

Proxy Form for the Annual General Meeting (AGM)

The AGM will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX on Wednesday, 10 May 2017 at 11:00am



Voting ID:

Task ID:

Sharestore Reference Number:



You can vote your Barclays shares online at home.barclays/investorrelations/vote or by joining Shareview at shareview.co.uk

or



You can vote your Barclays shares by completing and sending this form back in the enclosed pre-paid envelope. Before completing this form, please read the explanatory notes on the reverse.

I/We hereby instruct Equiniti Financial Services Limited to appoint the Chairman of the meeting, or to attend, speak and vote on my/our behalf at the Barclays PLC (the Company) AGM to be held on Wednesday, 10 May 2017 and at any adjournment of that meeting.

Resolutions

The full wording of the resolutions and biographical details of all Directors standing for appointment and reappointment at the 2017 AGM are in the Notice of Annual General Meeting which has been sent to you with this form. Please write an **X** in the For, Against or Vote Withheld box for each resolution below. If you do not complete the boxes below, the person you appoint as proxy can decide whether, and how, he or she votes in relation to any matter which is properly put before the meeting.

Important: fold along this line

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To reappoint James Staley as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To appoint KPMG LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Board Audit Committee to set the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Mary Francis as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To appoint Sir Ian Cheshire as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to allot shares and equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Mike Ashley as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Directors to allot equity securities for cash and/or to sell treasury shares other than on a pro rata basis to shareholders of no more than 5% of issued share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint Tim Breedon as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the Directors to allot equity securities for cash and/or to sell treasury shares other than on a pro rata basis to shareholders of no more than an additional 5% of issued share capital in connection with an acquisition or specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint Crawford Gillies as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To reappoint Sir Gerry Grimstone as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To authorise the Directors 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To reappoint Reuben Jeffery III as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint John McFarlane as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. To authorise the Directors to call general meetings (other than an AGM) on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To reappoint Tushar Morzaria as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. To approve the amendment of the Barclays Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To reappoint Dambisa Moyo as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To reappoint Diane Schueneman as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please indicate with an **X** if this Proxy Form is one of multiple instructions being given. Please refer to note 4 overleaf.

Signature(s)

Date

Please note that your votes must be received by Equiniti no later than 11:00am on Monday, 8 May 2017.

2674-212-S



The AGM will be held at the Royal Festival Hall, Southbank Centre,
Belvedere Road, London SE1 8XX on Wednesday, 10 May 2017 at 11:00am

Clear space

Information for Sharestore members attending the 2017 AGM

Please bring this card with you if you are attending the AGM in person.

Doors open at 10:00am. Please allow at least 20 minutes for registration.

You will be given full instructions on what to do with this card during the meeting.

Asking a question

Only questions which relate to the specific business of the meeting should be asked at the AGM.

How to ask a question relating to the business of the meeting

You can register your question at one of the Question Registration Points in the Exhibition Area before the meeting starts, or, once the AGM has started, at the Question Registration Point outside the meeting room. Questions should only be asked on the specific business of the meeting. Any questions raised but not answered at the meeting will be reviewed personally by the Chairman after the AGM and a reply will be sent to you within 14 days.

How to ask a question about your personal shareholding

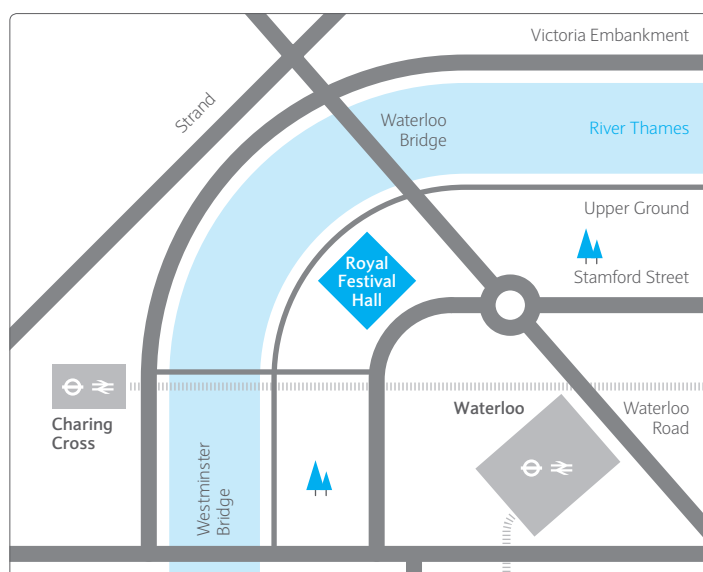
There will be a Shareholder Enquiry Point in the Exhibition Area. This is staffed by Equiniti and Barclays Stockbrokers and will be open both before and after the AGM.

How to ask a question about a personal customer matter

Please go to the Customer Relations Point in the Exhibition Area. This is staffed by Senior Customer Relations personnel who will be available before, during and after the meeting.

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.



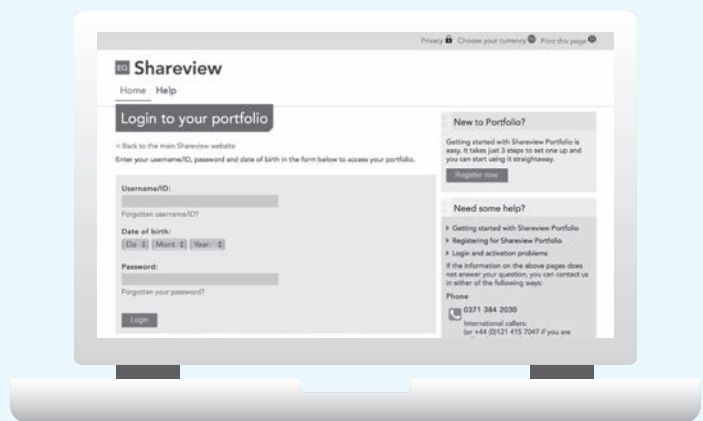
Vote your shares online

By joining Shareview you can vote ahead of general meetings and manage your shareholding online. You will also receive notifications of dividend payments and Barclays results directly to your email on the day of publication.

To join Shareview, please follow these 3 easy steps:

- Step 1** Go to shareview.co.uk
- Step 2** Register for electronic communications by following the instructions on screen
- Step 3** You will be sent an activation code in the post the next working day

If you have any questions, please contact Equiniti whose contact details can be found in the Explanatory notes.



Poll card for the Annual General Meeting (AGM)

The AGM will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX on Wednesday, 10 May 2017 at 11:00am

This card should only be completed during the meeting

Members of Barclays Sharestore, their proxies and authorised representatives of corporations are entitled to vote.

Please write an **X** in the For, Against or Vote Withheld box for each resolution below. If you wish to cast your votes partly For, partly Against or partly Vote Withheld on a resolution, you should write the number of votes cast For, Against or Vote Withheld in the appropriate box.

Signature(s)

Date

Resolutions

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To reappoint James Staley as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To appoint KPMG LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Board Audit Committee to set the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Mary Francis as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To appoint Sir Ian Cheshire as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to allot shares and equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8. To reappoint Crawford Gillies as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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10. To reappoint Reuben Jeffery III as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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12. To reappoint Tushar Morzaria as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. To approve the amendment of the Barclays Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To reappoint Dambisa Moyo as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To reappoint Diane Schueneman as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

1. Voting

If you want to attend and vote at the Barclays AGM, you must be entered on the Barclays Sharestore register of members by no later than 6:30pm on Monday, 8 May 2017, or if the meeting is adjourned, no later than 6:30pm two days before the time fixed for the adjourned meeting.

2. Vote online

To register your voting instructions online, please visit home.barclays/investorrelations/vote. To log on you will need your Voting ID, Task ID and Sharestore Reference Number which are printed on the front of this card. Alternatively, you can register your voting instructions online by joining Shareview. Details on how to join can be found on your attendance card.

Your votes must be registered by no later than 11:00am on Monday, 8 May 2017.

3. Proxy

You are entitled to attend, speak and vote at the AGM or you can appoint one or more people (called proxies) to attend, speak and vote on your behalf. A proxy need not be a Barclays shareholder but must attend the meeting in person.

To appoint a proxy (other than the Chairman of the meeting), please write the full name of the person you have chosen in the box on the Proxy Form. If no name is inserted, the Chairman of the meeting will be authorised to vote on your behalf.

Alternatively, you can appoint a proxy online at home.barclays/investorrelations/vote. To log on you will need your Voting ID, Task ID and Sharestore Reference Number which are printed on the front of this card.

Unless you complete the Proxy Form to show how you want them to vote, your proxy or proxies can vote, or not vote, as they see fit, on any matter which is put before the meeting.

4. Multiple proxies

You can appoint more than one proxy, but if more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares. To appoint more than one proxy, please photocopy the Proxy Form and indicate the number of shares that you are authorising them to act as your proxy for. Mark the box on the Proxy Form to show that you have appointed more than one proxy.

5. Revoking your proxy

If you complete the Proxy Form to appoint a proxy or proxies, this will not stop you from attending and voting at the meeting if you later find you are able to do so.

6. Authority and timing

To be valid, you must return this Proxy Form, together with a certified copy of the power of attorney or other authority (if any) under which it is executed, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8JF United Kingdom, in the pre-paid envelope provided, so that it is received by no later than 11:00am on Monday, 8 May 2017.

If you are posting your Proxy Form within the UK please allow at least 3 working days for delivery. Please allow extra time if posting from outside the UK.

7. Joint Sharestore members

The signature of any one of the joint holders will be enough to appoint either the Chairman or one or more proxies to attend, speak and vote at the meeting.

8. Vote Withheld

The 'Vote Withheld' option is given to enable you to abstain on any particular resolution. The 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

9. Corporate Sharestore members

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an officer of the company, an attorney for the company or other persons authorised to sign.

If you are attending as a representative of a shareholder that is a corporation, you will need to show Equiniti evidence that you have been properly appointed as a corporate representative to gain entry to the AGM.

Contact Equiniti by:



Web
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