be used for general corporate purposes.

In line with the Pre-Emption Group Statement of Principles 2015 (Statement of Principles) the Company is requesting authority to allot equity securities up to an additional 5% of the issued share capital for specified additional purposes, as set out in resolution 21 below.

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 2018 or the close of business on 30 June 2018, whichever is the earlier.

Annual renewal of this authority is sought in accordance with best practice, and in line with the Statement of Principles. There are no current plans to make use of the authority contemplated by this resolution 20, but the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. The Company does not intend to issue more than 7.5% of its issued ordinary share capital on a non-pre-emptive basis in any three-year period, without prior consultation with shareholders, in exercise of the authority contemplated by this resolution 20. However, if passed, resolutions 22 and 23 would allow this level to be exceeded for the issuance of ECNs, or conversion or exchange of ECNs.

### **Additional authority to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders**

**21. That, in substitution for all existing authorities, but without prejudice to any authority granted pursuant to resolution 23 (if passed) and subject to the passing of resolution 19, the Directors be authorised in addition to any authority granted under resolution 20 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:**

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £212,098,817 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 6 March 2017; and**
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,**

**such authorities shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2018 or the close of business on 30 June 2018, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.**

This resolution would give the Directors the authority to allot additional equity securities or sell treasury shares (up to approximately 5% of the current issued ordinary share capital as at 6 March 2017) for cash without first offering them to existing shareholders. Together with resolution 20 (if passed) this would give the Company the authority to disapply pre-emption rights over 10% of its issued share capital, up to a nominal amount of £424,197,634 as at 6 March 2017.

The additional authority is being sought in line with the Statement of Principles. The authority to allot the additional 5% requested in this resolution 21 would be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, the authority in this resolution 21 would remain in force until the end of the AGM in 2018 or the close of business on 30 June 2018, whichever is the earlier.

The Board has no current plans to make use of the authority contemplated by this resolution 21 but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources.

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

**22. 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 shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2018 or the close of business on 30 June 2018, whichever is the 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 22 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 19.5% of the Company's issued ordinary share capital as at 6 March 2017. As at 6 March 2017, 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 22 renews (and is in the same form as) the authority granted by the Company's shareholders at each AGM since 2013 in relation to ECNs. Appendix 1 explains how the Board has calculated the size of the authorities sought. 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 the authority in this resolution 22 is not contemplated by the guidance issued by the IA, it has been discussed previously with the IA.

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 2018 or the close of business on 30 June 2018, 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)

23. That, in addition to the power granted pursuant to resolutions 20 and 21 (if passed), and subject to the passing of resolution 22, the Directors be generally authorised 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 22, free of the restriction in section 561 of the Act, such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2018 or the close of business on 30 June 2018 whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

The effect of this resolution 23 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 19.5% of the Company's issued ordinary share capital as at 6 March 2017, such authority to be exercised in connection with the issue of 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 each AGM since 2013 in relation to ECNs. Appendix 1 contains more information on the ECNs.

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 2018 or the close of business on 30 June 2018, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.

## Purchase of own shares

24. 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 1,696,790,536 ordinary shares of 25p each in its capital, and may hold such shares as treasury shares, provided that:

- (a) the minimum price (exclusive of expenses) which may be paid for each ordinary share is not less than 25p;
- (b) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of:
  - (i) 105% of the average of the market values of the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which the purchase is made; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out; and
- (c) unless previously renewed, varied or revoked by the Company in general meeting, the authority conferred by this resolution shall expire at the end of the AGM of the Company to be held in 2018 or the close of business on 30 June 2018, 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. The Board considers 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, the authority would only be used if the Board was 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 1,696,790,536 ordinary shares. This is not more than 10% of the issued share capital as at 6 March 2017.

Should the Board 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 6 March 2017 is 163,859,102, which represents approximately 0.97% of the issued share capital at that date. As at 6 March 2017 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 1.07% of the issued share capital as at 6 March 2017.

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, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. In relation to treasury shares, the Board 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.

The authority will remain in force until the end of the AGM in 2018 or the close of business on 30 June 2018, whichever is earlier.



## General meetings

**25. 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 2018 or the close of business on 30 June 2018, 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. To retain flexibility, Barclays wishes to retain the option of calling general meetings, other than an AGM, on 14 clear days' notice. 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 needed 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, Barclays 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 2018, whichever is the earlier, and it is the intention of the Board to renew the authority at each AGM.

To provide our shareholders with the ability to participate in voting as quickly and as easily as possible we

- offer the facility for all shareholders to vote by electronic means. This is accessible to all shareholders and would be available if Barclays was to call a meeting on 14 clear days' notice;
- provide the ability to appoint proxies electronically through CREST; and
- offer shareholders the option to vote online at [home.barclays/investorrelations/vote](http://home.barclays/investorrelations/vote)

## Barclays Long Term Incentive Plan

**26. That the Barclays Long Term Incentive Plan (the LTIP) be hereby amended in accordance with the copy of the rules of the LTIP marked to show the proposed amendments which is produced to the meeting and signed by the Chairman for the purposes of identification and the Directors be and are hereby authorised to do all such things as they consider necessary or expedient for the purposes of implementing and giving effect to the amendments.**

This resolution proposes the approval of amendments to the LTIP. A copy of the LTIP rules is available for inspection at the Company's registered office, 1 Churchill Place, London E14 5HP, during business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the close of the meeting. The LTIP rules will also be available for inspection at the Royal Festival Hall from 10.30am on Wednesday, 10 May 2017 until the end of the meeting.

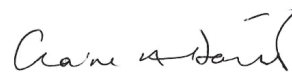
The Company is proposing to amend the LTIP rules following recent regulatory developments, in particular, the requirement to defer LTIP awards for a period of up to seven years (as opposed to the current three years) and to formally take account of pre-grant, as well as post-grant, performance.

The resolution, if passed, would amend the LTIP for new awards granted on or after the date of this meeting as follows:

- (a) The performance of the relevant employee and/or the Group and/or any relevant business unit in the last full financial year of the Company ending immediately before the grant date would formally be required to be taken into account on grant; and
- (b) If those awards vested early due to a corporate event or an employee leaving the Group as an 'eligible leaver', the awards would be pro-rated by reference to service over the four year performance period (i.e. including the pre-grant financial year) unless the Board Remuneration Committee decides otherwise at its absolute discretion.

These amendments require shareholder approval.

By order of the Board



**Claire Davies**  
Company Secretary  
8 March 2017  
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 the prudential regulatory requirements (introduced under Capital Requirements Directive (CRD IV) and Prudential Regulation Authority (PRA) guidelines from 1 January 2014), Barclays currently anticipates it will need to hold around 2.3% 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 £7.7 billion equivalent of ECNs to date at a sterling equivalent conversion rate of £1.65 (2013, 2014, 2015, 2017 issuance) and £1.50 (2016 issuance) (which would, in the circumstances described below, result in the issue of ordinary shares of an aggregate nominal value of £1,193 million). Shareholder approval is once again being sought in resolutions 22 and 23 (in an amount equal to last year's annual authority) to authorise the issue of further ECNs (and shares to be issued on conversion or exchange of ECNs) and to provide flexibility to Barclays in managing its capital structure efficiently. Barclays has no current intention to use CoCos as part of compensation structures.

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

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

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

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

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

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

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

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

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

Barclays is required to meet minimum regulatory capital levels and intends to maintain a circa 1.5-2% CET1 management buffer above these levels. Meeting these levels with a proportion of AT1 is expected to be cheaper than issuing the total amount in CET1 only, therefore resulting in a lower weighted-average cost of capital for shareholders. Issuing AT1 also allows Barclays to reduce the risk that it is restricted in its ability to make certain discretionary distributions, including paying dividends to ordinary shareholders.

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

The terms and conditions for ECNs specify a conversion price or a mechanism for setting a conversion price, which is the rate at which the ECNs will be exchanged for ordinary shares. Barclays has £7.7 billion equivalent of ECNs currently outstanding, which were issued at a sterling equivalent conversion price of £1.65 (2013, 2014, 2015, 2017 issuance) and £1.50 (2016 issuance). The resolutions continue to give the Directors authority to set the specific terms and conditions of the ECNs (including a conversion price or mechanism for setting a conversion price) after considering market conventions and conditions at the time of issuance.

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

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

## (a) Entitlements under CREST

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of shares registered in the register of members at 6.30pm on Monday, 8 May 2017 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 6.30pm on Monday, 8 May 2017 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## (b) Appointing a proxy

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

## (c) Corporate representatives

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

## (d) Persons nominated by shareholders

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

## (e) Documents available for inspection

The following documents, which are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, 1 Churchill Place, London E14 5HP, will also be available for inspection at the Royal Festival Hall from 10.30am on Wednesday, 10 May 2017 until the end of the meeting: (i) copies of the executive Directors' service contracts; (ii) copies of the non-executive Directors' letters of appointment and (iii) copy of the LTIP rules.

## (f) Total shares and voting rights

As at 6 March 2017 (being the latest practicable date before publication of this document) the Company's issued share capital comprised 16,967,905,364 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 6 March 2017 was 16,967,905,364.

## (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 [home.barclays/agma](http://home.barclays/agma).

## (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) Shareholder right to include a resolution at the AGM

Under sections 338 and 338A of the Act, shareholders who satisfy the threshold requirements in those sections have the right to require the Company: (i) to give, to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must have been received by the Company not later than 29 March 2017, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## (k) 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.

## (l) 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 6.30pm on Monday, 8 May 2017, or if the AGM is adjourned, no later than 6.30pm two days before the time fixed for the adjourned meeting.

### How do I vote?

There are four ways in which you can vote:

- You can vote in person at the AGM;
- You can appoint a proxy online to vote on your behalf on our website at [home.barclays/investorrelations/vote](http://home.barclays/investorrelations/vote). You will need your Voting ID, Task ID and Shareholder or Sharestore Reference Number, which are shown on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can log into or register at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00am on Monday, 8 May 2017;
- 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 Monday, 8 May 2017. If you are posting your Proxy Form from within the UK please allow at least 3 working days. Please allow extra time if posting from outside the UK; 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 can instruct Equiniti Financial Services Limited to appoint a proxy to vote on your behalf on our website at [home.barclays/investorrelations/vote](http://home.barclays/investorrelations/vote). You will need your Voting ID, Task ID and Sharestore Reference Number, which are shown on your Proxy Form. You can also log into or register at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). Alternatively, you can return your Proxy Form so that Equiniti Financial Services Limited can appoint whichever person you name on the Proxy Form to attend and vote on your behalf. If you return the Proxy Form but do not insert the name of your proxy then the Chairman of the meeting will vote on your behalf. To be valid, proxy appointments must be received no later than 11.00am on Monday, 8 May 2017.

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

If you have chosen not to receive hard copy shareholder documents and would like to vote, you can appoint a proxy online at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). Alternatively, if you would like to vote by appointing a proxy using a Proxy Form, please contact Equiniti, whose contact details are on page 13.

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

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

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

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

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

Yes. You can appoint your own choice of proxy or you can appoint the Chairman as your proxy. Your proxy does not need to be a Barclays shareholder. To be valid, proxy appointments must be received no later than 11.00am on Monday, 8 May 2017.

### 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 Equiniti by 11.00am on Monday, 8 May 2017, 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, 22 and 26 are determined by a majority of votes. Resolutions 20 and 21 and 23 to 25 are being proposed as special resolutions and will therefore require a 75% majority of the votes cast for them to be passed.

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

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

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

## Corporate shareholders

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

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the AGM. Please contact Equiniti, whose contact details are on page 13, if you need further guidance on this.



## Questions

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

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

**Please try to keep your questions short and relevant to the business of the AGM so that all shareholders have the opportunity to ask a question.**

### 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, Equiniti, and Barclays Stockbrokers and will be open both before and after the AGM.

### 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.

## General questions

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



### Go online

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



### Do you provide this Notice in alternative formats?

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

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

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

## Shareholder information

If you need help, contact our Registrar, Equiniti



### Web

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



### Telephone

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



### Postal address

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

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

# Additional information for shareholders attending the Annual General Meeting

## AGM details

<b>Location</b>	The AGM will be held at the: Royal Festival Hall Southbank Centre Belvedere Road London SE1 8XX
<b>Date</b>	Wednesday, 10 May 2017
<b>Time</b>	The AGM will start promptly at 11:00am

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

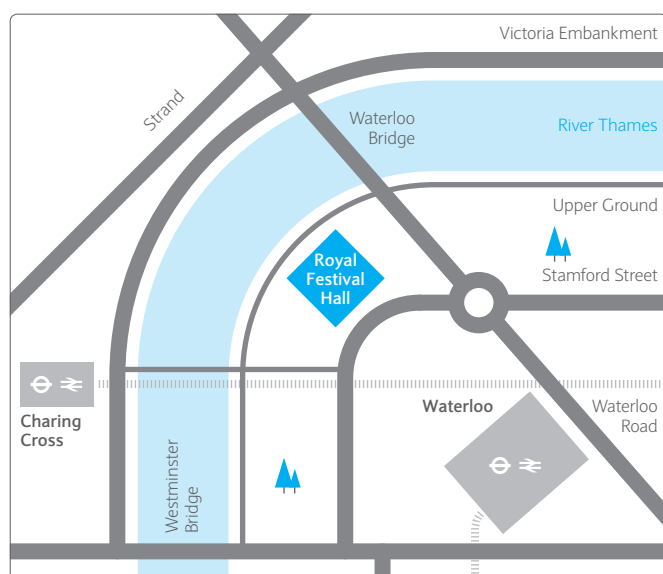
## Schedule for the day


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

The final poll results are expected to be released to the London Stock Exchange on Wednesday, 10 May 2017. They will be available on [home.barclays/agm](http://home.barclays/agm) and will be displayed in reception at 1 Churchill Place, London E14 5HP.

## Travelling to the AGM

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



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

## Helpful information

### Security

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

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 staff from our Registrar, Equiniti, who will be available as you arrive at the venue. Corporate representatives, proxies, guests and Barclays Stockbrokers clients should register at the registration desks, which will be clearly signposted.

### Persons with special needs

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

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

An audio CD containing extracts from the 2016 Strategic Report is available, free of charge, either on request in writing from Equiniti, whose contact details can be found on the previous page, or at the AGM.

### First aid

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

### Refreshments

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



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