

Proxy Report

Barclays

Country	United Kingdom
Meeting date	Friday, 27 April 2012 at 11:00
Meeting location	Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX
Meeting type	Annual General Meeting
Securities	ISIN GB0031348658, Telekurs 1399446

General Meeting Highlights

For the fiscal year 2011, the Remuneration Committee decided to use the Barclays Long Term Incentive Plan instead of the Performance Share Plan as it was the case for the previous years. The maximum value of long-term incentive awards granted under the Barclays LTIP is 500% of base salary. While vesting under the Performance Share Plan 2010-2012 was partly based on the company's TSR, the awards made under the Barclays LTIP are dependent exclusively on absolute performance measures (return on average risk weighted assets, loan loss rate and other sustainability metrics). Furthermore, Barclays covered Mr. Diamond tax bill with a "tax equalisation" totalling £5.745 million. The Association of British Insurers (ABI) also questioned the tax equalisation payment and issued an amber top alert, the second most serious warning the ABI can issue. We recommend opposing the Directors' Remuneration Report (Resolution 2).

Report Content

- 1 Voting Positions
- 2 Proxy Analysis
- 3 Company Information
- 4 Remuneration Report
- 5 Board of Directors

1. General Meeting Overview

1.1 Voting positions for the AGM 27 April 2012

Item	Proposal	ECGS voting position	Board recommendation
01	To receive the Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2011.	FOR	FOR
02	To approve the Directors' Remuneration Report.	● OPPOSE	FOR
03	To approve the re-election of the Chairman: Marcus Agius.	FOR	FOR
04	To approve the re-election of a non-executive director: David Booth.	FOR	FOR
05	To approve the re-election of a non-executive director: Alison Carnwath.	● OPPOSE	FOR
06	To approve the re-election of a non-executive director: Fulvio Conti.	● OPPOSE	FOR
07	To approve the re-election of the Chief Executive Officer: Robert E. Diamond.	FOR	FOR
08	To approve the re-election of a non-executive director: Simon Fraser.	FOR	FOR
09	To approve the re-election of a non-executive director: Reuben Jeffery III.	FOR	FOR
10	To approve the re-election of a non-executive director: Sir Andrew Likierman.	FOR	FOR
11	To approve the re-election of the Group Finance Director: Chris Lucas.	FOR	FOR
12	To approve the re-election of a non-executive director: Dambisa Moyo.	FOR	FOR
13	To approve the re-election of the Senior Independent Director: Sir Michael Rake.	FOR	FOR
14	To approve the re-election of a non-executive director: Sir John Sunderland.	FOR	FOR
15	To approve the re-appointment of the auditing firm PricewaterhouseCoopers LLP.	FOR	FOR
16	To authorize the directors to establish the auditors' fees.	FOR	FOR
17	To allow the company to make political donations.	● OPPOSE	FOR
18	To authorize the Board of directors to allot shares.	● OPPOSE	FOR
19	Special resolution: To limit pre-emptive rights.	FOR	FOR
20	Special resolution: To authorize share buyback.	FOR	FOR
21	Special resolution: To reduce the minimum notice period for convening a meeting.	● OPPOSE	FOR

1.2 Voting results of the previous General Meeting 27 April 2011

Item	Proposal	% For	Result	ECGS voting position	Board recommendation
01	To receive the audited Financial Statements, Directors' Report and the Auditor's Report.	98 %	Accepted	<i>FOR</i>	<i>FOR</i>
02	To approve the report on executive remuneration.	89 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
03	To approve the re-election of the director: Alison Carnwath.	99 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
04	To approve the re-election of the director: Dambisa Moyo.	99 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
05	To approve the re-election of the Chairman: Marcus Agius.	98 %	Accepted	<i>FOR</i>	<i>FOR</i>
06	To approve the re-election of the director: David Booth.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
07	To approve the re-election of the director: Sir Richard Broadbent.	99 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
08	To approve the re-election of the director: Fulvio Conti.	96 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
09	To approve the re-election of the CEO: Robert E. Diamond Jr.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
10	To approve the re-election of the director: Simon Fraser.	99 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
11	To approve the re-election of the director: Reuben Jeffery III.	99 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
12	To approve the re-election of the director: Andrew Likierman.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
13	To approve the re-election of the Group Finance director: Chris Lucas.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
14	To approve the re-election of the director: Sir Michael Rake.	99 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
15	To approve the re-election of the director: Sir John Sunderland.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
16	To approve PricewaterhouseCoopers LLP as the appointment of the auditing firm.	97 %	Accepted	<i>FOR</i>	<i>FOR</i>
17	To authorize the directors to establish the auditors' fees.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
18	To allow the company to make donations to political or charitable organizations.	88 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
19	To authorize the allocation of securities.	94 %	Accepted	<i>FOR</i>	<i>FOR</i>
20	To limit pre-emptive rights.	99 %	Accepted	<i>FOR</i>	<i>FOR</i>
21	To authorize share buyback.	100 %	Accepted	<i>FOR</i>	<i>FOR</i>
22	To reduce the minimum notice period for convening a meeting.	93 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
23	To approve the Barclays Long Term Incentive Plan.	88 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>
24	To approve amendments to Barclays Group Share Value Plan.	90 %	Accepted	● <i>OPPOSE</i>	<i>FOR</i>

2. Proxy Analysis

01	To receive the Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2011.	FOR
----	---	------------

These reports were provided to all shareholders 21 days before the day of the meeting. The auditors' report is not qualified. The Board has approved a final dividend of 3 pence per share. As an interim dividend of 3 pence per share was already paid this year, this will make a total dividend for the year of 6 pence per share. The dividend is covered by earnings (25.1 pence per share). The final dividend has been paid to all shareholders on 16 March 2012. We recommend supporting the resolution.

02	To approve the Directors' Remuneration Report.	OPPOSE
----	---	---------------

After carrying out an in-depth analysis of executive compensation, we observe that the CEO's remuneration including the tax equalisation payment of £5.7 million, totalled £20.1 million. The company's TSR for the year under review was inferior to that of the FTSE 100 Index. The company also underperformed the FTSE 100 Index over the last five-year period.

The maximum award level for the annual incentive bonus is 250% of the base salary. For the performance period 2012-2014, the maximum value of long-term incentive awards granted under the Barclays LTIP is 500% of base salary. On an aggregate basis, the variable component of total remuneration exceeds our threshold. While vesting under the Performance Share Plan 2010-2012 was partly based on the company's TSR, the awards made under the Barclays LTIP are dependent exclusively on absolute performance measures (return on average risk weighted assets, loan loss rate and other sustainability metrics). Furthermore, Barclays covered Mr. Diamond tax bill with a "tax equalisation" totalling £5.745 million. According to the company, this payment was made because Mr. Diamond is taxed twice on the same profits and income since he moved from the US to the UK to take charge of the bank in 2011. The Association of British Insurers (ABI) also questioned the tax equalisation payment and issued an amber top alert, the second most serious warning the ABI can issue.

Overall, the proposed compensation is deemed excessive. It is too heavily weighted in favour of variable remuneration. We are also uncomfortable with the some aspects of the Barclays LTIP specifically, the absence of relative performance measure when compared with the previous Performance Share Plan. These weaknesses justify a vote against the proposal. We recommend opposing the resolution.

03	To approve the re-election of the Chairman: Marcus Agius.	FOR
----	--	------------

Mr. Agius was appointed to the Board in 2006 and became Chairman in 2007. This nominee is deemed independent upon appointment. There is no reason opposing his re-election. We recommend supporting his re-election.

04	To approve the re-election of a non-executive director: David Booth.	FOR
----	---	------------

Mr. Booth was appointed to the Board in 2007. He spent nearly 15 years at Morgan Stanley and held various key positions including Head of Government Bond Trading, Head of Mortgage Trading and Head of Global Operations and Technology. This nominee is deemed independent upon appointment. There is no reason opposing his re-election. We recommend supporting his re-election.

05	To approve the re-election of a non-executive director: Alison Carnwath.	OPPOSE
<p>Ms. Carnwath was appointed to the Board in 2010. She is Senior Advisor at Evercore Partners. This nominee is deemed independent upon appointment. She is Chairman of Land Securities Group Plc. In addition, she serves as non-executive director of Man Group plc, Paccar Inc., Malachite Advisors Limited and Zurich Financial Services. In our opinion, she holds a number of significant positions that is too high and may compromise her ability to well serve shareholders' interest. Furthermore, she has missed 1 out of 8 Board meetings and 3 out of 12 Audit Committee meetings. We recommend opposing her re-election.</p>		
06	To approve the re-election of a non-executive director: Fulvio Conti.	OPPOSE
<p>Mr. Conti was appointed to the Board in 2006. This nominee is deemed independent upon appointment. He is Chief Executive Officer of Enel SpA. In addition, he is non-executive director of ENDESA SA, Aon Corporation. In our opinion, he holds a number of significant positions that is too high and may compromise his ability to well serve shareholders' interest. We recommend opposing his re-election.</p>		
07	To approve the re-election of the Chief Executive Officer: Robert E. Diamond.	FOR
<p>Mr. Diamond was appointed to the Board in 2005 and became Chief Executive Officer in January 2011. The number of executives is in line with local market practice. We note that Barclays covered Mr. Diamond tax bill with a "tax equalisation" totalling £5.745 million. According to the company, this payment was made because Mr. Diamond is taxed twice on the same profits and income since he moved from the US to the UK to take charge of the bank in 2011. The Association of British Insurers (ABI) also questioned the tax equalisation payment and issued an amber top alert, the second most serious warning the ABI can issue. Nevertheless, we recommend supporting his re-election as we have already recommend opposing the Directors' Remuneration Report.</p>		
08	To approve the re-election of a non-executive director: Simon Fraser.	FOR
<p>Mr. Fraser was appointed to the Board in 2009. He spent 27 years with Fidelity International. This nominee is deemed independent upon appointment. There is no reason opposing his re-election. We recommend supporting his re-election.</p>		
09	To approve the re-election of a non-executive director: Reuben Jeffery III.	FOR
<p>Mr. Jeffery was appointed to the Board in 2009. He is Chief Executive Officer of Rockefeller & Co., Inc. since 2010. This nominee is deemed independent upon appointment. There is no reason opposing his re-election. We recommend supporting his re-election.</p>		
10	To approve the re-election of a non-executive director: Sir Andrew Likierman.	FOR
<p>Sir Likierman was appointed to the Board in 2004. He is Dean on the London Business School. This nominee is deemed independent upon appointment. There is no reason opposing his re-election. We recommend supporting his re-election.</p>		
11	To approve the re-election of the Group Finance Director: Chris Lucas.	FOR
<p>Mr. Lucas was appointed to the Board in 2007 as Group Finance Director. The number of executives is in line with local market practice. We recommend supporting his re-election.</p>		
12	To approve the re-election of a non-executive director: Dambisa Moyo.	FOR
<p>Dr. Moyo was appointed to the Board in 2010. She is an international economist and worked for eight years for Goldman Sachs. This nominee is deemed independent upon appointment. There is no reason opposing her re-election. We recommend supporting her re-election.</p>		

13	To approve the re-election of the Senior Independent Director: Sir Michael Rake.	FOR
	<p>Sir Rake was appointed to the Board in 2008 and became Senior Independent Director in October 2011. He worked for 30 years for KPMG and was Chairman of KPMG International from 2002 to 2007. This nominee is deemed independent upon appointment. He is also Chairman of BT Group plc and EasyJet plc and a non-executive director of the McGraw-Hill Companies. There is no reason opposing his re-election. We recommend supporting his re-election.</p>	
14	To approve the re-election of a non-executive director: Sir John Sunderland.	FOR
	<p>Sir Sunderland was appointed to the Board in 2005. He was formerly Chairman and Chief Executive Officer of Cadbury Schweppes plc. This nominee is deemed independent upon appointment. There is no reason opposing his re-election. We recommend supporting his re-election.</p>	
15	To approve the re-appointment of the auditing firm PricewaterhouseCoopers LLP.	FOR
	<p>PricewaterhouseCoopers LLP have been the Company's auditors for many years. The fees paid by the company to its external auditor for non-audit services correspond to 30.8% of the audit fees and to 37.5% on an aggregate three year basis. We recommend supporting the resolution.</p>	
16	To authorize the directors to establish the auditors' fees.	FOR
	<p>It is the Board's responsibility to establish the auditors' fees. We recommend supporting the resolution.</p>	
17	To allow the company to make political donations.	OPPOSE
	<p>The authority is limited to £125,000 in aggregate. The authority expires at the next annual general meeting. For the year under review, Absa Group Limited, in which Barclays has a majority stake, made donations totalling £224,158 to the major South African political parties as part of their Democracy Support Programme. The aggregate authorized amount exceeds our threshold. We recommend opposing the resolution.</p>	
18	To authorize the Board of directors to allot shares.	OPPOSE
	<p>The allotment of securities is limited to an aggregate nominal value of £1,016,812,142 which corresponds to approximately 33% of issued share capital. It would have been acceptable but the resolution also seeks approval to authorize the Board to allot a further one third of the issued share capital, with pre-emptive rights. The authority to allot up to 66% of issued share capital exceeds our threshold. We recommend opposing the resolution.</p>	
19	Special resolution: To limit pre-emptive rights.	FOR
	<p>The lifting of pre-emptive rights is limited to 5% of outstanding shares. Additionally, the Board confirms its intention to follow the UK Pre-emption group's guidelines regarding the rolling three-year cumulative use of the authority, in that the cumulative use of the authority will not exceed 7.5% without a prior consultation with shareholders. We recommend supporting the resolution.</p>	

20	Special resolution: To authorize share buyback.	FOR
----	--	------------

Ordinary shares that may be repurchased under this authority are limited to 1,220,174,570 ordinary shares, which is less than 10% of outstanding shares. The maximum buying price is 105% of the average middle market quotation for the five business days immediately preceding the purchase. The minimum price that may be paid for an ordinary share is its nominal value. All voting rights related to these shares are suspended and no dividend distribution is allowed. This buyback has a well-structured timeline and the price is reasonably limited. We recommend supporting the resolution.

21	Special resolution: To reduce the minimum notice period for convening a meeting.	OPPOSE
----	---	---------------

This proposal requests the authorization to reduce the delay in calling special meetings from 21 to 14 days, which limits the time available to shareholders to prepare for the meeting. The proposal is not in the shareholders' interest. We recommend opposing the resolution.

3. Company Information

Before the General Meeting of 27 April 2012

3.1 General Information

Activities	<p>Barclays PLC is a global financial services provider engaged in retail banking, credit cards, wholesale banking, investment banking, wealth management and investment management services. The Company's operations include its overseas offices, subsidiaries and associates. The Company operates in nine segments: UK Retail and Business Banking (UK RBB), Europe Retail and Business Banking (Europe RBB), Africa Retail and Business Banking (Africa RBB), Barclaycard, Barclays Capital, Barclays Corporate, Barclays Wealth, Investment Management and Head Office Functions and Other Operations.</p>
	<p>In April 2011, Carlyle Group sold The Mill to the Company's Barclays Private Equity. On March 1, 2011, Barclays agreed to acquire Egg's UK credit card assets. In October 2011, the Company sold its retail and commercial banking operations business in Russia, Barclays Bank LLC.</p>
Corporate Social Responsibility	<p>Barclays has included environmental and social risk criteria for lending. Barclays leads Equator Principles working groups on climate change and social risks. The company has launched the global online human rights training module for its employees.</p> <ul style="list-style-type: none">- Sustainability reporting: The company's website comprises a section on sustainability. The company publishes sustainability reports using the Global Reporting Initiative guidelines. Barclays produce an annual Citizenship Report.- Community: Barclays committed £30.3 million in support of the community in the UK (2010: £28.6 million), including charitable donations of £22.6 million (2010: £22.9 million). For the year under review, Absa Group Limited, in which Barclays has a majority stake, made donations totalling £224,158 (2010: £123,295)- International commitments: Organization for Economic Co-operation and Development (OECD), International Labor Organization (ILO) core Conventions, Universal Declaration of Human Rights, United Nations Environment Programme Finance Initiative (UNEP FI)-Environment: In 2011, Barclays launched its Climate Action Programme, a four-year plan focusing on addressing environmental issues. The programme aims to reduce the company's waste and emissions from building, technology and transport.-Employee information: Barclays has approximately 141,100 employees. The female representation rose up from 52% to 52.1%. However, the percentage of senior managers who are female declined from 23.7% to 21.5%.-Supply chain: 333 suppliers completed Barclays' sustainability screening questionnaire (2009: 159 suppliers). The company undertakes on-site supplier sustainability reviews of the activities and impacts on health and safety, diversity and inclusion, environmental impact and labor standards. Starting in 2011, the annual completion of the sustainability questionnaire became mandatory.

3.2 Share Capital and Shareholder Relations

Description The Company has ordinary shares in issue. The Company's Articles of Association provide for Sterling, Dollar, Euro and Yen preference shares. No preference shares have been issued to date. Consequently, ordinary shares represent 100% of the total issued share. As at 2 March 2012, issued ordinary share capital was 12,201,745,704 of 25p each for a capital of £3,050,436,426. Each ordinary share carries one vote.

As at 31 December 2011, major shareholders of the company were the following:

- BlackRock, Inc with 7.06%,
- Qatar Holding LLC with 6.79%,
- Nexus Capital Investing Ltd with 6.98%,
- Legal & General Group PLC with 3.99%.

Combined Code compliance statement: The Company has complied fully with the UK Corporate Governance Code throughout 2011.

3.3 Financials and Key Figures

Year end 31. December

Reporting standard IFRS

		2011	2010	2009
Total revenues	GBP	32.29 billion	31.44 billion	29.12 billion
Net operating income	GBP	26.69 billion	25.77 billion	21.05 billion
Net income attributable to shareholders (without minority interests)	GBP	3.01 billion	3.56 billion	9.39 billion
Shareholders' equity	GBP	55.59 billion	50.86 billion	47.28 billion
Earnings per registered share (basic)	GBP	0.25	0.30	0.86
Dividend per registered share	GBP	0.06	0.06	0.03
Payout ratio (on group net income)		23.90 %	18.09 %	2.90 %
Market value per registered share at year end	GBP	1.76	2.62	2.72

3.4 External Auditor

Auditor **PricewaterhouseCoopers**

Fees	In GBP	2011	2010	2009
Audit fees		39'000'000	38'000'000	35'000'000
Audit related fees		3'000'000	3'000'000	2'000'000
Non-audit fees		12'000'000	15'000'000	15'000'000
Total		54'000'000	56'000'000	52'000'000

Comments Audit related fees include audit services for the review of the interim financial information under the Listing Rules of the UK listing authority.

Non-audit fees are broken down as follows:

- Other services relating to taxation - compliance services: £5,000,000
- Other services relating to taxation - advisory services: £1,000,000
- Corporate finance transactions: £2,000,000
- Other: £4,000,000

The fees paid by the company to its external auditor for non-audit services correspond to 30.8% of the audit fees and to 37.5% on an aggregate three year basis.

PricewaterhouseCoopers LLP have been the Company's auditors for many years. The external auditors are required to rotate the audit partners responsible for the Group and subsidiary audits every five years.

Since 2010, the Senior Statutory Auditor is Andrew Ratcliffe.

4. Remuneration Report

4.1 Global Remuneration Figures

A Members of the Executive Management

		2011 Number	2011 GBP	2010 Number	2010 GBP	Var.
Total number of persons (FTE)		2.0		3.0		
Cash	Fixed		2'150'000		2'113'000	1.8%
	Variable		0		3'800'000	-100.0%
Shares	Fixed	0	0	0	0	NA
	Variable	NA	14'922'286	0	10'833'000	37.7%
Options	Variable	0	0	0	0	NA
Other			7'248'000		1'869'000	287.8%
Total			24'320'286		18'615'000	30.6%
Highest paid executive			20'159'286		9'358'000	115.4%
Average other executives			4'161'000		4'628'500	-10.1%

B Board Members (Outside Executive Management)

		2011 Number	2011 GBP	2010 Number	2010 GBP	Var.
Total number of persons (FTE)		10.8		10.1		
Cash	Fixed		2'109'000		1'839'000	14.7%
	Variable		0		0	0.0%
Shares	Fixed	0	0	0	0	0.0%
	Variable	0	0	0	0	0.0%
Options	Variable	0	0	0	0	0.0%
Other			1'000		1'000	0.0%
Total			2'110'000		1'840'000	14.7%
Highest paid non-executive			751'000		751'000	0.0%
Average other non-executives			139'385		119'802	16.3%

4.2 Individual Remuneration Figures

Individual figures for 2011 (GBP)

A Members of the Executive Management

Name, Function	Cash Fixed	Cash Variable	Shares Fixed	Shares Variable	Options Variable	Other	Total
R. Diamond, CEO	1'350'000	0	0	11'789'290	0	7'020'000	20'159'290
C. Lucas, CFO	800'000	0	0	3'133'000	0	228'000	4'161'000

B Board Members (Outside Executive Management)

Name, Function	Cash Fixed	Cash Variable	Shares Fixed	Shares Variable	Options Variable	Other	Total
M. Agius, Ch	750'000	0	0	0	0	1'000	751'000
R. Broadbent, VCh	171'000	0	0	0	0	0	171'000
D. Booth, Mbr	145'000	0	0	0	0	0	145'000
A. Carnwath, Mbr	158'000	0	0	0	0	0	158'000
F. Conti, Mbr	105'000	0	0	0	0	0	105'000
S. Fraser, Mbr	130'000	0	0	0	0	0	130'000
R. Jeffrey III, Mbr	98'000	0	0	0	0	0	98'000
A. Likierman, Mbr	127'000	0	0	0	0	0	127'000
D. Moyo, Mbr	105'000	0	0	0	0	0	105'000
M. Rake, Mbr	188'000	0	0	0	0	0	188'000
J. Sunderland, Mbr	132'000	0	0	0	0	0	132'000

Comments

Other remuneration paid to Mr. Diamond included a "tax equalisation" payment of £5.745 million. According to the company, this payment was made because Mr. Diamond is taxed twice on the same profits and income since he moved from the US to the UK to take charge of the bank in 2011. The Association of British Insurers (ABI) also questioned the tax equalisation payment and issued an amber top alert, the second most serious warning the ABI can issue.

4.3 Best Practice Checklist

A Members of the Executive Management

Company practice	Each member's remuneration disclosed separately	Ok
	All pay components disclosed separately (salary, bonus, LTI, pension)	Ok
	Accrual principle applied	Ok
	Performance criteria for short term incentive adequately disclosed	Ok
	% of annual bonus depending on individual criteria disclosed	Ok
	Performance criteria for the vesting of long term incentive adequately disclosed	Ok
	Shares granted valued at fair market value	Ok
	Options granted valued at fair market value	Not relevant
	Peer group's companies disclosed	Ok
	Notice period disclosed	Ok
	Notice period not exceeding one year (base salary and target bonus)	Ok
	Notice period is not extended upon change of control	Ok

B Board Members (Outside Executive Management)

Company practice	Non-executive directors' fees partly paid in shares	-
	Non-executive directors do not receive options	Ok
	Non-executive directors do not receive performance based remuneration	Ok
	Minimum stock ownership requirements exist for non-executive board members	Ok

4.4 Remuneration Structure (Executives)

A Remuneration Breakdown

Breakdown	Base salary	Short-term incentives	Long-term incentives	Pensions / Other
Of highest paid executive	6.7%	13.4%	45.1%	34.8%
Of other executives	19.2%	43.3%	32.0%	5.5%

B Short-term Incentives

Short-term incentives in % of base salary	On target	Maximum	Actual
Of highest paid executive	NA	250.0%	200.1%
Of other executives	NA	250.0%	225.0%

Performance criteria mentioned:

Key financial metrics:

- Profit before tax
- Return on equity
- Return on risk weighted assets
- Cost control

Non-financial performance factors:

- Customer satisfaction
- Employee opinion surveys

For the year under review, the use of deferred bonuses was increased. Under the Share Value Plan, these awards vest over a three-year period in equal annual tranches. The vesting of deferred bonuses is dependent on future service and subject to clawback provisions.

C Long-term Incentives

Incentive	Plan 1	Plan 2	Plan 3
Type of awards	Performance Share		
Fair value at grant date disclosed	£2.76		
Performance period	3 years		
Absolute performance criteria for vesting	RoRWA, loan loss rate and sustainability metrics		
Relative performance criteria for vesting	None		
Initial grant for the highest paid (in% of the base salary)	167%		
Minimum final grant (in % of initial grant)	0%		
Maximum final grant (in % of initial grant)	300%		

Comments

The performance measures used under the Barclays LTIP for the 2011-2013 performance period are the following:

- Return on average risk weighted assets (60%)
- Loan loss rate (30%)
- Sustainability metrics (10%)

23% of award vests for average RoRWA of 1%, with maximum vesting of 60% for average RoRWA of 1.5%.
 10% of award vests for average annual loan loss rate of 95bps, with maximum vesting of 30% for 81 bps or below.
 From 0% to 10% of award may vest depending on sustainability metrics which are assessed by the Committee.

4.5 Remuneration and Financial Performance

A Change in Remuneration

Highest paid executive	115.4%
Average other executives	-10.1%
Highest paid non-executive	0.0%
Average other non-executives	16.3%

B Change in Financial Performance

Sales	2.7%
Operating income	3.6%
Net income	-15.6%
Total shareholder return	-30.6%

4.6 Share and Option Holdings

A Members of the Executive Management

Name	Function	31.12.2011 Shares	31.12.2011 Options	31.12.2010 Shares	31.12.2010 Options
R. Diamond	CEO	13'197'895	0	10'292'671	0
C. Lucas	CFO	297'467	0	188'476	0
Total		13'495'362	0	10'481'147	0

B Board Members (Outside Executive Management)

Name	Function	31.12.2011 Shares	31.12.2011 Options	31.12.2010 Shares	31.12.2010 Options
M. Agius	Ch	232'244	0	115'129	0
R. Broadbent	VCh	0	0	38'777	0
D. Booth	Mbr	82'867	0	77'285	0
A. Carnwath	Mbr	44'738	0	40'000	0
F. Conti	Mbr	48'500	0	42'970	0
S. Fraser	Mbr	79'514	0	49'768	0
R. Jeffrey III	Mbr	72'174	0	65'244	0
A. Likierman	Mbr	32'329	0	27'031	0
D. Moyo	Mbr	7'798	0	2'826	0
M. Rake	Mbr	35'213	0	18'954	0
J. Sunderland	Mbr	88'058	0	83'277	0
Total		723'435	0	561'261	0

5. Board of Directors

Composition after the General Meeting of 27 April 2012

Committee	Executive	Affiliated non-executive	Independent non-executive	Total
Board of Directors	2	0	10	12
Audit committee	0	0	5	5
Nomination committee	0	0	5	5
Remuneration committee	0	0	4	4
Risk committee	0	0	5	5
Corporate governance committee	0	0	5	5
Other committee	0	0	3	3

Election procedure for directors	Individual
Mandate duration	1 year
Number of board meetings during the past year	16 (98% average attendance)
Number of audit committee meetings during the past year	12 (93% average attendance)
Number of remuneration committee meetings during the past year	8 (93% average attendance)
Number of nomination committee meetings during the past year	4 (96% average attendance)
Number of risk committee meetings during the past year	9 (87% average attendance)
Number of corporate governance committee meetings during the past year	4 (96% average attendance)
Individual attendance rate at board meetings disclosed	Yes

There is two women on the Board (18%). The Board targets that at least 20% of the Board will be made up of women by the end of 2013 and of at least 25% by the end of 2015.

Marcus Agius		
Independent	Chairman	Up for Re-election
Nationality	British	
Age	66	
Director since / term ends	2006 / 2013	
Committee memberships	<ul style="list-style-type: none"> – Nomination committee, Chairman – Remuneration committee – Corporate governance committee, Chairman – Other committee, Chairman 	
Main activity	none	
Directorships	<ul style="list-style-type: none"> – BBC (British Broadcasting Corporation), Lead Director 	
Other relevant mandates	<ul style="list-style-type: none"> – British Banker's Association, Chairman – The Royal Botanic Gardens, Kew., Chairman, Chairman of the Trustees – The Foundation and Friends of The Royal Botanic Gardens, Kew., Chairman – Takeover Panel, Member – Advisory Council of TheCityUK, Member 	
Comments	Former Deputy Chairman of Lazard LLC (until 2006)	

Robert Jr E Diamond		
Executive	Member, Chief Executive Officer	Up for Re-election
Nationality	US Citizen	
Age	60	
Director since / term ends	2005 / 2013	
Committee memberships	none	
Main activity	<ul style="list-style-type: none"> – Barclays (United Kingdom), CEO 	
Directorships	<ul style="list-style-type: none"> – Blackrock (USA), Member – Old Vic Productions, Plc, Chairman – Colby College (Board of Trustees), Chairman 	
Comments	Former President and Chief Executive of Corporate & Investment Banking and Wealth Management of Barclays Capital, Barclays Banking and Barclays Wealth.	

Alison Carnwath		
Independent	Member	Up for Re-election

Nationality	British
Age	59
Director since / term ends	2010 / 2013
Committee memberships	<ul style="list-style-type: none"> – Audit committee – Nomination committee – Remuneration committee, Chairman – Corporate governance committee
Main activity	– Evercore Partners (USA), Senior Advisor (European Corporate Advisory)
Directorships	<ul style="list-style-type: none"> – Land Securities (United Kingdom), Chairman – Man Group (United Kingdom), Member – Zurich Insurance Group, Member – ISIS Equity Partners LLP, Chairman – Paccar Inc., Member – Malachite Advisors Limited, Member
Comments	Chartered Accountant

Fulvio Conti		
Independent	Member	Up for Re-election

Nationality	Italian
Age	65
Director since / term ends	2006 / 2013
Committee memberships	– Audit committee
Main activity	<ul style="list-style-type: none"> – Enel (Italy), CEO – Enel SpA, Chief Executive Officer
Directorships	<ul style="list-style-type: none"> – Endesa (Spain), Vice Chairman – Aon (USA), Member – Enel (Italy), Member – Enel Energy Europe SL, Chairman – Eurelectric, Vice Chairman
Comments	<p>Former CFO of Telecom Italia (until 1999)</p> <p>Former CFO of Ferrovie dello Stato (until 1998)</p> <p>Former CFO of Enel (1999-2005)</p>

Simon Fraser		
Independent	Member	Up for Re-election

Nationality	
Age	52
Director since / term ends	2009 / 2013
Committee memberships	<ul style="list-style-type: none"> – Audit committee – Remuneration committee
Main activity	none
Directorships	<ul style="list-style-type: none"> – The Merchants Trust Plc, Chairman – Foreign & Colonial Investment Trust Plc, Chairman – Ashmore Group Plc, Member – Fidelity European Values Plc, Member – Fidelity Japanese Values Plc, Member
Comments	Spent 27 years at Fidelity International

Reuben Jeffrey III		
Independent	Member	Up for Re-election

Nationality	US Citizen
Age	58
Director since / term ends	2009 / 2013
Committee memberships	<ul style="list-style-type: none"> – Risk committee
Main activity	– Rockefeller & Co. Inc., Chief Executive Officer
Other relevant mandates	<ul style="list-style-type: none"> – International Advisory Council of the China Security Regulatory Commission (Advisory Board), Member – TASC Inc (Advisory Board), Member – TowerBrook Capital Partners LP (Advisory Board), Member
Comments	Former Managing Partner of Goldman Sachs & Co. (1983-2001) Former lawyer of Davis Polk & Wardwell

Board of Directors

Sir Michael Rake

Independent Member Up for Re-election

Nationality	British
Age	64
Director since / term ends	2008 / 2013
Committee memberships	<ul style="list-style-type: none">– Audit committee, Chairman– Nomination committee– Risk committee– Corporate governance committee
Main activity	none
Directorships	<ul style="list-style-type: none">– BT Group (United Kingdom), Chairman– Easyjet (United Kingdom), Chairman– McGraw-Hill (USA), Member
Comments	Former Chairman of KPMG International (2002-2007)

Sir John M Sunderland

Independent Member Up for Re-election

Nationality	British
Age	66
Director since / term ends	2005 / 2013
Committee memberships	<ul style="list-style-type: none">– Nomination committee– Remuneration committee– Corporate governance committee– Other committee
Main activity	<ul style="list-style-type: none">– CVC Capital Partners, Adviser
Directorships	<ul style="list-style-type: none">– Merlin Entertainments Group, Chairman
Other relevant mandates	<ul style="list-style-type: none">– Financial Reporting Council , Member
Comments	Former Chairman and CEO of Cadbury Schweppes (1996-2008).

Report issued:

17 April 2012

Analyst:

Rejean Nguyen

About ECGS

ECGS provides independent governance advice to institutional investors with Pan-European and Global portfolios. ECGS is the only proxy adviser operating according to a partnership approach, building on local market expertise. The analyses are based on ECGS principles reflecting high international standards of corporate governance while taking into account local governance codes and market practices. ECGS is a joint venture between the following partners: DSW (Germany), Ethos (Switzerland), Proxinvest (France, Managing Partner) and Shareholder Support (Netherlands).

Frequently used abbreviations

AGM	Annual General Meeting
EGM	Extraordinary General Meeting
NA	Not available

CEO	Chief Executive Officer
CFO	Chief Financial Officer
COO	Chief Operating Officer
OE	Other Executive Function
Ex-	Former

ECGS

info@ecgs.org
www.ecgs.orgECGS
c/o Proxinvest
6 rue d'Uzès
75002 Paris - FranceT +33 (0)1 45 51 50 43
F +33 (0)1 47 53 97 30**Disclaimer**

The analyses rely on information gathered from sources available to investors and the general public, e.g. the companies' reports, websites and direct contacts with company officers. Despite multiple verification, the information provided cannot be guaranteed accurate. The voting positions are prepared by the different ECGS local partners according to general best practice standards in corporate governance. They also take into consideration local market practice. The analyses are intended to help investors (clients of ECGS or any other potential users) make informed decisions at companies' general meetings but cannot, in any way, be considered as a portfolio investment tool or advice for investing in securities.

© ECGS. All rights reserved. Unauthorized reproduction, lending, hiring, transmission or distribution of any data is prohibited.