

# Barclays PLC Notice of Annual General Meeting

## Message from the Group Chairman



**This year's Annual General Meeting (the 'AGM') will be held on Wednesday 27th April 2011 at the Royal Festival Hall, London.**

The Notice of AGM is set out on pages 2 to 12. The biographical details of each of the Directors are included in the Notice of AGM. In light of the new UK Corporate Governance Code provisions, all Directors are standing for re-election at this year's AGM. All Directors have been subject to a genuine, formal, rigorous performance evaluation process, further details of which may be found in my Evaluation Statement in the 2010 Annual Report (which is available at [www.barclays.com/annualreport10](http://www.barclays.com/annualreport10)). I can confirm that each of the Directors is considered to be fully effective by the Board. They have each demonstrated the commitment and behaviours expected of a Barclays Director in line with our Charter of Expectations for Directors (which is available at [www.barclays.com/corporategovernance](http://www.barclays.com/corporategovernance)). The Board also concluded that the non-executive Directors standing for re-election are independent when assessed against the criteria set out in the UK Corporate Governance Code (formerly the UK Combined Code on Corporate Governance).

Two Directors have left office since the last AGM and, on behalf of the Board, I would like to acknowledge the valuable contributions made by Leigh Clifford and John Varley. Leigh Clifford, who had been on the Board since October 2004, retired as a non-executive Director at the end of September 2010 after six years service to the Company. John Varley retired as Group Chief Executive at the end of December 2010 having dedicated much of his career to Barclays, including 12 years on the Board. John made an extraordinary contribution to Barclays during his long service and the Board is grateful to him for the tremendous progress Barclays made during his tenure as Group Chief Executive. Barclays was extremely fortunate to have had a banker of John's quality at the helm since he took over in 2004 and particularly during the period of the financial crisis, where he provided exceptional leadership. From 1 January 2011 until 30 September 2011, John will be senior advisor on

regulatory matters to Bob Diamond and the Board. The Board and I are very grateful to both Leigh and John for their service to Barclays and we wish them the best in the future. We are pleased to welcome on to the Board as non-executive Directors, Dambisa Moyo and Alison Carnwath, who both joined the Board in 2010.

Our AGM is one of the key ways we communicate with our shareholders. It is an important opportunity for our shareholders to express their views by attending, raising questions and voting and the Board encourages you to use your vote. If you would like to vote on the resolutions in the Notice of AGM, but cannot attend the AGM, please fill in the Proxy Form sent to you with the Notice of AGM and return it to our Registrars in the enclosed pre-paid envelope as soon as possible. Alternatively, you can vote online on our website at [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote). You will need your Voting ID, Task ID and Shareholder or Sharestore Reference Number, which are shown on the Proxy Form enclosed with this Notice of AGM. The Registrar must receive your Proxy Form or online voting instruction by 11.00am on Monday 25th April 2011. CREST members may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the notes on the Proxy Form.

We continue to make greater use of our website and email to communicate online with shareholders. We are developing our e-communications strategy further so that Barclays e-view members get regular, up to date information on Barclays performance. In line with this strategy, we will not send paper shareholder documents to you unless you have positively responded to say that you would like to receive them. For more information, please contact The Registrar to Barclays.

The Board believes that all of the proposals set out in this 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.

**Marcus Agius**  
Group Chairman, Barclays PLC  
10th March 2011

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

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

## Notice of AGM

Notice is hereby given that the 2011 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 27th April 2011 at 11.00am to transact the following business:

### Resolutions

To consider and, if thought fit, to pass the following resolutions, with those numbered 1 to 19 and 23 to 24 being proposed as ordinary resolutions and resolutions 20 to 22 as special resolutions.

### Report and Accounts

**1. That the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31st December 2010, now laid before the meeting, be received.**

The Directors are required by UK companies legislation 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 31st December 2010). The Company's Articles of Association permit the Directors to pay interim and final dividends. It is not our practice, therefore, to seek shareholder approval of the final dividend, as to do so would delay its payment to shareholders.

### Remuneration Report

**2. That the Remuneration Report for the year ended 31st December 2010, now laid before the meeting, be approved.**

UK companies legislation requires quoted companies to present to the AGM the Remuneration Report (which appears in full in the 2010 Annual Report and in summary in the 2010 Annual Review).

### Re-election of Directors appointed since the last AGM

**3. That Alison Carnwath be re-elected a Director of the Company**

Alison worked in investment banking and corporate finance for 20 years from 1980 to 2000, before pursuing a portfolio career. During her career, Alison became a director of J. Henry Schroder Wagg & Co, where she worked for 10 years. Alison also held the positions of a senior partner of Phoenix Securities and Managing Director, New York at Donaldson, Lufkin & Jenrette. Alison has wide board level experience and is currently non-executive Chairman of Land Securities Group PLC, Senior Independent Director at Man Group plc, non-executive Director of Paccar Inc, and non-executive Chairman of ISIS EP LLP.

**Term of office:** Alison Carnwath joined the Board on 1st August 2010.

**Independent:** Yes

**External appointments:** Non-executive Director of CforC Ltd. Non-executive Chairman of Land Securities Group PLC since November 2008. Senior Independent Director at Man Group plc. Non-executive Director of Paccar Inc. Non-executive Chairman of ISIS EP LLP.

**Committee membership:** Member of the Board Audit Committee since October 2010. Member of the Board Remuneration Committee since October 2010.

**4. That Dambisa Moyo be re-elected a Director of the Company**

Dambisa is an international economist who writes on the macroeconomy and global affairs. Dambisa worked for the World Bank from 1993 to 1995. After completing a PhD in Economics, she worked for Goldman Sachs for eight years until November 2008 in the debt capital markets, hedge funds coverage and global macroeconomics teams. Dambisa currently serves as a non-executive Director on the Boards of SABMiller plc and Lundin Petroleum AB (publ).

**Term of office:** Dambisa Moyo joined the Board on 1st May 2010.

**Independent:** Yes

**External appointments:** Non-executive Director of SABMiller plc since 2009. Non-executive Director of Lundin Petroleum AB (publ) since 2009.

**Committee membership:** Member of the Board Risk Committee since October 2010.

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 election by the shareholders. Alison Carnwath and Dambisa Moyo joined the Board on 1st August 2010 and 1st May 2010 respectively and are accordingly seeking re-election.

### Annual Re-election of Directors

**5. That Marcus Agius be re-elected a Director of the Company**

Marcus' extensive background in banking began at Lazard where he worked from 1972 to 2006, latterly as Chairman of Lazard in London and Deputy Chairman of Lazard LLC. He is currently Chairman of the British Bankers' Association, Senior Independent Director of the British Broadcasting Corporation (BBC) and Chairman of the Trustees of The Royal Botanic Gardens. Marcus is also a Business Ambassador for UK Trade and Investment, a member of the Advisory Council of TheCityUK, and a member of the Takeover Panel. He was formerly Chairman of BAA plc, a position he held from 2002 until 2006.

**Term of office:** Marcus joined the Board in September 2006 as a non-executive Director and was appointed Chairman on 1st January 2007. Marcus was last re-elected by shareholders at the AGM in 2010.

**Independent:** On appointment.

**External appointments:** Chairman of the British Bankers' Association since 2010. Senior Independent Director of the BBC since 2006. Member of the Executive Committee of the Institut International D'Etudes Bancaires. Business Ambassador for UK Trade and Investment. Member of the Advisory Council of TheCityUK. Member of the Takeover Panel. Chairman of the Trustees of the Royal Botanic Gardens, Kew. Chairman of The Foundation and Friends of the Royal Botanic Gardens, Kew. Chairman of Lazard in London and Deputy Chairman of Lazard LLC until 2006. Chairman of BAA plc until 2006.

## Directors standing for re-election

**Alison Carnwath**  
Non-executive  
Director  
**Resolution: 3**



**Dambisa Moyo**  
Non-executive  
Director  
**Resolution: 4**



**Marcus Agius**  
Group  
Chairman  
**Resolution: 5**



**David Booth**  
Non-executive  
Director  
**Resolution: 6**



**Committee membership:** Chairman of the Board Corporate Governance and Nominations Committee since January 2007. Member of the Board Remuneration Committee since January 2007.

#### 6. That David Booth be re-elected a Director of the Company

David manages his own venture capital investments, having retired from the Management Committee of Morgan Stanley in 1997. David was employed by Morgan Stanley from 1982 to 1992, and again from 1995 to 1997 where he held various key positions, including Head of Government Bond Trading, Head of Mortgage Trading, Sales and Finance and Head of Global Operations and Technology.

**Term of office:** David joined the Board in May 2007. David was last re-elected by shareholders at the AGM in 2010.

**Independent:** Yes

**External appointments:** Director of East Ferry Investors, Inc. Various positions at Morgan Stanley & Co. until 1997. Director of the Discount Corporation of New York until 1993.

**Committee membership:** Chairman of the Board Risk Committee from January 2010 (member since January 2008). Member of the Board Corporate Governance and Nominations Committee since January 2010.

#### 7. That Sir Richard Broadbent be re-elected a Director of the Company

Sir Richard has experience of both the private and public sector having worked in high-level banking roles and the Civil Service. He was the Executive Chairman of HM Customs and Excise from 2000 to 2003. Formerly he was a member of the Group Executive Committee of Schroders PLC and a non-executive Director of the Securities Institute. He was Chairman of Arriva PLC until August 2010.

**Term of office:** Sir Richard joined the Board in September 2003. Appointed Senior Independent Director on 1st September 2004 and Deputy Chairman on 16th July 2009. Sir Richard was last re-elected by shareholders at the AGM in 2010.

**Independent:** Yes

**External appointments:** Chairman of Arriva PLC until 2010. Trustee of Relate from 2011. Executive Chairman of HM Customs and Excise until 2003. Former Group Executive Committee member of Schroders PLC. Non-executive Director of the Securities Institute until 1995.

**Committee membership:** Chairman of the Board Remuneration Committee since January 2007 (member since April 2004). Member of the Board Corporate Governance and Nominations Committee since September 2004. Former member of the Board Risk Committee (April 2004 until September 2010), which he chaired between January 2006 and December 2009.

#### 8. That Fulvio Conti be re-elected a Director of the Company

Fulvio is currently Chief Executive Officer and General Manager of Enel SpA, the Italian energy group, where he was previously Chief Financial Officer from 1999-2005. Fulvio has held a number of high-level financial roles, including Chief Financial Officer and General Manager of Telecom Italia and General Manager and Chief Financial Officer of Ferrovie dello Stato. He was also head of the accounting, finance, and control department of Montecatini and was in charge of finance at Montedison-Compart. He has held positions in finance and operations in various affiliates of Mobil Oil Corporation in Italy and Europe.

**Term of office:** Fulvio joined the Board in April 2006. Fulvio was last re-elected by shareholders at the AGM in 2009.

**Independent:** Yes

**External appointments:** Chief Executive of Enel SpA since 2005. Director of ENDESA SA since June 2009. Director of AON Corporation since January 2008. Chief Financial Officer and General Manager of Telecom Italia until 1999. General Manager and Chief Financial Officer of Ferrovie dello Stato until 1998.

**Committee membership:** Member of the Board Audit Committee since September 2006.

#### 9. That Robert E Diamond Jr be re-elected a Director of the Company

Bob became Chief Executive on 1st January 2011. Previously, he was President of Barclays PLC and Chief Executive of Corporate & Investment Banking and Wealth Management, comprising Barclays Capital, Barclays Corporate and Barclays Wealth. Before joining Barclays, Bob was Vice Chairman and Head of Global Fixed Income and Foreign Exchange at CS First Boston, where he was also a member of the Executive Board and Operating Committee. Prior to this, he was Managing Director and Head of Fixed Income Trading at Morgan Stanley International, spending 13 years with the firm. Bob is a non-executive Director of BlackRock, Inc.

**Term of office:** Bob was appointed President and became an executive Director in June 2005. He has been a member of the Barclays Executive Committee since September 1997. Bob was last re-elected by shareholders at the AGM in 2009.

**External appointments:** Non-executive Director of BlackRock, Inc. Chairman, Board of Trustees of Colby College, Waterville, Maine. Chairman, Old Vic Productions, Plc. Trustee, The Mayor's Fund for London. Member of the Advisory Board, Judge Business School at Cambridge University. Board Member, The Diamond Family Foundation. Member of International Advisory Board, British-American Business Council. Life Member of The Council on Foreign Relations. Member of The International Advisory Board, The Atlantic Council.

#### 10. That Simon Fraser be re-elected a Director of the Company

Simon has extensive experience of the institutional fund management industry, having worked at Fidelity International from 1981 to 2008, latterly as President of the Investment Solutions Group and President of the Retirement Institute. Simon held a number of positions during his career at Fidelity International, including President, European & UK Institutional Business, Global Chief Investment Officer, Chief Investment Officer for Asia Pacific and Chief Investment Officer of the European Investment Group. Simon remains a director of Fidelity European Values PLC and Fidelity Japanese Values PLC. He was appointed as the Chairman of Foreign & Colonial Investment Trust PLC and Chairman of The Merchants Trust in May 2010.

**Term of office:** Simon joined the Board in March 2009. Simon was last re-elected by shareholders at the AGM in 2009.

**Independent:** Yes

**External appointments:** Director of Fidelity European Values PLC since July 2002. Director of Fidelity Japanese Values PLC since May 2000. Chairman of The Merchants Trust PLC since May 2010. Chairman of Foreign & Colonial Investment Trust PLC since May 2010.

**Sir Richard Broadbent**  
Deputy Chairman  
**Resolution: 7**



**Fulvio Conti**  
Non-executive  
Director  
**Resolution: 8**



**Robert E Diamond Jr**  
Chief Executive  
**Resolution: 9**



**Simon Fraser**  
Non-executive  
Director  
**Resolution: 10**



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**Committee membership:** Member of the Board Audit Committee since May 2009. Member of the Board Remuneration Committee since May 2009.

### 11. That Reuben Jeffery III be re-elected a Director of the Company

Reuben is currently the Chief Executive Officer of Rockefeller & Co., Inc., a member of the Advisory Board of TASC Inc and of TowerBrook Capital Partners LP and Senior Adviser at the Center for Strategic & International Studies in Washington, D.C.. He previously served in the US government as Under Secretary of State for Economic, Energy and Agricultural Affairs (2007-2009). Prior to joining the Department of State, Reuben was the Chairman of the Commodity Futures Trading Commission. He spent eighteen years at Goldman, Sachs & Co. between 1983-2001 where he was managing partner of Goldman Sachs in Paris and led the firm's European Financial Institutions Group in London.

**Term of office:** Reuben joined the Board in July 2009. Reuben was last re-elected by shareholders at the AGM in 2010.

**Independent:** Yes

**External appointments:** Chief Executive Officer of Rockefeller & Co., Inc. since September 2010. Senior Adviser at the Center for Strategic & International Studies, Washington D.C.. Member of the Advisory Board of TASC Inc. Member of the Advisory Board of TowerBrook Capital Partners LP. Director of Transatlantic Holdings Inc since May 2010.

**Committee membership:** Member of Board Risk Committee since January 2010.

### 12. That Sir Andrew Likierman be re-elected a Director of the Company

Sir Andrew is the Chairman of the National Audit Office, having held a number of public roles in the financial services sector, including Managing Director, Financial Management, Reporting and Audit and Head of the Government Accountancy Service at HM Treasury and non-executive Director of the Bank of England. Sir Andrew is also Dean of the London Business School. He has been at the London Business School from 1974-1976, 1979-1993 and since 2004.

**Term of office:** Sir Andrew joined the Board in September 2004. Sir Andrew was last re-elected by shareholders at the AGM in 2010.

**Independent:** Yes

**External appointments:** Dean of the London Business School since January 2009. Chairman of the National Audit Office since December 2008. Trustee of the Institute for Government since September 2008. Chairman of Applied Intellectual Capital Inc. until 2008. Non-executive Director of the Bank of England until 2008. Non-executive Director and Vice-Chairman of the Tavistock and Portman NHS Trust until 2008. Non-executive Director and Chairman of the MORI Group until 2005.

**Committee membership:** Member of the Board Audit Committee since September 2004. Member of the Board Risk Committee since September 2004.

### 13. That Chris Lucas be re-elected a Director of the Company

Chris has worked across financial services for most of his career, including three years in New York as Head of the US Banking Audit Practice of PricewaterhouseCoopers LLP. Chris joined Barclays from PricewaterhouseCoopers LLP, where he was UK Head of Financial Services and Global Head of Banking and Capital Markets. He was Global Relationship Partner for Barclays for the 1999-2004 financial years and subsequently held similar roles for other global financial services organisations.

**Term of office:** Chris was appointed Group Finance Director and became a member of the Executive Committee in April 2007. Chris was last re-elected by shareholders at the AGM in 2010.

**External appointments:** UK Head of Financial Services and Global Head of Banking and Capital Markets of PricewaterhouseCoopers LLP until 2006.

### 14. That Sir Michael Rake be re-elected a Director of the Company

Sir Michael is currently Chairman of BT Group PLC and Chairman of easyJet plc. Sir Michael previously worked at KPMG from 1974-2007 where he spent a number of years in Continental Europe and the Middle East. He was Senior Partner of the UK firm from 1998-2000 and Chairman of KPMG International from 2002-2007.

**Term of office:** Sir Michael joined the Board in January 2008. Sir Michael was last re-elected by shareholders at the AGM in 2010.

**Independent:** Yes

**External appointments:** Chairman of BT Group PLC since 2007. Chairman of easyJet Plc since January 2010 (Deputy Chairman June 2009 – December 2009). Director of the Financial Reporting Council since 2007. Director of the McGraw-Hill Companies since 2007. Chairman of the UK Commission for Employment and Skills until 2010. Chairman of KPMG International until 2007. Chairman of Business in the Community from 2004 until 2007.

**Committee membership:** Chairman of the Board Audit Committee since March 2009 (member since January 2008). Member of the Board Risk Committee since May 2009. Member of Board Corporate Governance and Nominations Committee since May 2009.

### 15. That Sir John Sunderland be re-elected a Director of the Company

Sir John is Chairman of Merlin Entertainments Group. Until July 2008 he was Chairman of Cadbury Schweppes PLC, having worked at Cadbury's in various roles, including that of Chief Executive and then Chairman, since 1968. He is a Director of the Financial Reporting Council, an Adviser to CVC Capital Partners, an Association Member of BUPA and a Governor of both Reading and Aston University Councils.

**Term of office:** Sir John joined the Board in June 2005. Sir John was last re-elected by shareholders at the AGM in 2009.

**Independent:** Yes

**External appointments:** Chairman of Merlin Entertainments Group since December 2009. Director of the Financial Reporting Council since 2004. Adviser to CVC Capital Partners. Deputy President of the Chartered Management Institute until 2009 (President 2007-2008). Chairman of Cadbury Schweppes PLC until July 2008. Deputy President of the CBI until June 2008 (former member and President). Non-executive Director of the Rank Group PLC until 2006.

**Committee membership:** Member of the Board Corporate Governance and Nominations Committee since September 2006. Member of the Board Remuneration Committee since July 2005.

Section B.7.1 of the Code recommends that all Directors of FTSE 350 companies should be subject to annual election by shareholders. All Directors are standing for re-election in light of this provision and are listed in resolutions 5 to 15 above.

**Reuben Jeffery III**  
Non-executive  
Director  
**Resolution: 11**



**Sir Andrew Likierman**  
Non-executive  
Director  
**Resolution: 12**



**Chris Lucas**  
Group Finance  
Director  
**Resolution: 13**



**Sir Michael Rake**  
Non-executive  
Director  
**Resolution: 14**



### Reappointment of Auditors

**16. That PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, be reappointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.**

UK companies legislation 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 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 Directors may set the remuneration of the auditors if authorised to do so by the shareholders. This resolution proposes that the Directors be authorised to set the remuneration of the auditors. Details of the remuneration paid to the external auditors for 2010 and details of how the Group monitors the effectiveness and independence of the external auditors may be found in the Annual Report.

### Political Donations

**18. That, in accordance with section 366 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 political 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 Annual General Meeting of the Company to be held in 2012 or on 30th June 2012, 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.**

The Act requires companies to obtain shareholder approval before they can make donations to EU political organisations or incur EU political expenditure. We do not give any money for political purposes in the UK nor do we make any donations to EU political organisations or incur EU political expenditure. However, the definitions of political donations and political expenditure used in the Act are very wide. As a result, they may cover activities that form part of relationships that are an accepted part of engaging with our stakeholders to ensure that issues and concerns affecting our operations are considered and addressed, but which would not be considered as political donations or political expenditure in the layman's sense. The activities referred to above are not designed to support any political party nor to influence public support for any political party. The authority which the Board is requesting is similar to the authority given by shareholders at the AGM in 2010 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

### Authority to allot securities

**19. That, in substitution for all existing authorities, the Directors be 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 £1,055,286,279, \$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 £2,030,572,558 (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, record dates, legal, regulatory or practical problems in, or under the laws of, any territory 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 2012 or until the close of business on 30th June 2012, 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.

The effect of this resolution is to give the Directors authority to allot, in addition to the £40,000,000 of sterling preference shares, \$77,500,000 of dollar preference shares, €40,000,000 of euro preference shares and ¥4,000,000,000 of yen preference shares referred to in paragraph (a) of this resolution (together the 'Preference Shares'), ordinary shares up to an amount approximately equal to two-thirds of the issued ordinary share capital of the Company as at 4th March 2011 (excluding treasury shares) in certain circumstances. Paragraph (a) of the resolution will give Directors a general authority to allot up to a maximum aggregate nominal amount of £1,015,286,279 of ordinary shares being equivalent to one-third of the Company's issued ordinary share capital as at 4th March 2011, in addition to the Preference Shares. As at 4th March 2011, the Company does not hold any treasury shares. In November 2009, the Association of British Insurers issued updated guidance on the approval of authorities to allot shares, in which it stated that, in addition to requests for authorisation to allot new shares in an amount up to one-third of the existing issued ordinary share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. In light of this, paragraph (b) of resolution 19 proposes that a further authority be conferred on the Directors to allot shares or rights to subscribe for shares in connection with a rights issue in favour of holders of equity securities (which would include

**Sir John Sunderland**  
Non-executive  
Director  
Resolution: 15



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ordinary shareholders) up to a further one-third of the issued ordinary share capital (such amount to be reduced by the nominal amount of ordinary shares or rights to subscribe for ordinary shares issued under the authority conferred by paragraph (a) of this resolution). This gives Directors authority to allot in total up to the equivalent of two-thirds of the issued ordinary share capital of the Company as at 4th March 2011. The Board seeks annual renewal of this authority in accordance with best practice.

The Board has no current plans to make use of this authority but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. This authority would remain in force until the end of the AGM in 2012 or the close of business on 30th June 2012, whichever is the earlier.

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

20. That, in substitution for all existing powers, and subject to the passing of resolution 19, 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 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, record dates, legal, regulatory or practical problems in, or under the laws of, any territory 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 £152,292,941 representing no more than 5% of the issued ordinary share capital as at 4th March 2011; compliance with that limit shall be calculated, in the case of equity 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 power to apply (unless previously renewed, varied or revoked by the Company in General Meeting) until the end of the Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30th June 2012) 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 is to renew the authority given to the Directors 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. Additionally, allotments can be made for cash on a non-pre-emptive basis but limited to an amount approximately equal to 5% of the issued ordinary share capital of the Company as at 4th March 2011. This authority would remain in force until the end of the AGM in 2012 or the close of business on 30th June 2012, whichever is the earlier. The Board seeks annual renewal of this authority in accordance with best practice. The Board has no current plans to make use of this authority but 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.

### Purchase of own shares

21. 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 1,218,343,534 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 2012 or the close of business on 30th June 2012, 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 purchase up to a maximum of 1,218,343,534 of its ordinary shares. This is less than 10% of the issued share capital as at 4th March 2011. The total number of ordinary shares that may be issued on the exercise of outstanding options as at 4th March 2011 is 99,596,450 which represents approximately 0.8% of the issued share capital at that date. As at 4th March 2011 there are 379,218,809 warrants over ordinary shares outstanding which represents 3.11% of the issued share capital of the Company at that date. 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 0.9% of the issued share capital as at 4th March 2011 and the proportion of ordinary shares to be issued on exercise of the warrants would represent 3.46%. The Board considers it desirable for the general authority proposed above to be available to provide maximum flexibility in the management of the Group's capital resources. The Board would use such authority only if 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. 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.

### General Meetings

22. 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 2012 or the close of business on 30th June 2012, 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 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 not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The resolution is valid up to the end of the next AGM or the close of business on 30th June 2012, 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 meetings on 14 clear days' notice. The Company also provides the ability to appoint proxies electronically through CREST and shareholders can vote online at [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote).

#### Barclays Long Term Incentive Plan

**23. That the Barclays Long Term Incentive Plan (the 'LTIP') the principal terms of which are summarised on pages 8 to 10 to this Notice and the draft rules for which are produced to the meeting and signed by the Chairman for the purposes of identification, be hereby approved and adopted by the Company and the Directors be hereby authorised to do all such acts and things as they consider necessary or expedient for the purposes of implementing and giving effect to the LTIP.**

This resolution proposes the approval of the LTIP. The principal terms of the LTIP are described in Appendix 1 on pages 8 to 10 of this Notice.

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 (public holidays excluded) from the date of this Notice until the close of the meeting. The LTIP rules will also be available on the Company's website and available for inspection at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX from 10.30am on Wednesday 27th April 2011 until the end of the meeting.

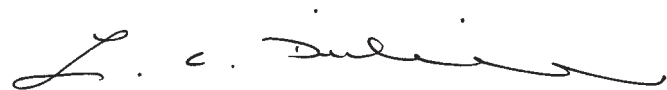
#### Barclays Group Share Value Plan

**24. That the Barclays Group Share Value Plan (the 'SVP'), the principal terms of which are summarised on pages 11 to 12 to this Notice, be hereby amended in accordance with the copy of the rules of the SVP 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 acts and 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 SVP. The principal terms of the SVP are described in Appendix 2 on pages 11 and 12 of this Notice.

A copy of the SVP rules is available for inspection at the Company's registered office, 1 Churchill Place, London E14 5HP during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting. The SVP rules will also be available on the Company's website and available for inspection at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX from 10.30am on Wednesday 27th April 2011 until the end of the meeting.

By order of the Board



**Lawrence Dickinson**  
Company Secretary  
10th March 2011  
1 Churchill Place  
London E14 5HP

Registered in England, Company No. 48839

#### 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 Monday 25th April 2011 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 Monday 25th April 2011 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 Companies Act 2006 (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 27th April 2011 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) copies of the Barclays Long Term Incentive Plan and Barclays Group Share Value Plan rules proposed for approval by resolutions 23 and 24.

##### f. Total shares and voting rights

As at 4th March 2011 (being the latest practicable date before publication of this document) the Company's issued share capital comprised 12,183,435,348 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 4th March 2011 was 12,183,435,348.

##### g. Shareholder information

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

##### h. 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.

##### i. 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.

##### j. 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.

## Appendix 1

# Summary of the principal terms of the Barclays Long Term Incentive Plan (the 'LTIP')

### Summary of the principal terms of the Barclays Long Term Incentive Plan (the 'LTIP')

The Board is recommending to shareholders a new long term incentive plan for Barclays employees in senior leadership roles including executive Directors of Barclays PLC ('Executive Directors') to be known as the Barclays Long Term Incentive Plan (the 'LTIP').

The LTIP is intended to replace the Barclays PLC Performance Share Plan as the main performance-linked share incentive plan for Executive Directors. Other senior employees of Barclays PLC and its subsidiaries (the 'Group') will also be eligible to participate at the discretion of the Board Remuneration Committee (the 'Committee'). The purpose of the LTIP will be to reward, incentivise and retain the Executive Directors and other employees who are selected to receive awards.

The LTIP is recommended to shareholders for the following reasons:

- to incentivise performance and execution of the Group's strategic goals including, in particular, the return on equity goals;
- to ensure the performance metrics reflect the emerging regulatory environment;
- to help retain talented individuals;
- to create alignment with shareholder interests; and
- to focus on sustained growth for shareholders.

### Summary of the main provisions of the LTIP

The LTIP is not an H.M. Revenue & Customs approved plan. It may be operated in conjunction with an employee benefit trust of which the trustee is an independent professional trustee (the 'Trustee').

### Eligibility

The Committee may select any employee of the Group, including any Executive Director, to participate in the LTIP.

### Committee/Trustee consultation

LTIP awards ('Awards') may be granted either by the Committee (including a duly authorised sub-committee) or by the Trustee, in consultation with the Committee (in each case, the 'Grantor'). Where Awards are granted by the Trustee, the Trustee will consult with the Committee before making certain decisions in relation to the Awards during the life of those Awards, in particular, decisions relating to the initial value of Awards, timing of vesting, the application of malus and prudent financial control conditions described below and the treatment of Awards held by leavers and on a change of control.

Administration of the LTIP shall be carried out by the Grantor.

### Timing of grants

Awards may normally only be granted:

- in the six week period following the date that the LTIP is approved by shareholders at the 2011 AGM; or
- in the six week period following the first dealing day immediately after the date of the preliminary announcement of the Company's results for any financial period, or following the removal of any restrictions imposed on the Company or the Trustee which have previously prevented an Award from being granted; or
- in the six week period following any date on which changes to legislation or regulations affecting share plans and / or long term incentive plans are announced or made; or
- at any other time that the Grantor may decide at its discretion, provided that it is not restricted from doing so by law or regulation.

No Awards may be granted after 10 years from the date of the AGM at which the LTIP is approved by shareholders.

### Form of Awards

Awards may be granted over ordinary shares in Barclays PLC ('Shares') or over other capital instruments issued by the Group ('Capital Instruments').

Awards may be in several forms as determined at the date of grant in light of, for example, regulatory, accounting and tax consequences. These may include:

- conditional awards over Shares or Capital Instruments which give a participant a conditional right to acquire Shares or Capital Instruments in the future at no cost;
- provisional allocations of Shares or Capital Instruments which do not give a participant any right to acquire, or any interest in, Shares or Capital Instruments until such time as the Trustee decides;
- the acquisition of Shares or Capital Instruments that are forfeitable if certain conditions are not met;
- options over Shares or Capital Instruments with a nil exercise price;
- market value options over Shares or Capital Instruments; and
- such other form that has substantially the same economic effect as any of the forms of Award referred to above.

Awards are personal to the participant and may not be transferred except on death. Benefits under the LTIP are not pensionable.

### Individual limits

The Grantor will determine the initial value of an Award granted in any financial year. The maximum value of an Award at the date of grant will be calculated on such basis of market value as the Grantor decides is fair and reasonable and, for Executive Directors, will not normally exceed 500% of base salary. The Grantor has discretion to recommend grants for Executive Directors in excess of this limit in exceptional circumstances such as for the purposes of recruitment or retention.

### Overall limits

Where Awards are satisfied by Shares, the Shares may be Shares purchased on the stock market, treasury Shares or newly issued Shares. The LTIP contains the following limits on the issue of new Shares:

- the number of unissued Shares that may be issued or placed under award in any 10-year period under the LTIP and any other executive share plan adopted by the Company may not exceed 5 per cent of the Company's issued ordinary share capital from time to time; and
- the number of unissued Shares that may be issued or placed under award in any 10-year period under the LTIP and any other employee share plan adopted by the Company may not exceed 10 per cent of the Company's issued ordinary share capital from time to time.

Shares issued out of treasury will count towards these limits for so long as this is required by institutional shareholder guidelines.

### Vesting of Awards

Vesting periods are determined at the Grantor's discretion. In normal circumstances, no part of an Award will vest before the third anniversary of grant. Awards will normally vest at the end of the vesting period if and to the extent that any applicable performance conditions have been satisfied, and subject to malus and prudent financial control provisions.

For initial Awards due to be made in 2011 ('2011 Awards'), it is intended that, subject to malus, prudent financial control provisions and to the satisfaction of performance conditions (and the discretion of the Grantor where applicable):

- 50% of 2011 Awards will vest and be releasable after a three year vesting period; and
- 50% of 2011 Awards will vest, after a three year vesting period, but will be released subject to an additional twelve month holding period (save that participants may first sell sufficient Shares to account for any tax liability or other withholding that may arise at the point of vesting).

### Performance conditions

It is intended that the Committee will recommend any performance conditions that should apply to Awards before each grant and at its discretion.

It is proposed that, for 2011 Awards, performance will be measured against a balanced scorecard of metrics, which will be measured over a three year period commencing at the beginning of the 2011 financial year. The Committee may set a different condition or conditions for subsequent Awards.

The scorecard approach is intended to assess performance in line with the execution of Company strategy and includes a suite of performance metrics under three categories: Finance, Risk and Sustainability. Each category has a relative weighting, and at the end of the vesting period, performance under each category will be separately assessed as set out in the table below. A percentage score will be determined for each category and the sum of these percentages will be applied to the maximum Award for each participant to determine the final vesting amount.

For 2011 Awards it is intended that the balanced scorecard shall be as follows:

Condition	Percentage of Award subject to condition	Metrics
Finance	60%	Primary metric: Return on Risk Weighted Assets ('RoRWA') Secondary metric: Profit Before Tax ('PBT')
Risk	30%	Loan Loss Rate
Sustainability	10%	Metrics to be determined by the Committee, including: employee opinion survey; relationship with regulators; and customer satisfaction

#### – Finance condition

RoRWA has been chosen for the 2011 Awards because it is a primary determinant of Return on Equity and it reflects the level of regulatory capital required to be held by the business. Performance against RoRWA is assessed formulaically against a target range to calculate the percentage of 2011 Awards that can vest. A straight line approach to vesting is proposed as set out below.

Average annual RoRWA % over the measurement period	Percentage of Award that can vest (Max of 60%)
1%	23%
1.5%	60%

Following the determination of the RoRWA vesting percentage, the Committee may take into account the performance of the secondary metric (PBT) over the measurement period and may (at its discretion) adjust the percentage of Award up or down by up to 5 vesting percentage points (subject to the 60% maximum Award that may vest).

#### – Risk condition

For 2011 Awards, performance against the average annual Loan Loss Rate over the measurement period shall be assessed formulaically against a target range to calculate the percentage of a 2011 Award that can vest of up to 30%. The minimum vesting percentage of 10% is achieved only if the Loan Loss Rate is equal to the threshold level which, for 2011 Awards, is proposed as 95bps. The vesting percentage increases linearly as the Loan Loss Rate reduces. The maximum vesting percentage of 30% is intended to be achieved if the Loan Loss Rate is equal to or below 81bps for 2011 Awards.

#### – Sustainability condition

Performance against the metrics is assessed by the Committee to decide on the percentage of an Award that can vest of between 0% and 10%.

### Amendments to performance conditions

Any performance conditions once set by the Committee in relation to an Award, may not subsequently be altered unless circumstances occur which cause the Committee to determine that such conditions shall have ceased to be appropriate. In such circumstances the Committee may, in its absolute discretion, alter the performance conditions or replace them with new performance conditions which will, in the reasonable opinion of the Committee, be not materially less difficult to satisfy than the unaltered performance conditions would have been but for the event in question.

### Malus provisions

The LTIP includes malus provisions in accordance with the FSA's Remuneration Code under which the Grantor may reduce the vesting of Awards (to nil if appropriate). For example, Awards may be reduced where the Committee in its discretion determines that there is evidence of serious employee misconduct or where a business unit has suffered a material failure of risk management.

### Prudent financial control provision

The LTIP includes a prudent financial control condition under which the Grantor may limit, reduce or add further conditions to the vesting of Awards or suspend Awards if the financial health of the Group has, in the opinion of the Grantor, significantly deteriorated over the vesting period. Unless the Grantor in exceptional circumstances determines otherwise, Awards will ultimately be forfeited if the Grantor does not lift any such suspension within three years from the final release date of an Award or does not, following a suspension, determine to limit, reduce or add further conditions to Awards within three years from the final release date of that Award.

### Benefit of dividends/coupon

An additional benefit, releasable at the same time as an Award, may be added to an Award at the Grantor's absolute discretion. If the Award is over Shares, any benefit would represent the value of dividends payable on those Shares that actually vest since the date of grant and would be provided typically as Shares or as a cash sum. If the Award is over Capital Instruments, any benefit would represent an amount equivalent to the interest payable on those Capital Instruments that actually vest since the date of grant and would be provided typically as a cash sum or additional Capital Instruments.

### Cessation of employment

Special provisions apply if a participant's employment ceases before an Award vests.

If a participant dies, the Grantor may allow an Award to vest immediately, to the extent that applicable performance conditions have been met and subject to malus and prudent financial control provisions.

If a participant leaves for any of the following reasons, an Award may vest in line with the normal vesting date(s) of the Award and subject to malus and prudent financial control provisions, unless the Grantor determines that the Award should vest earlier:

- retirement with the agreement of the participant's employer;
- redundancy;
- disability, injury or ill health;
- the company or business for which the participant works being transferred out of the Group; and
- any other leaver reason at the Grantor's absolute discretion.

Awards which vest for eligible leavers shall be pro-rated for time, unless the Grantor decides otherwise at its absolute discretion. If a participant is not an eligible leaver any unvested portions of Awards shall lapse.

### Corporate events

In the event of a change in control, reconstruction or winding up of the Company, the Grantor has discretion to determine the treatment of unvested Awards including allowing the early release of Awards or deciding that Awards shall continue in the same or a revised form. The LTIP also includes the facility for participants to exchange Awards for awards over Shares in an acquiring company. An internal reorganisation does not count as a change of control for these purposes.

## Appendix 1

# Summary of the principal terms of the Barclays Long Term Incentive Plan (the 'LTIP') continued

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### Cash alternative

The Grantor may, at its discretion, decide at the point of vesting (or exercise as the case may be) that an Award should be settled in cash equal to the market value of the Shares or Capital Instruments subject to the Award rather than in the Shares or Capital Instruments themselves.

### Variation of the Company's share capital

On any variation or increase of the Company share capital, or in the event of a demerger, special dividend or other similar event which affects the market price of Shares to a material extent, the Grantor may make such adjustments as it considers appropriate to the number of Shares subject to an Award.

### Amendments to the LTIP

The Committee may amend the LTIP at any time in any respect. The rules of the LTIP relating to eligibility, limits, the basis for determining a participant's entitlement and variations of the Company's share capital may not be amended to the advantage of existing or future participants without the prior approval of the Company's shareholders in a general meeting. However, the Committee may make any amendments necessary to secure or maintain favourable taxation, exchange control or regulatory treatment for the Company, any of its subsidiaries or any participant and make minor amendments to benefit or facilitate the administration of the LTIP without prior shareholder approval.

## Appendix 2

# Summary of the principal terms of the Barclays Group Share Value Plan (the 'SVP')

### Summary of the principal terms of the Barclays Group Share Value Plan (the 'SVP')

The Barclays Group Share Value Plan (the 'SVP') was adopted on 12 March 2010. SVP is used mainly to award Shares in respect of annual incentives in accordance with the principles of the FSA's Remuneration Code. Awards may also be granted to new joiners to the Group and as part of the remuneration awarded to employees under business unit long term incentive plans operated by the Group.

Approval by shareholders was not sought for SVP when it was adopted on the basis that no new issue or treasury Shares could be used to satisfy SVP awards and Executive Directors could not participate. The Company would now like the flexibility to use new issue and treasury Shares under SVP and is also proposing that Executive Directors will participate in the plan.

In 2011, the Company is adding a schedule to SVP which allows cash-based awards to be granted on similar terms to SVP but with an additional vesting condition linked to the Group Core Tier 1 capital ratio. The schedule enables Barclays to grant awards ('Contingent Capital Awards') which incentivise executives to maintain the Group Core Tier 1 capital ratio above a pre-determined threshold.

The Board is recommending to shareholders that they approve amendments to SVP to allow new issue and treasury shares to be used under SVP and to allow Executive Directors to participate in SVP.

### Summary of the main provisions of SVP, together with proposed amendments

SVP is not an H.M. Revenue & Customs approved plan. It may operate in conjunction with an employee benefit trust of which the trustee is an independent professional trustee ('Trustee').

#### Eligibility

The Committee may select any employee of the Group to participate in SVP. It is proposed to amend SVP so that Executive Directors may also be selected as participants.

#### Committee/Trustee consultation

SVP awards ('Awards') may be granted either by the Committee (including a duly authorised sub-committee) or by the Trustee, in consultation with the Committee (in each case, the 'Grantor'). Where Awards are granted by the Trustee, the Trustee will consult with the Committee before making certain decisions in relation to the Awards during the life of those Awards, in particular, decisions relating to the initial value of Awards, timing of vesting, the application of malus and prudent financial control conditions described below and the treatment of Awards held by leavers and on a change of control.

Administration of SVP shall be carried out by the Grantor.

#### Timing of grants

Awards may normally only be granted:

- in the six week period following the date that SVP is approved by shareholders at the 2011 AGM; or
- in the six week period following the first dealing day immediately after the date of the preliminary announcement of the Company's results for any financial period, or following the removal of any restrictions imposed on the Company or the Trustee which have previously prevented an Award from being granted; or
- in the six week period following any date on which changes to the legislation or regulations affecting share plans and/or long term incentive plans are announced or made; or
- at any other time that the Grantor may decide at its discretion, provided that it is not restricted from doing so by law or regulation.

No Awards may be granted after 10 years from the date of the AGM at which SVP is approved by shareholders.

#### Form of Awards

Three different types of Award can be granted under SVP:

- Awards over Shares;
- Awards over Capital Instruments; and
- Contingent Capital Awards under the schedule to SVP.

Awards may be in several forms as determined at the date of grant in light of, for example, regulatory, accounting and tax consequences. These may include:

- conditional awards over Shares or Capital Instruments which give a participant a right to acquire Shares or Capital Instruments in the future at no cost;
- provisional allocations of Shares or Capital Instruments which do not give a participant any right to acquire, or any interest in, Shares or Capital Instruments until such time as the Trustee decides;
- the acquisition of Shares or Capital Instruments that are forfeitable if certain conditions are not met;
- options over Shares or Capital Instruments with a nil exercise price;
- market value options over Shares or Capital Instruments; and
- such other form that has substantially the same economic effect as any of the forms of Award referred to above.

Awards are personal to the participant and may not be transferred except on death. Benefits under SVP are not pensionable.

#### Individual limits

The Grantor will determine the initial value of an Award granted in any financial year. The maximum value of Shares and/or Capital Instruments under an Award at the date of grant will be calculated on such basis of market value as the Grantor decides is fair and reasonable. In the event that shareholders approve participation of Executive Directors in SVP, Awards to Executive Directors will be granted in line with the individual limits for Executive Directors' annual performance incentives as disclosed in the Directors' remuneration report from time to time. For 2011 the individual limit for an Executive Director's annual performance incentive is 250% of base salary.

#### Overall limits

It is proposed to amend SVP to allow Awards to be satisfied by newly issued or treasury Shares and this will be subject to the following limits:

- the number of unissued Shares that may be issued or placed under award in any 10 -year period under SVP and any other executive share plan adopted by the Company may not exceed 5 per cent of the Company's issued ordinary share capital from time to time; and
- the number of unissued Shares that may be issued or placed under award in any 10 -year period under SVP and any other employee share plan adopted by the Company may not exceed 10 per cent of the Company's issued ordinary share capital from time to time.

Shares issued out of treasury will count towards these limits for so long as this is required by institutional shareholder guidelines.

#### Vesting of Awards

Vesting periods are determined at the Grantor's discretion. In normal circumstances, Awards vest in three equal portions on each of the first, second and third anniversaries of grant, subject to malus and prudent financial control provisions. The Grantor may select a different vesting period for Awards, in particular, in the case of Awards granted to new joiners and as part of the remuneration awarded to employees under business unit long term incentive plans operated by the Group.

#### Malus provisions

SVP includes malus provisions in accordance with the FSA's Remuneration Code under which the Grantor may reduce the vesting of Awards (to nil if appropriate). For example, Awards may be reduced where the Committee in its discretion determines that there is evidence of serious employee misconduct or where a business unit has suffered a material failure of risk management.

#### Prudent financial control provision

SVP includes a prudent financial control condition under which the Grantor may limit, reduce or add further conditions to the vesting of Awards or suspend Awards if the financial health of the Group has, in the opinion of the Grantor, significantly deteriorated over the vesting period. Unless the Grantor in exceptional circumstances determines otherwise, Awards will ultimately be forfeited if the Grantor does not lift any such suspension within three years from the final release date of an Award or does not, following a suspension, determine to limit, reduce or add further conditions to Awards within three years from the final release date of that Award.

## Appendix 2

# Summary of the principal terms of the Barclays Group Share Value Plan (the 'SVP') continued

### Benefit of dividends/coupon

An additional benefit, releasable at the same time as an Award, may be added to an Award at the Grantor's absolute discretion. If the Award is over Shares, any benefit would represent the value of dividends payable on those Shares that actually vest since the date of grant and would be provided typically as Shares or as a cash sum. If the Award is over Capital Instruments, any benefit would represent an amount equivalent to the interest payable on those Capital Instruments that actually vest since the date of grant and would be provided typically as a cash sum or additional Capital Instruments.

Detail on the benefit that may apply to a Contingent Capital Award is set out below.

### Cessation of employment

Special provisions apply if a participant's employment ceases before an Award vests.

If a participant dies, the Grantor may allow an Award to vest immediately but subject to malus and prudent financial control provisions.

If a participant leaves for any of the following reasons, an Award may vest in line with the normal vesting date(s) of the Award and subject to malus and prudent financial control provisions, unless the Grantor determines that the Award should vest earlier:

- retirement with the agreement of the participant's employer;
- redundancy;
- disability, injury or ill health;
- the company or business for which he works being transferred out of the Group; and
- his employer terminating his employment other than in circumstances which, in the reasonable opinion of the Committee, amount to gross misconduct or dismissal for cause.

If a participant is not an eligible leaver, any unvested Awards shall lapse unless the Grantor in its absolute discretion determines otherwise.

### Corporate events

In the event of a change in control, reconstruction or winding up of the Company, the Grantor has discretion to determine the treatment of unvested Awards including allowing the early release of Awards or deciding that Awards shall continue in the same or a revised form. SVP also includes the facility for participants to exchange Awards for awards over shares in an acquiring company. An internal reorganisation does not count as a change of control for these purposes.

### Cash alternative

The Grantor may, at its discretion, decide at the point of vesting (or exercise as the case may be) that an Award should be settled in cash equal to the market value of the Shares or Capital Instruments subject to the Award rather than in the Shares or Capital Instruments themselves.

### Variation of the Company's share capital

On any variation or increase of the Company share capital the Grantor may make such adjustments as it considers appropriate to the number of Shares or Capital Instruments subject to an Award.

### Amendments to SVP

The Committee may amend SVP at any time in any respect. The rules of SVP relating to eligibility, limits, the basis for determining a participant's entitlement and variations of the Company share capital may not be amended to the advantage of existing or future participants without the prior approval of the Company's shareholders in a general meeting. However, the Grantor may make any amendments necessary to secure or maintain favourable taxation, exchange control or regulatory treatment for the Company, any of its subsidiaries or any participant and make minor amendments to benefit or facilitate the administration of SVP without prior shareholder approval.

### Contingent Capital Plan schedule to SVP

In 2011 the Company is adding a schedule to SVP which allows cash-based awards to be granted on similar terms to SVP but with additional vesting conditions as determined by the Committee from time to time. The schedule enables Barclays to grant Contingent Capital Awards which incentivise executives to maintain the Group Core Tier 1 capital ratio above a pre-determined threshold. For 2011 Contingent Capital Awards the threshold is 7%. It is proposed to amend SVP to allow Executive Directors to receive grants of Contingent Capital Awards.

A Contingent Capital Award is distinct from an Award over Capital Instruments granted under the main body of the SVP rules.

### Grant

Contingent Capital Awards are granted by the Barclays PLC Cash Plans Committee (a sub-committee of the Committee).

### Vesting

As for SVP, Contingent Capital Awards would normally vest, subject to the Committee discretion, in three equal portions on each of the first, second and third anniversaries of grant subject to malus and prudent financial control conditions.

### Capital Condition

In addition, the vesting of Contingent Capital Awards would be subject to the condition that the Group Core Tier 1 capital ratio (calculated in accordance with the prevailing regulatory requirements) is equal to (or exceeds) a pre-determined threshold, set at the Committee's discretion at the date of grant. For initial 2011 Awards for all participants (including Executive Directors), it is proposed that the threshold shall be set at 7%.

When a Contingent Capital Award vests an additional discretionary benefit may be awarded equivalent to a coupon. For initial 2011 Awards, it is intended that this shall be set at 7% on an annualised non-compound basis.

If the Group Core Tier 1 capital ratio is below the pre-determined threshold (or would fall below that threshold as a result of the release and payment of any portion of a Contingent Capital Award) then no payment will be made at that time and the Contingent Capital Award will remain unvested. Any coupon equivalent attached to an Award shall lapse at the time of a suspension.

The Committee will review the Group Core Tier 1 capital ratio every six months thereafter using the published figure in the half and full year results of the Group. If the Group Core Tier 1 capital ratio (calculated in accordance with the prevailing regulatory requirements) has recovered above the pre-determined threshold (and would remain at or above that threshold following payment of a Contingent Capital Award) then (at the Committee's discretion) the unvested Contingent Capital Award or portion of the Contingent Capital Award may be released and paid to participants. In these circumstances, the Committee may consider a downward adjustment to any such release to take into account the impact to shareholders of any action taken by the Group to address the shortfall in the Group Core Tier 1 capital ratio. In addition, no coupon equivalent will be awarded in these circumstances.

If the Group Core Tier 1 capital ratio does not rise above the pre-determined threshold by the publication of the annual report following the fifth anniversary of the date on which the Contingent Capital Award was suspended, any suspended Contingent Capital Awards (or portion thereof) shall lapse.

# 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 Monday 25th April 2011. This time will still apply for the purpose of determining who is entitled to attend and vote if the AGM is adjourned from the scheduled time by 48 hours or less. If the AGM is adjourned for longer, members who wish to attend and vote must be on the Company's register of members by 6.00pm two days before the time fixed for the adjourned AGM.

### How do I vote?

There are three ways in which you can vote:

- You can appoint a proxy online to vote on your behalf on our website at [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote);
- You can vote in person at the AGM; or
- You can sign the enclosed Proxy Form appointing the Chairman or some other person to vote for you.

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.

If you vote by Proxy Form, you should return your form to The Registrar in the enclosed pre-paid envelope so that it is received by no later than 11.00am on Monday 25th April 2011. You will find details below of how to withdraw your proxy if you change your mind. If you vote online, The Registrar must receive your instruction by 11.00am on Monday 25th April 2011.

### 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 the Proxy Form. Attached to the Proxy Form 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 elect 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 the enclosed 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 [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote).

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

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

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

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

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

Yes. You can appoint your own choice of proxy or you can appoint the Chairman as your proxy. Your proxy does not need to be a Barclays shareholder.

### Can I appoint more than one proxy?

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

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

Yes. If you change your mind, you can send a written statement to that effect to The Registrar. The statement must arrive with The Registrar by 11.00 am on Monday 25th April 2011, or you should bring it along to the AGM. If you hold your shares in Barclays Sharestore, and you have changed your mind, your new instruction must be received by The Registrar no later than 11.00 am on Monday 25th April 2011. You cannot bring it along to the meeting.

### 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 23 to 24 are determined by a majority of votes. Resolutions 20 to 22 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 meeting room shortly after the AGM. The final results will be announced to the London Stock Exchange and will appear on our website at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations).

## 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 and Answers continued

### 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 Point in the Exhibition Area before the AGM starts. You can also register your question in the meeting room once the AGM has started. Shareholders who are unable to attend the meeting still have the opportunity to submit a question to the Board by writing to Shareholder Relations at Barclays PLC, 1 Churchill Place, London E14 5HP or emailing [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com).

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

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

If you would like to ask a question about a personal matter at the AGM you should go to the Customer Relations Point in the Exhibition Area. This is staffed by Senior Customer Relations personnel. All questions raised will be reviewed by the Chairman after the AGM and a reply will be sent out within 14 days.

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

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

### Shareholders with special needs

#### I am hard of hearing/sight, do you provide any documents for people with disabilities?

Copies of this notice are available in large print, Braille or audio format. If you would like a copy in any of these alternative formats, please contact the Registrar to Barclays.

### General Questions

If you have any further questions about the AGM or your shareholding, please contact The Registrar to Barclays on 0871 384 2055\* from the UK or on +44 121 415 7004 from overseas or by email at [questions@share-registers.co.uk](mailto:questions@share-registers.co.uk).

\* Calls to this number are charged at 8p per minute if calling from a BT landline. Call charges may vary if using other telephone providers.

# Additional information for shareholders attending the Annual General Meeting

## Venue

The AGM will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX. A map showing the location of the venue can be found below or you can find more information at [www.southbankcentre.co.uk/visiting-us/royal-festival-hall](http://www.southbankcentre.co.uk/visiting-us/royal-festival-hall).

Date: Wednesday 27th April 2011

Time: The AGM will start promptly at 11.00 am. You should allow 15 to 20 minutes for security and registration formalities.

## 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. No cameras, video recorders or tape recorders should be taken into the AGM. Mobile phones and other electronic communication devices should be turned off.

## Cloakroom facilities

Cloakroom facilities will be available in the registration area.

## Registration

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

## Persons with special needs

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

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

An audio CD containing extracts from the 2010 Annual Review is available, free of charge, either on request in writing from The Registrar or at the AGM.

## First aid

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

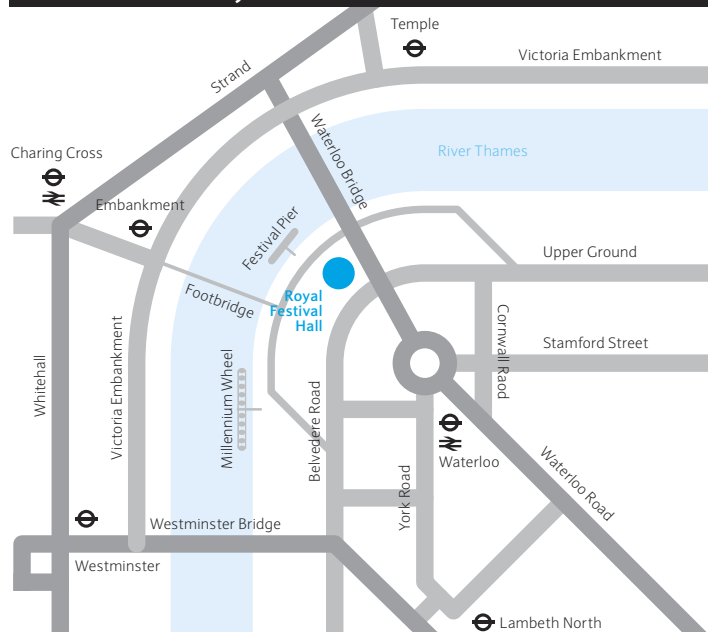
## Refreshments

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

## 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.

## How to find the Royal Festival Hall



## AGM schedule

### Wednesday 27th April 2011

#### 10.00am

Registration desks open.  
Tea and coffee available in the Exhibition Area.  
Q&A registration opens.

#### 11.00am

The AGM starts in the Meeting Room.

#### 1.00pm (approximately)

Light refreshments available in the Exhibition Area.

The results of the polls are expected to be released to the London Stock Exchange on Wednesday 27th April 2011.

**Go online**

Further information on our Annual Report  
[www.barclays.com/annualreport10](http://www.barclays.com/annualreport10)



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