

BARCLAYS PLC  
Form 6-K  
March 13, 2012  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**under the Securities Exchange Act of 1934**

March 13, 2012

**Barclays PLC**

(Name of Registrant)

1 Churchill Place

London E14 5HP

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**England**

**(Address of Principal Executive Offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Table of Contents**

This Report is a Report on Form 6-K filed by Barclays PLC.

The Report comprises the following:

<b>Exhibit No.</b>	<b>Description</b>
1	Barclays PLC Annual Report 2011
2	Barclays PLC Annual Review 2011

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

BARCLAYS PLC  
(Registrant)

Date: March 13, 2012

By: /s/ Marie Smith  
Name: Marie Smith  
Title: Assistant Secretary

**Table of Contents**

**Table of Contents**

Barclays PLC Annual Report 2011

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The term **Barclays PLC Group** or the **Group** means Barclays PLC together with its subsidiaries and the term **Barclays Bank PLC Group** means Barclays Bank PLC together with its subsidiaries.

**Barclays** and **Group** are terms which are used to refer to either of the preceding groups when the subject matter is identical. The term **Company**, **Parent Company** or **Parent** refers to Barclays PLC and the term **Bank** refers to Barclays Bank PLC. In this report, the abbreviations **£m** and **£bn** represent millions and thousands of millions of pounds sterling respectively; the abbreviations **US\$m** and **US\$bn** represent millions and thousands of millions of US Dollars respectively and **m** and **bn** represent millions and thousands of millions of euros respectively.

Unless otherwise stated, the income statement analyses compare the 12 months to 31 December 2011 to the corresponding 12 months of 2010 and balance sheet comparisons, relate to the corresponding position at 31 December 2010. Unless otherwise stated, all disclosed figures relate to continuing operations. Relevant terms that are used in this document but are not defined under applicable regulatory guidance or International Financial Reporting Standards (IFRS) are explained in the glossary online at [www.barclays.com/annualreport](http://www.barclays.com/annualreport). A hard copy can be provided on request by contacting Barclays Investor Relations, Barclays PLC, 1 Churchill Place, London E14 5HP.

Adjusted profit before tax and adjusted performance measures have been presented to provide a more consistent basis for comparing business performance between periods. Adjusted profit before tax is explained further on page 22 and defined in the glossary.

**Forward-looking statements**

This document contains certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to certain of the Group's plans and its current goals and expectations relating to its future financial condition and performance. Barclays cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as **may**, **will**, **seek**, **continue**, **aim**, **anticipate**, **target**, **expect**, **estimate**, **intend**, **plan**, **goal**, **believe** or other words of similar meaning. Examples of forward-looking statements include, among others, statements regarding the Group's future financial position, income growth, assets, impairment charges, business strategy, capital ratios, leverage, payment of dividends, projected levels of growth in the banking and financial markets, projected costs, estimates of capital expenditures and

[Our leadership team discusses the year and the future for Barclays](#)

[More detail, including videos, can be found online at \[www.barclays.com/annualreport\]\(http://www.barclays.com/annualreport\)](#)

[What our strategy is and how we manage our business to achieve this](#)

[It is important that we run our business with a clear strategy that takes in to account market conditions](#)

plans and objectives for future operations and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, UK domestic, Eurozone and global economic and business conditions, the effects of continued volatility in credit markets, market related risks such as changes in interest rates and exchange rates, effects of changes in valuation of credit market exposures, changes in valuation of issued notes, the policies and actions of governmental and regulatory authorities (including requirements regarding capital and Group structures and the potential for one or more countries exiting the Euro), changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of current and future litigation, the success of future acquisitions and other strategic transactions and the impact of competition a number of such factors being beyond the Group's control. As a result, the Group's actual future results may differ materially from the plans, goals, and expectations set forth in the Group's forward-looking statements.

Any forward-looking statements made herein are as at the date they are made. Except as required by the UK Financial Services Authority (FSA), the London Stock Exchange plc (LSE) or applicable law, Barclays expressly disclaims any obligation or undertaking to release publicly updates or revisions to forward-looking statements to reflect any change in Barclays expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any additional disclosures that Barclays has made or may make in documents it has filed or may file with the LSE and/or the SEC.

The Annual Report includes certain information required to be included in the joint Barclays PLC and Barclays Bank PLC Annual Report on Form 20-F for 2011. Form 20-F will contain as exhibits certificates pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, signed by the Chief Executive and the Group Finance Director.

## Cover image

As part of our Citizenship agenda, we focus on empowering young people with the necessary financial, entrepreneurial and life skills to achieve economic independence and security.

## How we measure success within

## Barclays and reward performance

The evidence our strategy is being successfully implemented

Barclays supports Cycle into Work, an initiative developed and delivered by our social enterprise partner Bikeworks, which helps disadvantaged Londoners to learn key skills and find employment in the cycling industry.

The community investment programme supports Bikeworks to work in partnership with homeless hostels and shelters in London to reach vulnerable young people, offering them bicycle building and maintenance courses.

Employees also volunteer as mentors to help participants improve their confidence, communication skills and job prospects, as well as provide them with opportunities for team work and social interaction.

Trainees access on-the-job training and professional qualifications in bike mechanics alongside tailored personal development support. Graduates of the programme are then supported to access employment opportunities with Barclays Cycle Hire and cycling retailers in London.

[www.bikeworks.org.uk](http://www.bikeworks.org.uk)

## Detailed information

Full disclosure and discussion in depth  
[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

01

Your 2011 Barclays Annual Report

We have changed the way we present and organise our reporting to help make it easier to understand. Within the strategic report you will find the following icon which indicates where you can obtain more detailed information.

<u>Corporate governance report</u>	Page 32
<u>Directors report</u>	Page 46
<u>Board of Directors</u>	Page 50
<u>People</u>	Page 53
<u>Remuneration report</u>	Page 54
<u>Risk management</u>	Page 67
<u>Financial review</u>	Page 159
<u>Financial statements</u>	Page 193
<u>Independent Auditors report</u>	Page 195
<u>Consolidated Financial Statements Barclays PLC</u>	Page 197
<u>Notes to the financial statements</u>	Page 204
<u>Shareholder information</u>	Page 275
<u>Shareholder enquiries</u>	Page 282
<u>Index</u>	Page 280

**Table of Contents**

02 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Barclays at a glance**

Barclays universal banking model continues to be a competitive strength. Revenues remained resilient overall, reflecting the strength of our customer franchise and the balanced mix of our business. We have intensified our cost discipline while selectively investing in growth areas that support our execution priorities.

**Total income****£32,292m**

Total income up 3% on 2010. Adjusted income excluding own credit and debt buy-backs down 8%

**Credit impairment****£3,802m**

Credit impairment improved 33% on 2010

**Profit before tax****£5,879m**

Profit before tax down 3%. Adjusted profit before tax down 2% and broadly balanced across the retail and investment banking businesses

**Liquidity pool****£152bn**

Liquidity pool remained strong, in line with 2010

**Core Tier 1 ratio****11.0%**

Core Tier 1 ratio strengthened from 10.8% at year end 2010

**Return on equity****5.8%**

Return on average shareholders' equity down on prior year due to worse than predicted macro economic conditions. Adjusted return on average shareholders' equity 6.6%

**Gross new lending to UK**

**£45.0bn**

Gross new lending to UK household and businesses of £45.0bn and Project Merlin lending targets exceeded by 13%.

**Institutional funding**

**\$1 trillion**

Raised over \$1trn of funding for institutions, including almost \$400bn for governments and public sector entities

**People supported**

**2,000,000**

Supported over 2 million people, primarily building their enterprise, employment and money management skills, including helping 3,500 people to find employment through a range of programmes

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**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

03

**Why we report by segment and geography**

We move, lend, invest and protect money for customers and clients worldwide.

By reporting by business segment and geography, we demonstrate the diversification of our business, and the universal banking model which we operate.

Barclays is a major global financial services provider engaged in retail banking, credit cards, corporate and investment banking and wealth management with an extensive international presence.

With over 300 years of history and expertise in banking, Barclays operates in over 50 countries and employs over 140,000 people.

\*excluding own credit and debt buy-backs

**Retail and Business Banking**

1 UK Retail and Business Banking £4,656m

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UK Retail and Business Banking is a leading UK high street bank providing current account and savings products and Woolwich branded mortgages. UK Retail and Business Banking also provides unsecured loans and general insurance as well as banking and money transmission services to small and medium sized businesses.

### 2 Europe Retail and Business Banking £1,226m

Europe Retail and Business Banking provide retail services, including credit cards, in Spain, Italy, Portugal and France, as well as lending to small and medium sized businesses, through a variety of distribution channels.

### 3 Africa Retail and Business Banking £3,767m

Africa Retail and Business Banking provides retail, corporate and credit card services across Africa and the Indian Ocean. Africa Retail and Business Banking combines the operations previously reported as Barclays Africa and Absa.

### 4 Barclaycard £4,095m

Barclaycard is an international payments business service provider to retail and business customers including credit cards and consumer lending.

## Corporate and Investment Banking

### 5 Barclays Capital £10,335m

Barclays Capital is the investment banking division of Barclays providing large corporate, government and institutional clients with a full spectrum of solutions to meet their strategic advisory, financing and risk management needs.

### 6 Barclays Corporate £2,912m

Barclays Corporate provides integrated banking solutions to large corporates, financial institutions and multi-nationals in the UK and internationally.

### 7 Barclays Wealth £1,744m

Barclays Wealth is the wealth management division of Barclays. It focuses on private and intermediary clients worldwide, providing international and private banking, fiduciary services and brokerage.

### 8 Investment Management £53m

Investment Management manages the Group's economic interest in BlackRock, Inc. and the residual elements relating to Barclays Global Investors, which was sold on 1 December 2009.

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Barclays Head Office Functions and Other Operations (£334m) Head Office Functions and Other Operations comprise head office and central support functions and consolidation adjustments. This figure excludes own credit gain of £2,708m and gains on debt buy-backs of £1,130m.

**Table of Contents**

04 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Group Chairman's statement

Our performance in 2011 reflected the challenging economic environment in which we operated.

**Marcus Agius**

Group Chairman

**Table of Contents**

Your Chairman's view

The Chairman's primary role is to provide leadership to the Board, creating the conditions for overall Board effectiveness and ensuring that Barclays satisfies its legal and regulatory responsibilities.

Here he takes the opportunity to provide his views on the performance of Barclays, the Board, and thoughts on current economic conditions.

Market conditions in the second half of the year were particularly difficult as investor nervousness over global economic growth prospects grew and concerns about the fiscal deficit of certain Eurozone countries became acute.

The Board is resolved to navigate the current difficult economic environment safely, ensuring that Barclays is positioned to continue to be profitable and successful in the future. We are also committed to acting as responsible corporate citizens at a time when so many people have been affected by the financial crisis and subsequent economic downturn.

The Board and I are very conscious that returns to shareholders have been unacceptably low in recent years. The urgent priority for the Group in this respect is to improve its Return on Equity (whilst not increasing leverage), as the correlation between the price to book value ratio (and hence share price) and Return on Equity has been very strong. In the short term, our business is still adjusting to the significantly higher levels of capital that we now have to hold as a result of new regulatory requirements. Accordingly, we are focused on ensuring that actions are in place to drive a significant and sustainable increase in the Return on Equity and, hence, the share price over the medium term. The share prices of banks were impacted during the year by the Eurozone debt crisis, which deteriorated further in 2011, with sovereign bond yields in a number of countries rising to unsustainable levels. Fortunately, there has been notable progress over the past few months, with Eurozone leaders committing to a system of enforceable fiscal rules designed to bolster confidence in the ability of countries to service and repay their debt. In addition, the action of the European Central Bank to provide liquidity support to banks has helped confidence. Although financial market volatility is likely to remain high, we believe the current European downturn will be moderate.

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Uncertainty of regulation continues to dominate the agenda, however there are welcome signs that some of the regulatory fog within which we have been operating over the last four years is beginning to clear. The publication of the rules regarding the capital levels to be held by Systemically Important Financial Institutions, of which Barclays is one, and the acceptance by the UK Government of the Final Report by the Independent Commission on Banking, were important milestones in this respect. We welcome the move towards regulatory certainty that this brings, as it allows Barclays and the rest of the banking industry in the UK to plan ahead with a greater level of clarity. Barclays engaged constructively with the commissioners during their deliberations and the final report makes a number of recommendations which will make the industry safer and more sound. Whilst we do not agree that the proposed retail ring-fence is the best solution, we are clear that Barclays can accommodate it and we will work with the regulators and the Government on its introduction. Most importantly, it means that the universal banking model which we operate, and which we believe brings diversified strength to our business, will continue to be valid for the future. It is critically important that the new regulatory architecture is monitored carefully to ensure that it does not result in unintended consequences, particularly given the essential role that banks need to play in supporting economic recovery. It also continues to be vital that international banks such as Barclays can operate on a global level playing field and there are some concerning signs that the UK continues to be super equivalent in a number of key areas.

### Remuneration

Remuneration continues to be the subject of considerable discussion. It remains our policy that we only pay for performance, not failure, and that we only pay the minimum necessary to be competitive. Historically, there

has been intense competition for talent, particularly in the investment banking industry. The difficult economic environment and the impact of regulation on the profitability of investment banking lessened this competition in 2011 and, as a consequence, performance related pay across the Group reduced significantly. We recognise that compensation has to adjust to the new reality of lower returns for the sector and we will continue to ensure that our remuneration policies and practices are aligned with the long-term interests of our shareholders.

### Citizenship

Barclays has always taken its role in society seriously and believes that being a valued, respected and trusted citizen is vital in creating sustainable shareholder value. That ethos has been part of our corporate values since the bank was founded over 300 years ago. Events in the global economy have led us to reflect further on how we help others recognise the value of what we do.

Citizenship as an execution priority for Barclays is about three things: how we contribute to growth in the real economy; the way we do business; and supporting our communities. We see our success as inseparable from that of the communities we serve and so will bring the same discipline and focus to this part of our agenda as for everything else that we do. Indeed, our community investment increased by 15% to £63m in 2011. More importantly, by aligning our community investment strategy to our core business, the positive impact of our activity is much more than just a financial contribution. Youth unemployment is at record levels and last year we saw the consequences of the resulting disaffection expressed in a very public way. The future of communities and economies around the world is reliant on the next generation having the right skills. Our community programmes are focused on empowering disadvantaged young people by helping them access the skills they need to achieve financial independence and security.

Talented and diverse employees are not only crucial to delivering our Citizenship agenda, but are the foundation of our success across all business priorities. We have committed to ensure that at least 20% of our Board will be made up of women by the end of 2013, rising to 25% by 2015.

### Board Changes

The only Board change during the year was the retirement of Sir Richard Broadbent as Deputy Chairman in September. Richard joined the Board in 2003 and was an outstanding non-executive Director, chairing the Board Risk Committee from 2006 to 2009 and the Board Remuneration Committee from 2007 to 2011. He became Senior Independent Director in 2004 and Deputy Chairman in 2009. His clarity of thought and steadiness of nerve were particularly valuable during the financial crisis. We will miss his insights and immense contribution and wish him well for the future.

### Conclusion

In conclusion, I would like, on behalf of the Board and on behalf of all our shareholders to thank Barclays 140,000 employees. They have continued to work hard in a very difficult environment to deliver excellent service to our customers and clients. It is through their efforts that Barclays will succeed in rebuilding the trust of our key stakeholders and deliver sustainable value to our shareholders.

**Table of Contents**

06 Barclays PLC Annual Report 2011

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## Chief Executive's review

When we're at our best, we serve the real economy by doing our best for all our stakeholders: our customers and clients, the communities we serve, our people and our shareholders.

**Bob Diamond**

Chief Executive

**Table of Contents**

**Your Chief Executive's view**

The Chief Executive Officer is responsible for managing the daily operations of Barclays through working closely with the Executive Committee and overseeing successful delivery of the Group strategy. His priorities are a focus on four areas of execution: Capital, Funding and Liquidity; Returns; Income Growth; and Citizenship, which he uses to guide Barclays through the uncertain economic and regulatory environment and deliver shareholder returns.

In this summary, he reflects on the year, giving his views on progress towards delivery of our strategy.

2011 was marked by a challenging market and economic environment and our solid performance relative to global peers demonstrates the strength of our universal banking model and our relentless focus on clients and customers. Our focus in 2011 was firmly on delivering progress against the four execution priorities. I'd like to give you a review of what we achieved.

**Capital, Funding and Liquidity**

When I look back over the last few years, one of Barclays best decisions came in October 2008 when regulators made clear that they wanted banks to raise the bar for equity capital. We decided to raise capital swiftly and in scale, to put our ratios ahead of regulatory requirements. We wanted to put a metaphorical sign up for customers and clients saying that Barclays was open for business. Today we're recognised for our strength in terms of capital, liquidity and funding, and as a result we are seen by customers as a safe haven in times of stress.

Our capital position remains rock solid. Even after absorbing the full impact of the third Capital Requirements Directive, our Core Tier 1 ratio stands at 11% and we have a liquidity pool of £152bn that provides protection against unexpected market fluctuations.

**Returns**

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While we use many metrics to manage and measure the business, return on equity is the financial measure that correlates most closely with shareholder value, so it's extremely important to us. Our 13% return target was a vital factor in helping us make disciplined choices over the last 12 months, but we know that our returns today remain unsatisfactory and that we have a lot more work to do.

Since we set this target last year we have faced some significant external headwinds which are detailed over the page in our review of the market and operating environment. Notwithstanding these, we have made a lot of progress on the journey towards achieving our targets. Through operating as a more integrated business we have been able to begin to drive the cost efficiency that will be necessary to deliver that goal, and as a result have increased our cost target to a saving of £2bn by 2013.

Our portfolio of businesses continued to evolve and strengthen, and most of our businesses increased their return on equity in 2011.

We continue to believe that a return on equity of 13% is the right goal, but our ability to achieve this by 2013 will depend upon economic, market and regulatory developments. We remain fully committed to delivering 13% returns over time, by driving improved business performance, reducing expenses, and maintaining a disciplined approach to capital and funding costs.

### Income growth

Given the difficult economic environment, we're pleased that we were able to grow income, underlying profit, and market share in many of our businesses. We enter 2012 in a stronger competitive position.

In UK Retail and Business Banking net operating income grew 11%, Barclaycard net income was up 21%, our African business net income grew 11% in local currencies, and Wealth Management had its third successive year of double digit income growth as we continue to build that business.

Income and profits were down in Investment Banking in a very tough market but we continue to have real momentum, which is particularly evident in those areas where we've been actively investing, such as Equities and Advisory. This progress was recognized by International Financing Review (IFR) when it named Barclays Capital its 2011 Bank of the Year for growing market share across the board, and becoming an increasingly go-to investment bank.

### Citizenship

We have recognized that banks need to become better citizens and that our ability to do this is critical to generate long term value for shareholders. This is not philanthropy – it's about using Barclays unique skills and resources to deliver real commercial benefits in a way that also creates sustainable value for society.

We have made firm progress against our Citizenship agenda in 2011, delivering benefits to the real economy. We exceeded our Project Merlin targets by 13% and delivered £44bn to UK business; we helped 108,000 businesses start up; we helped corporates and institutions raise \$1 trillion of financing through the capital markets globally, including almost \$400bn for governments and the public sector; we employed almost 1,500 graduates and have committed to creating over 1,000 apprenticeships; and we will continue to do everything we can to support our customers and clients in 2012.

We know we have a responsibility to help generate economic growth and create jobs – and we are fully committed to playing our part.

You will find additional information relating to our Citizenship agenda in this document and a Citizenship Report with detailed information on our goals, our targets and our achievements will be available online from 23 April 2012.

### Looking forward to 2012

As I look back at 2011, we made firm progress and right across Barclays we entered 2012 in a stronger position. We recognise that in order to achieve our return target we need to improve profitability substantially going forward and we are determined to do that, using all the means within our control to drive the business.

Turning to the external environment, while there are some positive signs of economic recovery, particularly in the US, and increasing clarity on regulation, the global macro-economic, political and regulatory environment remains uncertain and we must again expect a challenging environment in 2012.

As we have shown in the past year, however, Barclays is well positioned to improve our competitive positioning across businesses in challenging environments. Our universal banking model, as well as our rock solid capital, liquidity and funding positions, give us the balance and flexibility to meet the challenges ahead. We are confident that by putting clients and customers at the center of everything we do, we will support economic growth more broadly and generate the financial returns we're targeting over time.

When we're at our best, we serve the real economy by doing our best for all our stakeholders: our customers and clients, the communities we serve, our people and our shareholders. To be anything less than our best is letting all these people down. That's why we aspire for Barclays to be one of the best organised, best managed and most productive private sector banks in the world.

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**Table of Contents**

## Market and operating environment

2011 saw further clarity from regulators with implementation of the third Capital Requirements Directive and the final report from the Independent Commission on Banking. The year also saw difficult conditions due to the Eurozone crisis and a slowdown in economic growth, with both events adversely impacting client activity and funding markets.

Although our performance in 2011 was adversely impacted by difficult economic conditions, we welcome the increased clarity from the UK and global regulators and expect further developments throughout 2012. Nevertheless, our capital, funding and liquidity positions remain a source of stability for our customers and clients and support us meeting future regulatory requirements.

### Economic growth

2011 saw a number of government agencies, including the UK Treasury and US Fed, and supranational bodies, such as the IMF and the World Bank, downgrade their GDP growth forecasts. Although financial market volatility is likely to remain high, we believe the current European downturn will be moderate.

### Eurozone

**The issue.** In 2011, the Eurozone continued to weaken with slowing GDP growth, high unemployment and ongoing political uncertainty. This has impacted Barclays through low client volumes as investors reduced their exposure to riskier asset classes, currency risk with significant fluctuations in the value of the Euro, and through increased funding costs due to a perceived deterioration in the credit risk of European banks.

**What we have done about it.** Barclays continues to closely monitor its exposure to Eurozone countries. The majority of sovereign exposures are used for hedging interest rate risk relating to local activities and have been actively replaced by non-government instruments. The remaining portion is actively managed reflecting our role as leading primary dealer, market maker and liquidity provider to our clients. Barclays also enters into credit mitigation arrangements to further protect against adverse Eurozone conditions. Despite the difficult conditions, Barclays remains open for business and will continue to contribute to growth in the Eurozone economies in which we operate.

### Funding

**The issue.** In the summer of 2011, the funding markets experienced significant stress due to market concerns on the European sovereign debt crisis, resulting in sovereign bond yields for a number of European countries rising to unsustainable levels.

**What we have done about it.** Barclays emerged as one of the higher quality names in Europe and we have continued to access a variety of global funding markets. Our funding strategy is to maintain a diversified funding base, access a variety of alternate funding sources and hold liquidity to meet unexpected

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demands. This enables us to minimise the cost of funding and provides protection against unexpected fluctuations in the market. In 2011, our strong position gave us a competitive advantage during the market dislocation in the second half of the year. Recently, the ECB introduced mechanisms to provide liquidity to banks. This action was a positive development for the sector and reduces the risk of a funding-induced credit crunch in 2012.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

09

**Understanding Business Conditions**

It is important that we understand the conditions in which we operate in order to run the company effectively. In this section we aim to highlight some of the major factors affecting the banking industry to help the reader understand the context of the current market and environment.

Below we have set out the key market and environment issues faced by Barclays in 2011.

**Regulatory change**

There has been continuing regulatory change in the wake of the financial crisis. Barclays maintains a proactive stance to regulation, seeking to be involved in the policy discussion in a constructive manner, and taking a serious approach to ensuring compliance with the resulting legislation and regulation. Outlined below are the key regulatory uncertainties we face.

**Basel and the Capital Requirements Directive (CRD)**

**The issue.** The Basel Committee published a paper on *Strengthening resilience of the banking sector* in 2009. The report covered wide ranging proposals including more stringent capital and Risk Weighted Asset (RWA) treatments than the current regulatory regime.

**What we have done about it.** Barclays maintains a strong dialogue with international regulators including the FSA and the Basel Committee. We are focused on conservative capital management and management of our RWAs with significant reductions of Credit Market Exposures improving the capital efficiency of the Group, enabling us to maintain a robust Core Tier 1 ratio of 11.0% after the impact of CRD3. The strength of our capital ratios, our ability to generate capital organically and our actions to optimise RWAs will enable us to meet our targeted capital ratios under CRD4.

**Independent Commission on Banking (ICB)**

**The issue.** One of the key proposals in the final ICB report, which has been endorsed by the Government, is for UK retail and SME operations to be ring-fenced entities. The ICB has also recommended a potential loss-absorbing capacity of 17%. These factors are likely to increase operational costs and could have an adverse impact on the cost of funding for UK banks.

**What we have done about it.** Barclays strategy and financial targets remain valid in the context of the ICB recommendations. The ICB has estimated the cost to the industry at £4-7bn per annum, however we are unable to provide more accurate estimates of the cost to Barclays until detailed specification is provided and the market reflects the cost of funding. We welcome both the implementation timeline, allowing opportunity to get the detail right, and the ring-fenced entity design

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flexibility. In addition, we continue to develop internal Recovery and Resolution Plans to ensure Barclays remains a going concern and to assist regulators in the unlikely event that the bank is wound down.

### Dodd-Frank Wall Street Reform and Consumer Protection Act (DFA)

**The issue.** The DFA was enacted by the US to implement financial regulatory reform as a response to the recent economic crisis. Certain provisions of the DFA may have an effect on the Group, including:

- the Fed imposing additional risk management requirements;
- the Volcker Rule, which aims to restrict proprietary trading and fund-related activities; and
- derivatives trading requirements, where certain swaps-related activities may be limited in our US entities.

**What we have done about it.** Barclays continues to engage with the US authorities as they consult on proposals for rules and proceed to rule-making. We have taken a centralised approach to monitoring this process and to ensuring compliance with the rules that are developed as a result.

### Regulatory timeline

2011	Basel 2.5 (CRD3) implemented on 31 December
H1 2012	UK Government to publish White Paper on banking reform following ICB recommendations in 2011
Q1 2013	Implementation of RWA calculations under Basel 3 (CRD4)
H1 2013	Financial Services Act to be implemented which will change the structure of the UK regulatory bodies
2013 - 2015	Expected enactment of UK Government White Paper on banking reform
2014 - 2018	Phasing in of capital deductions under Basel 3 (CRD4)
2019	Implementation of UK Government White Paper on banking reform
2022	Full compliance with US Dodd-Frank Act

[For more detailed information, please see Supervision and Regulation, page 154](#)

**Table of Contents**

## Our strategy and business model

Barclays moves, lends, invests and protects money for customers and clients worldwide.

### Business model

#### Our purpose:

To help individuals, institutions and economies progress and grow

### Customers

Store and transfer money / payments	Manage and invest money	Offer financial advice and other services	Provide access to loans and liquidity	Manage risks and different maturities	Make markets and trade
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#### Our vision:

One of the premier globally integrated universal banks providing superior benefits to each of our stakeholders (customers, shareholders, colleagues, and communities)

Integrated universal banking model
Diversification by business, geography, client and funding
Relentless customer and client focus

## Our execution:

Execute our strategy focusing on four priorities (capital, funding and liquidity, returns, income growth, and citizenship)

Create value for shareholders and deliver a top quartile Total Shareholder Return

## Shareholders

The ultimate objective of our strategy is to create and deliver long-term sustainable shareholder value. We fulfil our purpose by delivering the fundamental functions of a bank to our customers. We do this through an integrated universal banking model which we believe is the best model through which to build strong and stable relationships with our customers, employees and suppliers to deliver operational excellence; manage our risks appropriately; and allocate scarce resources, including capital, efficiently.

We take a long-term view on our strategy and have not changed it for many years. Changes in the environment continue to influence Barclays, especially how we choose to execute our strategy. We are currently focused on four execution priorities: Capital, Funding and Liquidity; Returns; Income Growth; and Citizenship.

As banking markets around the world continue to evolve, with regulatory change, and with the distinct need for rebuilding trust in the banking industry post crisis, our strategy and our execution priorities allow us to continue to serve the wide ranging needs of our customers in a safe and stable manner that is aligned with our responsibilities as corporate citizens and is able to deliver attractive returns for shareholders.

**Table of Contents**

## Implementing our strategy

To achieve the primary objective of maximising Total Shareholder Returns, we focus on four key execution priorities.

These execution priorities drive Barclays performance and continue to improve our competitive position. We have made solid progress, with a resilient financial performance despite the difficult trading conditions in 2011, and the bank is well positioned to generate the financial returns that we are targeting over time.

## Strategy

**Our focus is on execution and in particular delivering our promises in four key areas.**

At the beginning of 2011 we set out our execution priorities based on a three year plan to improve both the bank's performance and its position. We have made solid progress in 2011 despite the market uncertainty.

### 1. Capital, Funding and Liquidity

We remain mindful of the changing regulatory environment and our rock solid capital, funding and liquidity positions give us confidence that we will meet future requirements. Our robust Core Tier 1 ratio of 11.0% is supported by our ability to generate capital organically and we do not expect to seek additional capital from our shareholders. We have also maintained resilient funding and liquidity profiles despite recent market stresses caused by the Eurozone crisis. This has allowed us to access diverse funding sources, minimising the cost of funding and providing protection against unexpected fluctuations.

### 2. Returns

Our focus on delivering returns is a key driver in the way we manage the business. We seek to improve return on equity to ultimately increase shareholder returns, reflecting the strong link between the share price and return on equity. In doing so we also look to maintain strong capital, liquidity and leverage ratios, to enable us to deliver returns on a sustainable basis. Although the worse than predicted macroeconomic conditions as well as new regulatory constraints mean that we may not be able to deliver 13% returns by 2013, we will continue to focus on delivering a steady improvement in returns and achieve 13% over time.

### 3. Income Growth

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A component of delivering improved returns is generating income growth. Despite the macro environment depressing income growth, we generated momentum and improved the competitive positions of all our major businesses in 2011. We grew net operating income in all businesses, except Barclays Capital which was most affected by difficult trading conditions, as we remain focused on improving the quality of assets to ensure that we do not grow at the expense of future credit losses.

### 4. Citizenship

We believe that being a valued, respected and trusted citizen is vital in creating long term value for all our stakeholders. We produce a Citizenship Report each year in order to benchmark our progress in the key areas of focus: contributing to growth in the real economy; the way we do business; and supporting our communities.

**For more detailed information, please see Financial review, please see page 159**

### Total Shareholder Return (TSR)

Our primary objective is to maximise returns for shareholders and in doing so, we aim to deliver top quartile TSR.

TSR consists of two components: the movement in market value of the shares and the income received on those shares in the form of dividends. Over the past five years there has been a clear relationship between TSR and return on equity (RoE) with the market value of shares improving with higher reported RoE. Increased dividend payments positively affect both TSR and RoE. Therefore, improving the bank's RoE is a key driver in the way we manage the business to maximise TSR.

While we seek to have a progressive dividend policy, we must balance this with requirements for capital in order to ensure sustainable and long term TSR creation.

As RoE declined throughout the crisis to a low point in 2008, so too did TSR. Barclays maintained positive RoE and outperformed peers during the crisis as we remained profitable.

In recent years TSR and RoE have become more closely aligned as share prices have reflected market uncertainty, low sector RoEs, and low dividend payout ratios. This has strengthened the link between market valuation and returns, and therefore TSR and RoE.

**Table of Contents**

12 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Board of Directors**

The non-executive Directors are independent of management. Their role is to advise and constructively challenge management and monitor the success of management in delivering the agreed strategy within the risk appetite and control framework set by the Board.

**For more detailed information, please see Board of Directors page 50**

**Key responsibilities of the Board of Directors**

The Board's principal duty is to promote the long-term success of Barclays by creating and delivering sustainable shareholder value. It does this by setting strategy and overseeing its implementation by management. While the ultimate focus is long-term growth, the Board seeks to ensure that management strikes the right balance between long and short-term objectives.

In setting and monitoring the execution of strategy, the Board aims to ensure that the Group maintains an effective system of internal control and an effective risk management and oversight process across the Group, delivering growth in a controlled and sustainable way.

**Marcus Agius (65)**

Group Chairman, Chairman of

the Board Corporate Governance and Nominations Committee,

Chairman of the Board Citizenship

Committee

**Alison Carnwath (59)**

Non-executive Director,

Chairman of the Board

Remuneration Committee

**Fulvio Conti (64)**

Non-executive Director

**Simon Fraser (52)****Reuben Jeffery III (58)**

Non-executive Director

**Sir Andrew Likierman (68)**

Non-executive Director

**Chris Lucas (51)**

Group Finance Director

**Dambisa Moyo (43)**

Non-executive Director

**Sir Michael Rake (64)**Senior Independent Director,  
Chairman of the Board Audit  
Committee**Sir John Sunderland (66)**

Non-executive Director

**Bob Diamond (60)**

Chief Executive

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Non-executive Director

## **David Booth (57)**

Non-executive Director, Chairman  
of the Board Risk Committee

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

13

## Executive Committee

### Charter of Expectations

The role profiles, responsibilities, time commitments, key competencies and behaviours we expect of our Directors, together with the key indicators of high performance, are set out in our Charter of Expectations, which was reviewed and updated during 2011 to take account of the best practice recommendations set out in the Guidance on Board Effectiveness issued by the Financial Reporting Council (FRC). The Charter of Expectations is available on our website at [www.barclays.com/corporategovernance](http://www.barclays.com/corporategovernance).

### Key responsibilities of the Executive Committee

The Board delegates responsibility for the day-to-day management of the Group to the Chief Executive, who is responsible for ensuring that the business is operating effectively within the strategy and risk appetite agreed by the Board. The Chief Executive is supported by the Executive Committee, which he chairs.

**Bob Diamond**

Chief Executive

**Mark Harding**

Group General Counsel

**Jerry del Missier**

Co-Chief Executive of Corporate and Investment Banking

**Rich Ricci**

Co-Chief Executive of Corporate and Investment Banking

**Chris Lucas**

Group Finance Director

**Antony Jenkins**

Chief Executive of Retail and Business Banking

**Maria Ramos**

Group Chief Executive,

Absa and Chief Executive of Barclays Africa

**Sally Bott**

Group Human Resources Director

**Robert Le Blanc**

Chief Risk Officer

**Thomas L. Kalaris**

Chief Executive of Barclays Wealth



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**Table of Contents**

14 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Governance

### Management

#### Chief Executive

#### Executive Committee

(Business Unit Heads and the Heads of Key Group Control Functions)

#### Management Committees

(including Disclosure Committee, Group Governance and Control Committee,

Financial Risk Committee, Operational Risk Committee, Treasury Committee)

### **Board Corporate Governance and Nominations Committee** Marcus Agius

In order to deliver our strategy, we need the right people. The Board Corporate Governance and Nominations Committee has a key role in reviewing new appointments and succession plans to ensure that we have a Board and an executive management team with the appropriate skills, knowledge and experience to operate effectively in an ever challenging environment.

### **Board Audit Committee**

Sir Michael Rake

It is important that we generate income in a sustainable way and manage our risks and costs properly, without eroding the controls we have in place. The Board Audit Committee has a key oversight role in ensuring that our financial statements are a true and fair representation of our financial position and strength and that our control environment is robust and maintained.

For more detailed information on the Board Corporate Governance and Nominations Committee, please see page 38

For more detailed information on the Board Audit Committee, please see page 40

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

15

Good corporate governance is vital in supporting the delivery of our strategic priorities.

Our Board Committees play an important role in working with management to ensure our business is financially strong, that it is well-governed and that any risks are identified and mitigated.

Our corporate governance practices have been brought together in Corporate Governance in Barclays, which is available on our website at [www.barclays.com/corporategovernance](http://www.barclays.com/corporategovernance). This framework provides the basis for promoting the highest standards of corporate governance in Barclays.

**The fundamental purpose of any company is the creation and delivery of long-term sustainable shareholder value in a manner consistent with its obligations as a responsible corporate citizen, and corporate governance must be seen in this context.**

We aim to create and sustain value over the long term by understanding the external factors that present risks and opportunities for our business, thereby ensuring our strategy is appropriate; building strong and stable relationships with our customers, employees and suppliers; and ensuring that we manage our risks and resources, including capital, appropriately. Our strategy is focused on four key priorities: Capital; Returns; Income Growth; and Citizenship and we ensure our Board discussions are focused on these issues.

We have complied with the UK Corporate Governance Code and applied its principles throughout 2011 and we continue to review our corporate governance processes and practices to ensure they remain fit for purpose.

Actions taken in this respect during the year included:

once again conducting a rigorous, externally facilitated Board Effectiveness Review;

in addition to our scheduled Board meetings, we held eight additional meetings to discuss key issues that our business has faced;

creating, in late 2011, a Board Citizenship Committee to have oversight of our conduct with regard to our wider value and obligations to society and our reputation as a responsible corporate citizen; and

while ensuring that all Directors are appointed on merit, and ensuring that there is an appropriate range and balance of skills, experience and background on the Board, we have set ourselves the aspirational target of ensuring that at least 20% of our Board is made up of women by the end of 2013 and for this position to exceed 25% by the end of 2015.

Marcus Agius

Group Chairman

7 March 2012

## Board Risk Committee

David Booth

Understanding, monitoring and mitigating risk is a fundamental task for any board. The Board Risk Committee plays a critical role in setting the tone and culture that promotes the achievement of effective risk management across the Group and has provided oversight of, and advice on, both our risk appetite and risk management and our capital and liquidity strategies.

**[For more detailed information on the Board Risk Committee, please see page 43](#)**

## Board Remuneration Committee

Alison Carnwath

The debate on executive remuneration has continued, with particular focus on the relationship between bonus payments and company performance. It is essential that we reward our people appropriately, that their pay reflects performance and that we do not incentivise them to take inappropriate levels of risk. The Board Remuneration Committee provides direction and oversight of remuneration policy.

**[For more detailed information on the Board Remuneration Committee, please see page 54](#)**

## **Table of Contents**

16 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Risk management

Banking involves risks that must be understood and managed to successfully deliver sustainable returns and play our key role in supporting wider economic growth.

Our impairment performance and asset quality continued to improve in spite of the difficult economic environment.

### **Robert Le Blanc**

Chief Risk Officer

### **Risk management**

Barclays has clear risk management objectives and a well-established strategy to deliver them, through core risk management processes.

Responsibility for risk management resides at all levels within the Group, from the Board and the Executive Committee down through the organisation to each business manager and risk specialist. Barclays distributes these responsibilities so that risk/return decisions are taken at the most appropriate level: as close as possible to the business, and subject to robust and effective review and challenge.

Risk appetite, which is the level of risk Barclays is prepared to sustain whilst pursuing its business strategy, is approved by the Board. Financial Risk Committee, Treasury Committee, Operational Risk Committee and Tax Risk Committee monitor their relevant risk profiles against risk appetite and the output is presented to the Board Risk Committee. Management assurance processes are assessed by Barclays Internal Audit and the effectiveness of the Group's control framework is assessed by the Governance and Control Committee.

During 2011, the Principal Risk Policy, which covers the categories of risk to which Barclays has its most significant actual or potential exposures, was updated resulting in risks being grouped into four categories: Credit, Market, Funding and Operational. Each risk owned is by a Group Principal Risk Owner, who is a senior individual within the Group Risk function. There was no significant change to the underlying risk types monitored as a result of this regrouping.

### **Performance in 2011**

Loan impairment charges reduced 33% on 2010 reflecting the generally improving underlying trends across the retail and wholesale businesses. The Group loan loss rate decreased to 77bps (2010: 118bps), which was a very strong performance for this point in the economic cycle.

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Retail loan impairment decreased as portfolio quality improved across almost all businesses. This included lower charges in our cards businesses in the UK and internationally. Similarly, impairment rates in unsecured loans and mortgages remained very moderate in the domestic and international markets.

Loan impairment also dropped in our wholesale portfolios across all businesses. Our corporate portfolios in Spain and Portugal remained under pressure from the difficult economic environment in those countries.

Key developments in relation to capital funding and liquidity are covered in the Finance Director's review on page 22.

Market exposures decreased in 2011 although there was a moderate increase in daily value at risk due to higher market volatility.

There have been no significant changes in our operational risk profile during 2011.

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**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

17

**Our risk management overview**

Barclays has clear risk management objectives and a well-established strategy to deliver them, through core risk management processes. This enables us to fully understand and minimise the impact of uncertainty on the business.

**Four Principal Risks**

**Credit risk**

Credit risk is the risk of the Group suffering financial loss if any of its customers, clients or market counterparties fails to fulfil their contractual obligations to the Group. This arises mainly from wholesale and retail loans and advances together with the counterparty credit risk arising from derivative contracts entered into with its clients. Other sources of credit risk arise from trading activities, including debt securities, settlement balances with market counterparties, available for sale assets and reverse repurchase loans. This can also arise when an entity's credit rating is downgraded, leading to a fall in the value of Barclays investment in its issued financial instruments.

**Funding risk**

Funding risk comprises three key risks:

**Liquidity risk** – the Group is unable to meet its obligations as they fall due resulting in: an inability to support normal business activity; failing to meet liquidity regulatory requirements; or changes to credit ratings. **Capital risk** – the Group is unable to maintain appropriate capital ratios which could lead to an inability to support business activity; failing to meet regulatory requirements; or changes to credit ratings.

**Structural risk** – management of non-contractual risks and primarily arises from the impact on the Group's balance sheet of changes in primarily interest rates on income or foreign exchange rates on capital ratios.

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### Market risk

Market risk is the risk of the Group suffering financial loss due to being unable to hedge its balance sheet at prevailing market levels. The Group can be impacted by changes in both the level and volatility of prices e.g. interest rates, credit spreads, commodity prices, equity prices and foreign exchange rates. The risk is reported as traded risk where Barclays supports customer activity primarily via Barclays Capital; non-traded risk to support customer products primarily in the retail bank; and pension risk in relation to investment returns within the defined benefit scheme.

### Operational risk

Operational risk is the risk of direct or indirect impacts resulting from human factors, inadequate or failed internal processes and systems or external events. Operational risks are inherent in the Group's business activities. The key risks that this principal risk includes are external suppliers, fraud, financial reporting, information, legal, product, payments, people, premises & security, regulatory, taxation, technology and transaction operations. For definitions of these key risks see pages 74 to 78.

**For more detailed information, please see the Risk Management section pages 67 to 158**

## **Table of Contents**

18 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

# Citizenship

At Barclays, we have a clear sense of our business purpose: to help individuals, businesses and economies progress and grow. For us, the term Citizenship captures this purpose and directs how we use our resources and expertise to create long term value for all our stakeholders.

Banks need to become better citizens. This is not about philanthropy – it's about delivering real commercial benefits in a way that also creates value for society.

### **Bob Diamond**

Chief Executive

**Citizenship is one of Barclays four execution priorities and is integral to our business.**

In the first instance, Citizenship is about contributing to growth in the real economy, creating jobs and supporting sustainable growth. Second, it is about the way we do business: putting our customers' interests at the heart of what we do, and managing our impact responsibly. Third, it is about supporting our communities through investment programmes and the direct efforts of our employees.

### **Our approach**

Throughout the year, we engaged with a diverse set of stakeholders to understand the challenges they face and how we can best help. Stakeholders play a pivotal role in helping us determine how we prioritise the issues we need to address. This involves listening to our customers and clients, our shareholders and employees, while working in collaboration with charities and governments.

We made firm progress in 2011 but still have a long way to go. That's why in 2012 we will launch a Citizenship Plan outlining our longer term commitments to 2015. These objectives will be aligned to rigorous planning and reporting processes to drive delivery of this agenda, including responsibilities as corporate taxpayers. In this respect, we note HMRC's reaction to a transaction that we voluntarily disclosed to them and recognise that we need to anticipate better its changing approach to the taxation of corporates.

### Board Citizenship Committee

In 2011, we strengthened our governance framework by creating a Board Citizenship Committee as a formal sub-committee of our Board of Directors. The committee is chaired by Group Chairman Marcus Agius and includes two non-executive Directors.

Progress against our priorities is reviewed regularly and will be formally assessed at least twice yearly by the Board Citizenship Committee and the Executive Committee. A range of management committees are responsible for specific aspects of Citizenship performance.

### Citizenship reporting

**We have included here a summary of our progress. We will publish a comprehensive analysis in our Citizenship Report.**

We measure and monitor progress across a wider range of issues in our annual Citizenship Report. The Report contains an extensive amount of information on our strategy, impacts, and performance and is independently assured using a robust reporting framework. Read the online Report from 23 April 2012 to access full 2011 data.

**For more information, please see [barclays.com/citizenship](http://barclays.com/citizenship)**

**Table of Contents**

Understanding our role within society

Banks play an integral role in society. Without a strong banking sector, economies and communities cannot thrive. We believe that the creation of sustainable value is particularly important in challenging economic times. Businesses, especially banks, need to help create jobs and foster growth. To do this effectively, we are working to rebuild trust and focus on the interests of the customers, clients and communities.

Contributing to growth

We operate a profitable business helping individuals, businesses and institutions to pursue their goals.

We are committed to increasing lending to businesses and have exceeded our Project Merlin targets in the UK. Of the £43.6bn delivered, £14.7bn was provided to SMEs. We raised over US\$1 trillion in funding for institutions, including US\$388bn for governments and public sector entities. In a difficult year for the Eurozone, we were the leading manager of bonds for the European Financial Stability Mechanism. We also help individuals to manage

The way we do business

We seek to reinforce our integrity every day in the way that we manage our business and treat our customers.

The interests of our customers and clients are at the heart of what we do, and we strive to improve the service that we provide. UK Banking complaints reported to the FSA (excluding PPI) fell 30% year on year, but we recognise we have more to do in this area. We make responsible decisions in how we govern the business and treat our colleagues (see page 53), and actively

Supporting our communities

Our role in the communities goes far beyond what we deliver through our core business activities.

The future success of communities and economies is reliant on the next generation having the right skills. We focus on empowering young people with the necessary financial, entrepreneurial and life skills to achieve financial independence and security. In 2011, we invested £63.5m in community programmes which reached over two

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their money, and last year supported 10,000 people in buying their first home.

manage the social and environmental impacts of what we do. As part of our Climate Action Programme, we have committed to reduce our carbon emissions by 4% by 2013.

million people. These activities were supported by 73,000 colleagues who donated their time, skills and money to support community causes.

### Case study: supporting UK SMEs

In 2011, we helped over 100,000 businesses to start up and our nationwide seminars provided practical business advice to over 14,000 people. We were one of the first banks to respond to the riots in UK communities in August, helping assess cash flow impact and offering temporary overdrafts.

We are holding lending clinics across the UK, answering questions on lending and the loan application process, to provide small businesses with the confidence to invest for growth.

### Case study: customer satisfaction

We worked to improve customer satisfaction across the business during 2011.

For example, in the UK, our corporate bank ranked first for client satisfaction amongst peers and a division in our wealth management business won Best Customer Experience Award in Financial Services in the Customer Experience Awards. Our UK retail bank improved customer satisfaction ranking to fourth amongst peers and received the Which? Award for Positive Change.

### Case study: empowering young people

Our partnership with Youth Business International (YBI) helps young people start their own businesses and create employment. YBI works with young people to provide access to capital, training, mentoring and other business development services. This benefits 50,000 young entrepreneurs in 34 countries.

Our employees volunteer in a variety of ways, including mentoring and providing professional support.

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**Table of Contents**

20 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Key performance indicators

Key Performance Indicators (KPIs) are used to measure our success against each of the four execution priorities.

We have made solid progress in 2011 through improving the competitive position across all of our businesses but we recognise there is still work to do to achieve our medium term targets.

### Capital

We have further improved our Core Tier 1 ratio to 11.0% through generating capital organically and reducing risk weighted assets. We therefore do not expect to seek additional capital from our shareholders to meet future regulatory requirements. Our diverse funding sources and strong liquidity pool of £152bn has minimised the cost of funding and provided protection against unexpected market fluctuations, despite the Eurozone crisis and subsequent market stress.

### Returns

The Group continues to evolve and the strength of our universal banking model helped to achieve balanced profits across our retail and business banking and corporate and investment banking businesses but we recognise that our Return on Equity was below our stated goal of 13% for 2013. Although the worse than predicted macroeconomic conditions as well as new regulatory constraints mean that we may not be able to deliver 13% returns by 2013, we will continue to focus on delivering a steady improvement in returns and achieve 13% over time.

### Income growth

Total income has increased 3% and benefited from gains on own credit and debt buy-backs. Excluding these items, total income declined 8% impacted by the macro environment. However, we have improved the competitive positions of all our major businesses and all businesses have grown adjusted net operating income, with the exception of Barclays Capital, which was most affected by difficult trading conditions. As we deliver income growth, we remain focused on improving the quality of assets to ensure that we do not grow at the expense of future impairment.

## Citizenship

We have a clear sense of our business purpose to help individuals, businesses and economies progress and grow. We clearly demonstrated this by delivering £45.0bn gross new lending to UK households and businesses. We exceeded Project Merlin targets in providing £43.6bn to UK businesses, including £14.7bn to SMEs. We also supported 10,000 first time buyers in the UK.

**[For more detailed information, please see Financial Review page 159](#)**

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

21

**How we measure our strategy's success**

We use KPIs to help report on the progress of our business against our strategic objectives. This allows us to measure, monitor and manage performance improvement.

Our KPIs represent a set of measures focusing on aspects of performance that are the most critical for the current and future success of Barclays.

**Rock solid capital funding and liquidity have been maintained to better deal with regulatory and economic conditions**

<b>Measures</b>	<b>2011</b>	2010	2009	
Core Tier 1 ratio	<b>11.0%</b>	10.8%	10.0%	<a href="#">Page 160</a>
Adjusted gross leverage	<b>20x</b>	20x	20x	<a href="#">Page 160</a>

**RoE down due to increased equity base and challenging market conditions. We continue to target an RoE goal of 13%**

<b>Measures</b>	<b>2011</b>	2010	2009	
Return on average shareholders' equity (RoE)	<b>5.8%</b>	7.2%	6.7%	<a href="#">Page 160</a>
Return on average tangible equity (RoTE)	<b>6.9%</b>	8.7%	9.0%	<a href="#">Page 160</a>
Return on average risk weighted assets (RoRWA)	<b>1.0%</b>	1.1%	0.9%	<a href="#">Page 161</a>

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	Profit before tax	<b>£5,879m</b>	£6,065m	£4,585m	<a href="#">Page 161</a>
	Cost: income ratio	<b>64%</b>	64%	57%	<a href="#">Page 161</a>
	Loan loss rate	<b>77bps</b>	118bps	156bps	<a href="#">Page 161</a>
	Dividend per share	<b>6.0p</b>	5.5p	2.5p	<a href="#">Page 161</a>
<p><b>Total income remained resilient in 2011, as improving income from our UK operations helped mitigate income pressures from the challenging economic environment</b></p> <p>The geographical regions have been revised since January 2011, Ireland is now included within the Europe region and Middle East is now reported with Africa. Comparatives have been updated to reflect these changes.</p>	<b>Measures</b>	<b>2011</b>	2010	2009	
	Total income	<b>£32,292m</b>	£31,440m	£29,123m	<a href="#">Page 162</a>
	Income by geography: UK	<b>49%</b>	40%	45%	<a href="#">Page 162</a>
	Europe	<b>13%</b>	15%	15%	<a href="#">Page 162</a>
	Americas	<b>19%</b>	25%	22%	<a href="#">Page 162</a>
	Africa and Middle East	<b>15%</b>	16%	15%	<a href="#">Page 162</a>
	Asia	<b>4%</b>	4%	3%	<a href="#">Page 162</a>
<p><b>Our commitment to lending remains strong with gross new lending to UK households and businesses of £45.0bn and Project Merlin commitment exceeded by 13%.</b></p> <p>EOS figure excludes Absa and Barclays Capital for 2011 as surveys conducted in 2010 in Absa and Barclays Capital were designed to span a two-year cycle. Taking their 2010 survey findings into account, the group-wide rate for 2011 is 82%.</p>	<b>Measures</b>	<b>2011</b>	2010	2009	
	Gross new lending to UK households and businesses	<b>£45.0bn</b>	£43.5bn	£35.0bn	<a href="#">Page 163</a>
	Global investment in our communities	<b>£63.5m</b>	£55.3m	£54.9m	<a href="#">Page 163</a>
	Colleagues involved in volunteering, regular giving and fundraising initiatives	<b>73,000</b>	62,000	58,000	<a href="#">Page 163</a>
	Group Employee Opinion Survey (EOS) Proud to be Barclays	<b>81%</b>	83%	81%	<a href="#">Page 163</a>
	Percentage of senior managers who are female	<b>22%</b>	24%	24%	<a href="#">Page 163</a>

**Table of Contents**

22 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Finance Director's review**

We have delivered resilient profits in 2011 despite the difficult trading environment in the second half of the year. Our capital, funding and liquidity positions remained strong throughout 2011 and we are well protected against further economic stress.

We have delivered profit before tax of £5.9bn in 2011 which was well balanced across our retail and investment banking businesses. Our Core Tier 1 ratio improved to 11.0% despite the impact of the third Capital Requirements Directive (CRD3).

**Chris Lucas**

Group Finance Director

**For 2011 we reported a slight decrease in profits, as a reduction in income at Corporate and Investment Banking was partly offset by income improvements in all other businesses, a significant improvement in credit impairment and cost reductions. Prudent capital management led to a further increase in our Core Tier 1 ratio. Our funding and liquidity remains strong.**

**Income Statement**

Barclays delivered adjusted profit before tax of £5.6bn in 2011 which was well balanced across the Group. Statutory profits were broadly similar at £5.9bn. The adjusted basis helps to provide a more consistent basis for comparing business performance between periods and principally excludes gains on own credit and debt buy-backs of £3.8bn, impairment on our stake in BlackRock, Inc. of £1.8bn, a £1bn provision for PPI, and almost £600m of goodwill write offs, mainly in Spain.

Income increased 3% including gains on debt buy-backs of £1.1bn and an increase in own credit gains of £2.3bn. Excluding these one-off items, income declined 8% to £28,512m, principally reflecting a decrease in income at Barclays Capital. However, income increased in most other businesses despite continued low interest rates and difficult macroeconomic conditions. This resilience of income is reflected in the RBB, Corporate and Wealth net interest margin which remained stable at 204bps (2010: 203bps). Net interest income from RBB, Corporate, Wealth and Barclays Capital increased 5% to £13.2bn of which the contribution from hedging (including £463m of increased gains from the disposal of hedging instruments) increased by 3%.

Credit impairment charges decreased 33% to £3,802m, reflecting significant improvements across all businesses, and impairment charges as a proportion of Group loans and advances improved to 77bps, compared to 118bps for 2010. In addition, impairment of £1.8bn was taken against our investment in BlackRock, Inc.

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Adjusted operating expenses, which exclude the £1bn provision for PPI redress and £597m (2010: £243m) goodwill impairment, were down £548m to £19,180m. Excluding the UK bank levy of £325m introduced in 2011, operating expenses were down 4% to £18,855m, which included £408m (2010: £330m) of restructuring charges taken now in order to deliver future benefits.

Despite cost savings, the adjusted cost: income ratio increased to 67% (2010: 64%), reflecting lower income, increased restructuring charges and the UK bank levy. At Barclays Capital the cost: net operating income ratio was 71% (2010: 65%) and the compensation: income ratio was 47% (2010: 43%), reflecting lower income in difficult conditions.

### **Balance Sheet**

Net asset value per share increased 9% to 456p with net tangible asset value per share, which adjusts for goodwill and other intangible assets, increasing 13% to 391p.

**For more detailed information, please see Financial Review page 159**

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

23

**Your Finance Director's Review**

The Finance Director is responsible for monitoring the Bank's financial performance and position and communicating this to both internal and external stakeholders.

Below he discusses in detail the Bank's performance during 2011 and its year end position as at 31 December 2011.

Total shareholders' equity (including non-controlling interests) was £65.2bn (2010: £62.3bn). Excluding non-controlling interests, shareholders' equity increased £4.7bn to £55.6bn, driven by profit after tax of £3.0bn and positive available for sale and cash flow hedge reserve movements offset by negative currency translation and dividends paid.

Total assets increased to £1,564bn (2010: £1,490bn), principally due to an increase in the fair value of gross interest rate derivative assets as major forward curves decreased, partially offset by a decrease in reverse repurchase agreements.

The Group's loan to deposit ratio continued to improve to 118% (2010: 124%) and the loan to deposit and long term funding ratio was 75% (2010: 77%). As a key measure of stability, adjusted gross leverage remained at 20x, moving within a month end range of 20x to 23x. Excluding the liquidity pool assets held as contingency to meet cash outflows in the event of stressed market conditions, adjusted gross leverage remained flat at 17x.

**Capital Management**

At 31 December 2011, the Group's Core Tier 1 ratio was 11.0% (2010: 10.8%) reflecting the contribution from retained earnings and reductions in risk weighted assets, which more than offset the impact of CRD3.

The Group continued to generate Core Tier 1 capital from retained profits (excluding own credit, impairment of investment in BlackRock, Inc. and goodwill impairment, which are added back for regulatory capital purposes). This contribution of £2.6bn was largely offset by other movements in Core Tier 1 capital, notably pension contributions and foreign currency movements, resulting in an increase in Core Tier 1 capital of £0.2bn to £43.1bn.

Risk weighted assets decreased slightly to £391bn (2010: £398bn) largely reflecting foreign exchange movements and decreases in Barclays Capital from lower levels of activity, risk reduction and sales of credit market exposures, which more than outweighed the approximate £30bn increase resulting from the implementation of CRD3 in December.

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We expect that the strength of our Core Tier 1 ratio, our ability to generate capital organically and our optimal use of risk weighted assets will enable us to meet our targeted capital ratios after absorbing the impact of Basel 3.

### Funding and Liquidity

The Group's overall funding strategy is to develop a diversified funding base and maintain access to a variety of alternate funding sources, so minimising the cost of funding and providing protection against unexpected fluctuations. Within this, the Group aims to align the sources and uses of funding. Customer loans and advances are largely funded by customer deposits, with any excess being funded by long-term wholesale secured debt and equity. Wholesale funding is well managed with derivative assets and liabilities largely matched.

The Group had £265bn of wholesale debt diversified across currencies, of which just £39bn was secured. Term funding maturing in 2012 totals £27bn. Term funding raised in 2011 amounted to £30bn (2010: £35bn) compared to term funding maturities of £25bn. During January 2012, £5bn of term funding was raised.

Approximately 10% of customer loans and advances at 31 December 2011 were secured against external funding, leaving significant headroom for further secured issuance.

The liquidity pool remained resilient at £152bn and moved within a month-end range of £140bn to £167bn, with short-term funding being rolled over despite the stress in the wholesale funding markets. The liquidity pool comprises high quality liquid unencumbered assets, diversified across currencies, broadly in line with wholesale debt requirements, with 93% (2010: 88%) of the pool comprising cash and deposits with central banks and government bonds.

The Group monitors compliance against anticipated Basel 3 metrics, including the Liquidity Coverage Ratio at 82% and Net Stable Funding Ratio at 97%, and is on track to meet the 100% compliance required by 2015 and 2018 respectively.

### Conclusion

To summarise, we delivered resilient adjusted profits of £5.6bn, with adjusted net operating income growth in every business except Barclays Capital. We delivered a 33% improvement in credit impairment, managed adjusted costs down 4% excluding the bank levy, and we increased the dividend by 9%. Our Core Tier 1 ratio increased to 11%, and our funding and liquidity strength continues to give us a competitive advantage.

Our universal banking model enabled us to generate adjusted profit before tax of £5.6bn, driven by increased profits in the majority of our businesses.

Note: The table above excludes Head Office Functions and Other Operations

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**Table of Contents**

24 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Divisional review

### Retail and Business Banking

Retail and Business Banking (RBB) has performed strongly in 2011 with two businesses, UK RBB and Barclaycard, delivering returns well above our 2013 goal. We have also made significant progress in implementing our vision of One Africa and have taken robust action to reposition Europe RBB.

In a tough economic climate, we have ensured we are open for business, supporting our customers when and where they need us.

#### Antony Jenkins

Chief Executive, Retail and Business Banking

**Our focus in Retail and Business Banking (RBB) is on making our customers' lives much easier. We have put this at the heart of our business and this is now making a significant difference for our customers.**

We have focused on improving customer service, listening to our customers and understanding their needs. As a result, we have made changes, so that, for example, all standing order and direct debit changes in the UK are now processed on the day they are received. On a year-on-year basis, banking complaints in the UK (excluding PPI) reduced by 30% and we are committed to reducing these further still.

In a tough economic climate, we have ensured we are open for business, supporting our customers when and where they need us. In addition to exceeding our lending targets to businesses in the UK, Barclays ran more than 800 seminars across the country to help customers network with their peers and improve their growth. We returned 1,900 existing businesses to health and helped 108,000 entrepreneurs to open their doors for the first time. Of the almost one million home owners to whom we provided loans, more than 10,000 were buying their first property, with our new 90 per cent loan to value mortgage helping customers access the housing market. Every day, across our network, our staff help customers to achieve their aspirations, whether buying a new home, starting a business, investing for the future or simply managing their day to day finances. Their engagement and commitment is the bedrock of our success.

Innovation has also continued to be a differentiator for Barclays as we look to address the changing needs of our customers. We now have 17 million contactless cards in issue in the UK and we have maintained our leading position in this fast-developing area of payments with more than 61,000 retailers using our contactless terminals. We also began the roll-out of contactless payments in South Africa during 2011 and Barclaycard launched the first contactless mobile phone in the UK with Orange. More recently we have launched Barclays Pingit in 2012, Europe's first person-to-person service for sending and receiving money using

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mobile phone numbers. We will continue to innovate to meet our customers' needs.

A relentless focus on our customers is the foundation of our performance and, we believe, will generate sustainable value for our shareholders. In 2011, in our core UK banking market, we attracted new customers in all our major product categories. Adjusted return on average equity in UK Retail and Business Banking at 15%, and in Barclaycard at 17%, exceeded the Barclays target of 13%, with Africa RBB improving to 10% and Europe RBB returns reflecting the repositioning of the business. Adjusted profit before tax in Retail and Business Banking increased 48% in 2011.

I am confident that we are making good progress on our customer agenda and that through this we are delivering significant value to all our stakeholders.

**[For more detailed information, please see Analysis of results by business page 173](#)**

---

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

25

## Divisional review

### Corporate and Investment Banking

Against a backdrop of challenging economic and market conditions, results for Barclays Capital were resilient compared with the industry, and the business held or gained market share. The year also saw Barclays Corporate return to profitability driven by a strong underlying performance in the UK business.

Through continued uncertainty in the markets, and in the global economy, we will continue to focus relentlessly on the need of our clients.

**Jerry del Missier and Rich Ricci**

Co-Chief Executives, Corporate and Investment Banking

**Our Corporate and Investment Banking business provides clients with loans, financing, risk management, strategic advice and transactional payments support. It supports corporate clients to achieve growth and job creation in the real economy, governments to deliver their stability and growth plans, and institutions to meet the long-term investment needs of their clients.**

Against a backdrop of challenging economic and market conditions, results for Barclays Capital were resilient compared with the industry. Profit before tax fell 32%, driven by a 22% reduction in income. However we held or gained market share, and continued to win recognition for our client focus – including Euromoney's Best Global Investment Bank and IFR's Bank of the Year.

The strength of our client-focused model means that we are bringing clients integrated solutions that draw expertise from across the organisation. We continued to see real client benefits in 2011 from managing the business in a more integrated way, to bring clients the best of Barclays.

Revenues generated from delivering Barclays Capital products to Barclays Corporate clients increased 28% year on year, and 73% over the past three years, while revenues from delivering Barclays Corporate products to Barclays Capital clients are up 20%.

The substantial improvements we have seen in the results for Barclays Corporate reflect the significant progress we've made across every aspect of the business in 2011, delivering on a clear growth strategy and turning an adjusted loss of £388m in 2010 into an adjusted profit of £126m in 2011.

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We have continued to take a disciplined approach to investment across Corporate and Investment Banking. Our focus remains on building our platform in those areas where we see real opportunity to deliver an advantage for our clients.

Barclays Capital continues to strengthen its Equities and Investment Banking franchises in EMEA and Asia Pacific, and Barclays Corporate has expanded its hubs in Frankfurt, Hong Kong, Singapore and New York. Our success in securing 16 Corporate Broking mandates in the UK last year is a good example of the strength and reputation we are building in our newer businesses.

We remain committed to our targets for returns, income growth and cost management. Through continued uncertainty in the markets, and in the global economy, we will continue to focus relentlessly on the needs of our clients.

**[For more detailed information, please see Analysis of results by business page 173](#)**

**Table of Contents**

26 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Divisional review

### Barclays Wealth

In 2011, Barclays Wealth demonstrated its third successive year of double digit income growth. Now in its third year of the five year Gamma Plan, Wealth is on track to position itself at the top tier of the industry.

We continue to transform Barclays Wealth into a premier global wealth manager.

**Thomas L. Kalaris**

Chief Executive, Barclays Wealth

**In 2011, the second year of our five year strategy, we delivered a first rate performance and continued to meet all our financial and franchise targets. We remain well on track against our 2014 commitments.**

Unprecedented market turmoil and a challenging business environment underpinned most of 2011. Under these conditions we benefited as a part of Barclays, a global institution with a robust balance sheet, significant product capability and a clear strategy. This provided us with a unique opportunity to serve our clients more comprehensively than before; positioned to bring the best of Barclays to them.

2011 also marked the second year of the five year Gamma program; a complex, challenging and ambitious plan to transform Barclays Wealth into a premier global wealth manager. We are well on track to deliver against our promises - a step change improvement in client experience and a significant increase in the productive capacity of the firm.

The execution of this strategy delivered differentiating performance. Our financial results were strong with income growth of 12% to £1.7bn and 27% growth in profit before tax to £207m. The productivity of our relationship managers improved; with the top 25 generating 21% higher revenue than last year. Our clients have begun to benefit from better on-boarding processes; faster turn around of credit decisions; improved reporting and a broader set of products.

2012 will undoubtedly be a challenging year as we deliver the third year of our Gamma plan while still meeting ambitious financial targets. But we are strongly positioned; we have proven the concept and shown that we can deliver. I remain confident that we can meet our commitments to our clients, thereby meeting our commitments to our shareholders.

**[For more detailed information, please see Analysis of results by business page 173](#)**



**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

27

## Divisional review

## Case studies

**Delivering Barclays  
Capital for HP**

**When Hewlett-Packard announced its \$11.7bn US-UK cross-border acquisition of Autonomy, Barclays Capital played a crucial role in every aspect of the transaction.**

Underscoring the firm's ability to coordinate globally across regions and product areas to deliver seamless solutions for clients, teams spanning Technology client coverage, M&A, Corporate Broking, Debt Capital Markets, Loan Capital Markets, Global Finance Structuring & Advisory, Risk Solutions and Syndicate partnered to support HP on the transaction – the largest cross-border software M&A deal in history. In addition to providing strategic M&A advice on the transaction as well as delivering a fairness opinion to the HP board of directors, Barclays Capital acted as sole arranger and sole underwriter for a fully-committed \$8.3bn (£5bn) bridge facility to support the transaction, which was successfully syndicated to a select group of core relationship banks upon announcement. Barclays Capital also led, and was billing and delivery agent for \$4.6bn of senior notes.

The ability to provide a commitment of this size on a sole-basis was widely hailed in the media as a validation of Barclays Capital's full-service offering. The New York Times wrote: "Unlike boutiques, the full-service banks can provide a fuller picture of how the capital markets may react to a potential deal as well as the necessary financing for a transaction. Barclays Capital, for instance, committed to providing £5bn to HP for its Autonomy deal, which a boutique advisor could not do."

**Barclays Wealth****Barclays Retail and  
Business Banking – Pingit**

**Europe's first person-to-person service for sending and receiving money using mobile phone numbers is launched in 2012.**

Barclays has a track record of leading the transformation of banking and financial services through the use of technology. In addition to investing in improving our current services, we are also seeking to meet needs which customers have not yet identified themselves.

Recognising the strength of consumers' attachment to their smartphones and the opportunity that smartphone apps present for rapid and cost-effective innovation, we launched Barclays Pingit simultaneously for Apple, Android and Blackberry users. On the day of Pingit's launch, it was the second most popular app downloaded from Apple in the UK.

Barclays Pingit allows users to receive and send money, for free, to anyone with a UK current account and a UK mobile phone number, simply by using that mobile number. It removes the need to share bank details. Further releases of the app will add new features and extend its use internationally and to other customer groups allowing Barclays to maintain the innovation lead created by its launch.

**Barclays Corporate  
backing Wyke Farms**

**Offering clients the benefits from our international reach and expertise in private wealth management, investment management, financial planning, brokerage and private banking.**

Since the establishment of our private banking business in India three years ago, Barclays Wealth has grown significantly.

In India, private banking clients are typically entrepreneurs who have established multi-generational family businesses with complex financing needs. This provided us with a unique opportunity to serve our clients more comprehensively through our private investment banking model, unique investment philosophy and our wealth advisory expertise.

Client assets have reached the £1bn mark since inception. We have built a solid reputation and a strong franchise this was clearly demonstrated by winning the Best Private Bank in India in The Asset Triple A Investment Awards.

**Wyke Farms is a 125 year old independent family owned business and one of the leading manufacturers and suppliers of branded cheddar cheese, butter and whey protein in the UK.**

Towards the end of 2009, the business started experiencing significant trading challenges in volatile market conditions and as a result saw losses start to build monthly. Since that time the Barclays Business Support team has worked closely with Wyke Farms management to develop and implement a structured Fit for the Future turnaround plan. The results have been outstanding in 2011 Wyke Farms returned to profitability and is now on a sustainable financial footing, generating good returns for its shareholders, providing stability of employment locally and maintaining its position as the largest premium branded family owned cheddar producer in Britain. Indeed the highly effective working relationship between Barclays and Wyke Farms which resulted in this success was formally recognised by the Institute for Turnaround in December 2011 when Wyke Farms won the IFT Private Company Turnaround of the Year award.

The relationship between Wyke Farms and Barclays has been strengthened even further through this experience. Barclays continues to provide tailored borrowing facilities to the business to enable investment in new staff and machinery and our relationship management team is there to give additional advice and support as the company enters its next phase of growth.

**Table of Contents**

## Summary Remuneration Report

The Board Remuneration Committee provides governance and strategic oversight of remuneration.

The Committee will continue to focus on reaching a sustainable balance between shareholder returns and employee remuneration.

**Alison Carnwath**

Chairman, Board Remuneration Committee

**We recognise that executive remuneration generally, and bank remuneration in particular, is an important issue. Barclays needs to work with the acceptance of the communities in which we operate and balance the competing demands of our many stakeholders. This includes a close and continuous engagement with the Financial Services Authority and with our shareholders.**

In 2011 Barclays delivered a solid set of results, achieved in challenging market and economic conditions. The results were reflected in the remuneration decisions across Barclays including those for Bob Diamond and Chris Lucas. 2011 total incentive awards were down 26% across the Group compared with a 3% reduction in profit. Bonuses for our executive Directors and our eight highest paid senior executive officers were down 48% versus 2010 on a like-for-like basis (namely the reduction for individuals in service in both 2010 and 2011).

The Board and the Committee recognise that our return on equity has to improve. In order to achieve this, our operating costs need to be reduced. Remuneration has its part to play in that. We fully recognise that higher capital requirements and the economic environment mean that remuneration levels in the industry have to adjust. That journey will take time and we have taken important steps in the right direction in 2011. Total incentive awards for Barclays Capital were down 35% on 2010 with Barclays Capital profit before tax reducing 32%. The Committee will continue to focus on reaching a sustainable balance between shareholder returns and employee remuneration.

The full remuneration report provides an overview of executive remuneration for 2011, details of the total incentive awards for 2011 and additional disclosures to comply with legal and regulatory requirements. Additional information on Barclays approach to remuneration can be found at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations). I trust the remuneration report provides you with a clear picture of how the Committee has discharged its responsibilities in 2011.

**Alison Carnwath**



**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

29

**Executive Directors total remuneration**

	Bob Diamond		Chris Lucas	
	2011	2010	2011	2010
	£000	£000	£000	£000
Salary	1,350	250	800	763
Current year cash bonus	0	0	0	360
Current year share bonus	0	1,800	0	360
Deferred cash bonus	0	2,350	0	540
Deferred share bonus	2,700	2,350	1,800	540
<b>Total of salary and bonus</b>	<b>4,050</b>	<b>6,750</b>	<b>2,600</b>	<b>2,563</b>
Long term incentive award	2,250	2,250	1,333	1,333
<b>Total remuneration</b>	<b>6,300</b>	<b>9,000</b>	<b>3,933</b>	<b>3,896</b>

**Non-executive Directors fees**

	Chairman £000	Senior Independent Director £000	Board Member £000	Board Audit Committee £000	Board Remuneration Committee £000	Board and Nominations Committee £000	Board Citizenship Committee £000	Board Risk Committee £000	Benefits £000	Total 2011 £000	Total 2010 £000
<b>Fees at 31 December 2011</b>											
Full-year fee	750	30	80								
Committee Chair				70	70			60			
Committee Member				30	30	15	15	25			
<b>Fees to 31 December 2011</b>											
<b>Group Chairman</b>											
Marcus Agius	Ch.					M.	Ch.	Ch.	1	751	751
<b>Non-executive Directors</b>											
David Booth			M.			M.		Ch.		145	125
Alison Carnwath			M.	M.	Ch.	M.				158	39
Fulvio Conti			M.	M.						105	95
Simon Fraser			M.	M.	M.					130	110
Reuben Jeffery III			M.					M.		98	85
Sir Andrew Likierman			M.	M.				M.		127	110
Dambisa Moyo			M.				M.	M.		105	50
Sir Michael Rake		SID.	M.	Ch.		M.		M.		188	160
Sir John Sunderland			M.		M.	M.	M.			132	115
Sir Richard Broadbent										171	200

Alison Carnwath became Chairman of the Board Remuneration Committee and a member of the Board Corporate Governance and Nominations Committee on 1 July 2011. Dambisa Moyo and Sir John Sunderland became members of the Board Citizenship Committee on 1 August 2011. Sir Michael Rake became Senior Independent Director on 1 October 2011. Sir Richard Broadbent resigned as a non-executive Director with effect from 30 September 2011.

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**Total incentive awards granted current year and deferred**

	Barclays Group			Barclays Capital		
	Year Ended	Year Ended	% Change	Year Ended	Year Ended	% Change
	31.12.11	31.12.10		31.12.11	31.12.10	
	£m	£m		£m	£m	
Total current year bonus	898	1,674	(46)	384	1,196	(68)
Total deferred bonus	1,252	1,177	6	1,152	1,065	8
<b>Bonus pool</b>	<b>2,150</b>	<b>2,851</b>	<b>(25)</b>	<b>1,536</b>	<b>2,261</b>	<b>(32)</b>
Sales commissions, commitments and other incentives	428	633	(32)	201	399	(50)
<b>Total incentive awards granted</b>	<b>2,578</b>	<b>3,484</b>	<b>(26)</b>	<b>1,737</b>	<b>2,660</b>	<b>(35)</b>
Bonus pool as % of profit before tax (pre bonus)	28%	33%		35%	36%	
Bonus pool as % of adjusted profit before tax (pre bonus)	29%	34%		35%	36%	
Proportion of bonus that is deferred	58%	41%		75%	47%	
Total employees (full time equivalent)	141,100	147,500	(4)	24,000	24,800	(3)
Bonus per employee	£15,237	£19,329	(21)	£64,000	£91,169	(30)

**Table of Contents**

30 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Summary Remuneration Report continued****Executive Directors benefits**

	2011	2010
	£000	£000
Bob Diamond	474	268
Chris Lucas	28	25

**Directors emoluments and statutory disclosures**

	2011	2010
	£m	£m
Aggregate emoluments	15.9	15.8
Amounts paid under long-term incentive schemes	5.8	7.0
	21.7	22.8

The aggregate emoluments above include the cost of tax equalising Bob Diamond, consistent with his contract. There were no pension contributions paid to defined contribution schemes on behalf of Directors (2010: £13,588). There were no notional pension contributions to defined contribution schemes (2010: £nil). As at 31 December 2011, there were no Directors accruing benefits under a defined benefit scheme (2010: one Director).

**Total Shareholder Return**

Figure 1 shows the value, at 31 December 2011, of £100 invested in Barclays on 31 December 2006 compared with the value of £100 invested in the FTSE 100 Index. The other points plotted are the values at intervening financial year ends. The FTSE 100 Index is a widely recognised performance comparison for large UK companies and this is why it has been chosen as a comparator to illustrate Barclays total shareholder return.

**Barclays Remuneration Policy**

The Remuneration Policy provides a framework for the Committee in carrying out its work. The aims of the Remuneration Policy are to:

1. Attract and retain those people with the ability, experience and skill to deliver the strategy;
2. Create a direct and recognisable alignment between the rewards and risk exposure of shareholders and employees;
3. Incentivise employees to deliver sustained performance consistent with strategic goals and appropriate risk management, and to reward success in this;

4. Deliver remuneration that is affordable and appropriate in terms of value allocated to shareholders and employees; and

5. Encourage behaviour consistent with Barclays guiding principles.

More details on the Remuneration Policy including Barclays guiding principles can be found at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations). The

Committee reviews the Remuneration Policy to ensure that Barclays remuneration remains competitive and provides appropriate incentive for performance. To ensure appropriate operation of the Remuneration Policy, the Committee has established remuneration governance frameworks for each major business and for the Group. The frameworks are forward looking and are based on financial metrics, including key remuneration ratios, that assess the current and future affordability of remuneration. The frameworks are designed to ensure that remuneration is managed in a way that is consistent with delivering the strategy and performance of Barclays and each of the businesses, whilst maintaining capital strength.

For individual remuneration decisions made by the Committee, including the decisions for executive Directors, the level of remuneration across Barclays and each of the businesses is taken into account. The combined potential remuneration for the executive Directors and for senior employees from bonuses and long term incentive awards outweighs the fixed component of remuneration, and is subject to individual and business performance. This means that the majority of remuneration is risk-adjusted.

### Remuneration governance

The Committee determines the bonus pool by reference to a number of quantitative and qualitative measures. In doing this the Committee is informed by the remuneration governance frameworks and associated financial metrics and remuneration ratios. The Committee receives input from the Group Finance Director and the Chief Risk Officer on key financial and risk matters. The Committee works closely with the Board Audit Committee and the Board Risk Committee, and receives input on internal audit, compliance and risk matters. This includes the Committee receiving a report from the Board Risk Committee on the risk performance of the businesses in order to ensure that the bonus pool properly reflects this performance.

The Committee reviews individual remuneration recommendations for executive Directors, Code Staff and employees with total remuneration of £1m or more. Remuneration decisions are directly linked to individual performance, both financial and non-financial. Individual performance is reviewed by line management through a formal assessment process, which includes a review against objectives set at the start of the year. The assessment includes reviewing individual behaviour against Barclays guiding principles and applicable risk and control policies.

Bonuses above a threshold level (set annually by the Committee) include awards in the form of deferred bonuses. The vesting of deferred bonuses is dependent on future service and subject to clawback provisions. The Committee reviews the operation of clawback provisions and may reduce the vesting level of an unvested deferred bonus (including to nil).

The risk and compliance functions play a key role in remuneration governance. The risk function provides regular updates to the Committee on risk-adjusted business performance and it also provides input on the remuneration governance frameworks, bonus pool proposals and new incentive plan designs (including risk-adjusted metrics for use in long term incentive plans) from a risk management perspective. The input of the compliance function focuses on the assessment of individual employee behaviour based on the operation of compliance controls.

**[For more detailed information, please see page 54](#)**

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

31

## Governance

32	<u>Corporate Governance report</u>
46	<u>Directors report</u>
50	<u>Board of Directors</u>
53	<u>People</u>
54	<u>Remuneration report</u>

## Bikeworks

Barclays supports Bikeworks, an award-winning social enterprise that uses the power of cycling to help participants develop skills to secure a job.

**Table of Contents****Corporate governance report**

Dear Shareholder

The fundamental purpose of any company is the creation and delivery of long-term sustainable shareholder value in a manner consistent with its obligations as a responsible corporate citizen. Corporate governance must be seen in this context – it is not an objective in its own right but a vital facilitator to the creation of long-term value for our owners. However, the creation of shareholder value is influenced by many factors, both internal and external and the Board and I are very conscious that the financial crisis has resulted in Barclays shareholders suffering a large erosion in the value of their holding. We continue therefore to review our corporate governance processes and practices carefully to ensure they are fit for purpose and have again conducted a rigorous, externally facilitated Board Effectiveness Review during 2011.

So, how is the Barclays Board seeking to create and sustain value over the long-term? We aim to achieve this by understanding the external factors that present risks and opportunities for our business, thereby ensuring our strategy is appropriate; building strong and stable relationships with our customers, employees and suppliers; and ensuring that we manage our risks and scarce resources, including capital, appropriately. Our strategy is focused on four key priorities: Capital; Returns; Income Growth; and Citizenship and we ensure our Board discussions are focused on these issues.

External factors continue to have a significant impact on Barclays. The demands and expectations of governments, regulators and of society as a whole as to the role of banks and other financial institutions have resulted in a number of changes in the regulatory environment that will have a profound impact on our strategy and business model. Furthermore, ongoing global economic uncertainty, particularly surrounding the Eurozone, has led to continued weak market conditions. It is important in such an environment that the Board meets regularly and is kept fully informed. Consequently, in 2011, in addition to our eight scheduled meetings, two of which were held overseas, we held eight additional Board meetings to discuss, amongst other things, the uncertainty in the Eurozone; market conditions; the findings and recommendations of the Independent Commission on Banking (ICB), as published in both their interim and final reports; and our commitments under Project Merlin, the agreement between the UK Government and the four major UK banks on commitment to lending in the UK.

Good corporate governance is vital in supporting the delivery of our strategic priorities. Our Board Committees play an important role in working with management to ensure our business is financially strong, that it is well-governed and that any risks are identified and mitigated. It is important that we generate income in a sustainable way and manage our risks and costs properly, without eroding the controls we have in place. The Board Audit Committee, chaired by Sir Michael Rake, has a key oversight role in ensuring that our financial statements are a true and fair representation of our financial position and strength and that our control environment is robust and maintained. It is vital that our levels of capital, funding and liquidity are regarded as rock solid, particularly in times of economic dislocation, and the Board Risk Committee, chaired by David

Booth, provides oversight of and advice on both our risk appetite and management and our capital and liquidity strategies. And it is essential that we reward our people appropriately, that their pay reflects performance and that we do not incentivise them to take inappropriate levels of risk. The Board Remuneration Committee, chaired by Alison Carnwath, provides direction and oversight of our remuneration policy. Each of the Board Committee Chairmen reports personally later in this report.

We must also demonstrate our wider value to society. To support the delivery of this objective, in August 2011 we created a Board Citizenship Committee, which I chair. I am joined on the Committee by Sir John Sunderland and Dambisa Moyo, and we held its first meeting in late 2011. Our remit is to have oversight of our conduct with regard to our corporate and societal obligations and our reputation as a responsible corporate citizen. We will oversee matters such as our progress against our Treating Customers Fairly objectives and our conduct on matters relating to our shareholders, clients, customers, employees, suppliers and the communities in which we operate. More information on this Committee can be found in its Terms of Reference on our website.

Of course, in order to deliver our strategy, we need the right people. To this end, one of our priorities is to ensure that we have a Board and an executive management team with the appropriate skills, knowledge and experience to operate effectively in an ever challenging environment. One way of ensuring that we continue to have the right people is to have a rigorous appointment and an effective succession planning process in place for Board and key management roles. The Board Corporate Governance and Nominations Committee has a key role to play in reviewing new appointments and succession plans and during the year we

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specifically debated both Board composition and succession planning for Executive Committee positions.

Board composition is critical in ensuring effective and value-adding corporate governance. The debate about Board diversity and the representation of women on company boards progressed at pace in 2011 and we welcomed and supported the recommendations in Lord Davies' report into Women on Boards. However, diversity is much wider than the issue of gender: it is about ensuring that there is an appropriate range and balance of skills, experience and background on the Board. Nevertheless, while ensuring that all Directors are appointed on merit, we have set ourselves the aspirational target of ensuring that at least 20% of our Board is made up of women by the end of 2013 and for that position to have exceeded 25% by the end of 2015. We are also continuing to support initiatives to ensure that the pipeline of credible women candidates for Board positions is strengthened, including my own personal participation in the FTSE 100 Cross-Company Mentoring Programme and our sponsorship of the Cranfield Female FTSE Board Report. More details of our approach to diversity and inclusion may be found on page 53 and I report in more detail on our Board appointment process and succession planning initiatives in my report on the activities of the Board Corporate Governance and Nominations Committee on page 38.

We continue to embrace the provisions and principles of the UK Corporate Governance Code (the Code) and the rest of my report explains how we applied those principles in 2011.

**Marcus Agius**

Group Chairman

7 March 2012

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## **Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

33

### **Leadership**

#### **What is the role of the Board?**

Our principal duty, collectively, is to promote the long-term success of Barclays by creating and delivering sustainable shareholder value. We do this by setting the strategy and overseeing its implementation by management. While our ultimate focus is long-term growth, we also need to deliver on short-term objectives and we seek to ensure that management strikes the right balance between the two. We are mindful of our wider obligations and consider the impact our decisions will have on Barclays and on various stakeholders, such as our employees, our shareholders, our suppliers, the environment and our community as a whole. In setting and monitoring the execution of our strategy, we aim to ensure that we maintain an effective system of internal control and that management maintains an effective risk management and oversight process across the Group, so that growth is delivered in a controlled and sustainable way.

In order to ensure that we meet our responsibilities, specific key decisions have been reserved for approval by the Board. These include decisions on the Group's strategy, approval of risk appetite and capital and liquidity matters, Board membership, financial results and governance issues. A full formal schedule of matters specifically reserved to the Board can be found on our website, at [www.barclays.com/corporategovernance](http://www.barclays.com/corporategovernance).

To assist us in carrying out our functions and to ensure there is independent oversight of internal control and risk management, the Board has delegated certain responsibilities to Board Committees, which are comprised solely of independent non-executive Directors. Each Board Committee has agreed Terms of Reference, which are approved by the Board. Copies can be found on our website.

The Chairman of each Board Committee reports to the Board on the matters discussed at Board Committee meetings. You will find later in this section reports from the Chairman of each Board Committee on their activities in 2011 and their priorities for 2012.

More information on the role of the Board and its Committees in general can be found in [Corporate Governance in Barclays](#), which is available on our website.

#### **Board composition**

The names of our Directors and their full biographical details, including the skills and experience they each bring to the Board, can be found on pages 50-52.

As Chairman, my primary responsibility is to provide leadership to the Board to ensure that we satisfy our legal and regulatory responsibilities. I set the Board's agenda in consultation with the Chief Executive and Company Secretary, taking full account of the issues and concerns of Board members and giving consideration to the need to allow adequate and sufficient time for the discussion of the items on the agenda, in particular, strategy. You can find my full role profile in our [Charter of Expectations](#), which is available on our website. In addition to the Board, I also chair the Board Corporate Governance and Nominations Committee and the Board Citizenship Committee and I am a member of the Board Remuneration Committee. Although I am not a member of the Board Audit and Board Risk Committees, I make a point of attending a number of their meetings each year: this allows me to gain a deeper understanding of the specific issues each of those committees is discussing and also allows me to observe the committees in action and assess their effectiveness. In 2011, I attended five meetings of the Board Audit Committee and three meetings of the Board Risk Committee.

It is the responsibility of the executive Directors, Bob Diamond and Chris Lucas, to make and implement operational decisions and to run the business day-to-day within the strategy and risk appetite agreed by the Board. They are supported by the Executive Committee, which Bob chairs. Bob reports to each Board meeting on the significant matters debated at Executive Committee meetings and members of the Executive Committee regularly attend Board meetings to report on their business or area of responsibility.

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The non-executive Directors are independent of management. Their role is to advise and constructively challenge management and monitor the success of management in delivering the agreed strategy within the risk appetite and control framework that is set by the Board.

Sir Richard Broadbent served as our Senior Independent Director until his retirement from the Board on 30 September 2011 and I am grateful to him for the advice and support he afforded to me in managing the business of the Board. Sir Michael Rake succeeded to the role of Senior Independent Director with effect from 1 October 2011: his significant experience as a listed company chairman, as a board member and of business in general, gained from his long career at KPMG, will prove extremely valuable. You can find the role profile for the Senior Independent Director in our Charter of Expectations.

**Table of Contents**

34 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Corporate governance report continued**

To facilitate the smooth running and effective management of our meetings at all stages, Lawrence Dickinson, our Company Secretary, supports me, the Chief Executive and the Board Committee Chairmen in setting the annual meeting agenda and ensuring that agreed actions are completed. Lawrence also works closely with senior management to ensure that there are timely and appropriate information flows within and to the Board, the Board Committees and between the Directors and senior management in general. During the year, we introduced a new secure, electronic system for the delivery of Board and Committee papers to Directors, which they can access using tablet computers, thus enabling faster information flows. More details on the role of the Company Secretary and the support provided to the Board can be found in our Charter of Expectations.

**Corporate Governance in Barclays**

All of our corporate governance practices have been brought together in one document, Corporate Governance in Barclays. This framework provides the basis for promoting the highest standards of corporate governance in Barclays. Corporate Governance in Barclays is available on our website at [www.barclays.com/corporategovernance](http://www.barclays.com/corporategovernance).

**Charter of Expectations**

The role profiles, responsibilities, time commitments, key competencies and behaviours we expect of our Directors, together with the key indicators of high performance, are set out in our Charter of Expectations, which was reviewed and updated during 2011 to take account of the best practice recommendations set out in the FRC's Guidance on Board Effectiveness. The Charter of Expectations is available on our website.

**How does the Board operate?**

We normally meet eight times a year, which includes an annual two day strategy meeting. We meet more frequently when the need arises and, in 2011, we arranged and held eight additional meetings at short notice to discuss issues such as market conditions, the interim and final reports of the ICB and significant Group developments, such as the court ruling on Payment Protection Insurance. In total, we met as a Board 16 times during the year. All Directors make every effort to attend each meeting, whether it is in person, by telephone or by video conference, unless circumstances prevent them from doing so, such as illness or prior commitments. In such instances, they are able to give to me ahead of the meeting any views or comments they may have on the matters to be discussed. I meet privately with the non-executive Directors as a group ahead of each Board meeting to take soundings on any particular matters they may wish to raise at the meeting. I also meet with the Company Secretary after each meeting to agree the actions to be followed up and to discuss how effective the meeting was.

I can confirm that each Director committed an appropriate amount of time to their Barclays duties in 2011 and the non-executive Directors met the time commitment specified in their letters of appointment. Details of Board meeting attendance in 2011 is as follows:

Board Attendance		Scheduled Meetings		Additional Meetings		
		Independent	eligible to attend	Scheduled Meetings attended	eligible to attend	Additional meetings attended
<b>Group Chairman</b>						
Marcus Agius	OA		8	8		8
<b>Executive Directors</b>						

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Bob Diamond	ED	8	8	8	7
Chris Lucas	ED	8	8	8	8
<b>Non-executive Directors</b>					
David Booth	I	8	8	8	7
Sir Richard Broadbent (to 30 September 2011)	I	6	6	6	6
Alison Carnwath <sup>a</sup>	I	8	7	8	8
Fulvio Conti	I	8	8	8	7
Simon Fraser	I	8	8	8	7
Reuben Jeffery	I	8	8	8	7
Sir Andrew Likierman	I	8	8	8	6
Dambisa Moyo	I	8	8	8	8
Sir Michael Rake <sup>b</sup>	I	8	7	8	5
Sir John Sunderland	I	8	8	8	7

### Secretary

Lawrence Dickinson  
Key

OA on appointment

ED executive Director

I independent non-executive Director

Notes

a Unable to attend a scheduled meeting owing to a prior commitment.

b Unable to attend a scheduled meeting owing to illness.

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

35

**How did we discharge our responsibilities in 2011?**

In 2011, ongoing difficult global economic conditions and the changing regulatory environment formed the backdrop to our decision-making process and highlighted the strategic challenges that we face. Key activities for the Board during the year included:

We undertook regular reviews of strategic options open to the Group given the developing regulatory environment in the UK and globally. Significant time was set aside for discussions on strategy, including discussion over dinner ahead of the formal Board meetings. The evening sessions have provided an opportunity for more high-level discussions and have enabled wide-ranging debate on critical issues, without the constraints of a formal meeting agenda.

We reviewed progress against our four execution priorities of Capital, Income Growth, Returns and Citizenship, including reviewing the cost reduction programme and the performance of each of our businesses against our return on equity target.

Following the publication of the ICB interim report in April 2011, and the final report published in September 2011, we met to discuss the potential implications for our overall strategy.

We received regular updates on global economic conditions and the outlook for the market. We also discussed bank sector valuations, with input from our corporate brokers.

We held a separate meeting to discuss the Project Merlin agreement and received regular reports on the Group's compliance with its commitments under the agreement.

We held a special meeting to discuss the implications of the court ruling on Payment Protection Insurance (PPI) policies and the Group's response.

We received updates from each of our principal businesses to discuss their progress against agreed strategy, plus updates on our brand and marketing strategy and investor relations strategy.

We considered the Group's liquidity (including liquidity risk appetite), the capital plan and also approved the Group's Risk Appetite for 2012.

We reviewed senior management succession plans, which identify talent in the Group at the level below the Executive Committee.

Given our significant North American operations, in 2011 we held two board meetings in New York and there are plans to hold more overseas meetings in 2012.

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The chart below illustrates how we allocated our time during 2011.

### What are our objectives for 2012?

We are yet to see any real signs of sustained growth in many developed economies and ongoing difficult economic, political and market conditions, coupled with the changing regulatory landscape, will form the background to our deliberations in 2012. I see the Board's focus continuing to be on:

identifying and developing our strategic options in light of regulatory change, macroeconomic uncertainty and market conditions;

monitoring management's progress against our four execution priorities of Capital, Returns, Income Growth and Citizenship; and

ensuring we have stable and effective management in place by maintaining an appropriate succession plan.

### Effectiveness

#### How do we ensure the effectiveness of our Board?

##### Board Size, Composition and Qualification

We have determined that the optimum Board size for Barclays is 12-15 members. We currently have 12 Directors on our Board: in addition to me as Chairman, we have two executive Directors and nine independent non-executive Directors. The size, composition and qualifications of the members of a board have a great impact on how effective that board is. We regularly review the size, composition and balance of skills we have on the Board, both in terms of what we need now and what we might need to be successful in the future. Our aim is to ensure that we have the right mix for constructive Group discussion and, ultimately, effective Board decisions.

We recognise the benefits of diversity on the Board and the current members of the Board have a wide range of skills and experience required to govern effectively a global banking business such as Barclays. There are currently two women on the Board, representing 16% of the total Board membership. We aim to increase the number of women we have on our Board to ensure that we meet the aspirational targets we have set in light of the recommendations of the Davies Review.

The balance of the Board is illustrated below.

**Table of Contents**

36 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Corporate governance report continued****Director Independence**

We consider non-executive Director independence on an annual basis, as part of each Director's performance evaluation. I was considered to be independent on appointment as Chairman, as recommended by the Code. The Board Corporate Governance and Nominations Committee and the Board has reviewed the independence of each non-executive Director and concluded that each of them continues to demonstrate those behaviours that the Board considers to be essential indicators of independence, which are set out in our Charter of Expectations.

**Director Re-election**

The Code requires that all Directors submit themselves for re-election at the Company's Annual General Meeting (AGM), which this year will be held on 27 April 2012. Following a rigorous performance evaluation of each Director and the Board as a whole, I can confirm that all the Directors submitting themselves for re-election are considered by the Board to be fully effective. Biographical details of each of the Directors may be found on pages 50-52 and you will find full details of the performance evaluation process and results in my report on Board evaluation on page 37.

**Succession Planning and Board Appointments**

Having a good succession plan in place mitigates against risks associated with the departure or absence of well-qualified and experienced individuals. We recognise this and our aim is to ensure that the Board and management are always well resourced, with the right people in terms of skills and experience, to deliver our strategy. When making Board appointments, we seek to ensure that we have a diverse range of skills, background and experience, including industry and geographical experience. We also recognise that, even though new faces bring fresh ideas and perspective to how things are done, continued tenure brings a depth of company-specific knowledge that is important to retain. As a result, we consider length of tenure when making appointments to the Board to ensure that we have the optimum balance and can progressively refresh the Board. The length of tenure of the current non-executive Directors and their geographical experience and background is illustrated in the charts on page 35 and below.

The Board Corporate Governance and Nominations Committee is responsible for both executive and non-executive Director succession planning and recommends new appointments to the Board. More detail on the role of the Board Corporate Governance and Nominations Committee is given in my report below.

**Non-executive Director Terms of Appointment**

On appointment, our non-executive Directors are given a letter of appointment that sets out the terms and conditions of their Directorship, including the fees payable and the expected time commitment. Each non-executive Director is expected to commit a minimum of 20 days per annum to the role. Additional time commitment is required to fulfil their roles as Board Committee members and/or Board Committee chairmen, as applicable. On average, the time commitment of non-executive Directors is in the range of 30-36 days per annum, although the Board Committee Chairmen devote considerably more time.

**Directors' external activities and conflicts of interest**

Our Directors have a statutory duty to avoid situations in which they have or may have interests that conflict with those of Barclays, unless that conflict is first authorised by the Directors. This includes potential conflicts that may arise when a Director takes up a position with another company.

We recognise the importance of the experience, value and knowledge that can be brought to the Board by Directors undertaking other roles or activities. Our Directors are obliged to obtain authorisation prior to doing so and it is their responsibility to ensure that they will be able to meet the time commitment we expect

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of them and that the additional role will not impact their effectiveness as a Barclays Director.

Our executive Directors may take up only one FTSE 100 non-executive directorship and they are allowed to retain any fees they receive. No such fees were received in 2011.

Our articles of association allow the Board to authorise potential conflicts, and we have a comprehensive procedure in place to deal with any actual or potential conflict of interest. The Board takes into consideration all the circumstances and deals with each appointment on its individual merit. All potential conflicts approved by the Board are recorded in an Interests Register, which is reviewed on an annual basis by the Board Corporate Governance and Nominations Committee to ensure that the procedure and process are working effectively. Following a review of the Interests Register, the Committee concluded that all the potential conflicts as registered have been considered thoroughly and appropriately. During 2011, the Board authorised Sir Richard Broadbent's appointment as a non-executive Director of Tesco PLC, recognising that there would only be a short overlap given his impending retirement from the Board. In view of the potential conflict that might arise given Tesco's retail banking activities, following this appointment Sir Richard excused himself from any Board discussions relating to our UK Retail Banking business.

### Board Induction and Professional Development

Although newly appointed non-executive Directors have a wealth of experience and knowledge, there is still the need to ensure they are provided with a bespoke induction programme to deepen their understanding of our business and their knowledge of Barclays, its operations and staff. I work with the Company Secretary to ensure that a comprehensive induction programme is in place, which includes sessions with each of the executive Directors, members of the Executive Committee and meetings with the senior executives responsible for each of our businesses and central functions: these sessions focus on the challenges, opportunities and risks that are faced by each business. The Board Corporate Governance and Nominations Committee undertakes an annual review of our Director induction and development programmes to ensure that they are appropriate and fit for purpose. More information on our Board induction process can be found in Corporate Governance in Barclays.

Notes

a Individual Directors may fall into one or more categories.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

37

Ongoing professional development is equally important given the rapidly changing environment in which we operate and my role includes ensuring that Directors have the opportunity to update and refresh their knowledge. During the year, non-executive Directors attended briefing sessions on balance sheet composition and capital allocation and on risk weighted assets. They also attended a demonstration of our contactless technology. Personal development logs are maintained for each non-executive Director, which record external and internal briefings and other events that each attends, such as internal management conferences.

**Evaluation of Board Performance**

In order to improve the effectiveness of the Board and its Committees, as well as the effectiveness of each individual Director, we undertake on an annual basis a formal and rigorous Board effectiveness review. One of the advantages of undertaking an annual evaluation, which we have done since 2004, is that we can monitor trends in responses to questions and track progress made against action plans. We annually benchmark our approach against the practices of other companies in the FTSE 20 to ensure that we remain at the forefront of best practice. The Board Corporate Governance and Nominations Committee is responsible for overseeing the process and for monitoring any action plans on behalf of the Board.

**Evaluation Statement**

I provide below a summary of the Board's progress against its 2011 action plan:

**Key Themes**

**Actions**

Ensuring that Board dynamics remain effective following recent membership changes, including the appointment of the new Chief Executive

Effective working relationships have been developed and maintained between the non-executive Directors and the Executive Directors, facilitated by opportunities offered by offsite Board meetings and less formal discussions at Board dinners ahead of meetings.

Continuing the focus on strategic decision making in light of the evolving regulatory environment

The Board has continued to receive regular updates on the regulatory environment. Strategy presentations to the Board have included additional information on the external environment and its impact. External guest speakers have presented to the Board on significant issues, such as the valuation of banks.

Ensuring that a wide range of skills experience, background and diversity on the Board is maintained

Succession planning is a major focus of the Board and the Board Corporate Governance and Nominations Committee considers diversity on the Board when discussing succession plans and potential new appointments.

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Revising the format of Board meetings to allow the Board to devote more time to discussion of key strategic issues, including discussions the evening before Board meetings

Board dinners are being held on evenings prior to Board meetings to enable Directors to discuss issues in more depth and build relationships. The Board dinners have included presentations and time for discussion of key issues. Routine Board items are being dealt with appropriately, including inverting the agenda, if appropriate, so that routine items are considered last.

As in each year since 2004, the 2011 evaluation process was independently facilitated. We continue to monitor and review the facilitators available in the market and Egon Zehnder International was re-engaged following such review. Egon Zehnder is an executive search agent, but it did not undertake any Barclays Board searches during the year and the Board continues to believe that it provides an impartial and objective service.

The key themes arising from the 2011 evaluation and which will form the basis of the action plan for 2012 are:

Ensuring that the Board continues to have an appropriate range and balance of skills, experience and diversity.

The 2011 evaluation process again took the form of questionnaires completed by Directors and key executives, followed by structured interviews with representatives from Egon Zehnder. In addition to the Board evaluation questionnaire completed by all the participants, Board Committee members completed separate Board Committee questionnaires. The areas covered by the questionnaire were unchanged from previous years, although this year the questionnaire included some new questions designed to draw out behavioural issues and group dynamics.

Continuing to develop an appropriate process for succession planning for key Board and senior executive management positions.

Enabling the Board to have greater interaction with Executive Committee members to gain an enhanced understanding of the challenges and opportunities they face in their businesses.

In December 2011, Egon Zehnder presented a report on the evaluation process to the Board. We discussed the results of the evaluation and confirmed that we continue to operate at a very high level of effectiveness. The review identified that the Board is aligned in its understanding of the strategic challenges it faces in a highly regulated and uncertain economic environment; that it continues to work hard and effectively as a team; and that it has demonstrated a high degree of resilience over a significant period of uncertainty for the financial services industry. The review also concluded that the Board benchmarked well against other companies.

Ensuring that the Board has visibility of talent amongst senior executive management.

Continuing to ensure that timely and high-quality information flows to the Board and to Board Committees.

As part of the annual evaluation process, we seek views on the performance of individual Directors. I have discussed this feedback with each of the non-executive Directors and agreed with them any areas for development. My own performance was reviewed by the Senior Independent Director, who sought the views of the other non-executive Directors.

**Table of Contents**

38 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Corporate governance report continued****Board Corporate Governance and Nominations Committee Report**

As Chairman of the Board Corporate Governance and Nominations Committee, I report on the Committee's activities in 2011.

Member	Independent	Meetings eligible to attend	Meetings attended
Marcus Agius (Chairman)	OA	4	4
David Booth	I	4	4
Sir Richard Broadbent (resigned 30 Sept 2011)	I	3	3
Alison Carnwath (appointed 1 July 2011)	I	1	1
Sir Michael Rake <sup>a</sup>	I	4	3
Sir John Sunderland	I	4	4

**Secretary**

Lawrence Dickinson

Key

OA on appointment

I independent

**Chairman's Overview of 2011**

Following the appointment of a new Chief Executive at the beginning of the year, the focus and attention of the Committee in 2011 was on the need to have a strengthened and effective succession planning process in place for the Board and other senior executive roles. In addition, this year we have given particular thought to the issue of diversity, given the recommendations of the Davies Review on the gender diversity of Boards.

**Who is on the Committee?**

The Committee consists of me, as Chairman, along with four non-executive Directors. The names of the members of the Committee are shown in the table, together with attendance at meetings in 2011. Committee members include the Chairmen of the main Board Committees. Bob Diamond, the Chief Executive, also attends each meeting, although he is not involved in decisions relating to his own succession.

**What is our role and what are our responsibilities?**

Our role is to:

- review the composition of the Board and Board Committees to ensure they are appropriately constituted and balanced in terms of skills and experience and to recommend to the Board the appointment of new Directors;

- consider succession plans for the Group Chairman, Chief Executive and other key positions, such as roles on the Executive Committee and other senior management roles;

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a unable to attend a meeting owing to illness

monitor corporate governance issues and developments; and

agree the process for the annual Board Effectiveness Review and track the progress of any actions arising.

The Committee's full Terms of Reference are available from our website.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

39

**Board Corporate Governance and Nominations Committee Report** continued**How did we discharge our responsibilities in 2011?**

We met four times in 2011 and the chart below shows how we allocated our time at our meetings. I describe below how we discharged our responsibilities:

**Board Composition**

We reviewed the structure, size and composition of the Board and the principal Board Committees, looking at the need to refresh the Board, the balance and diversity of skills and experience on the Board and planning ahead for any retirements. We undertook a skills analysis and considered the skills that are likely to be required in the future.

We considered and recommended changes to Board Committee composition during the year. Given the retirement of Sir Richard Broadbent from the Board on 30 September 2011, the Committee approved the appointment of Alison Carnwath as Chairman of the Board Remuneration Committee. Alison is an experienced remuneration committee chairman and her knowledge of the investment banking industry will prove valuable given the regulatory focus on remuneration in that business. Alison also joined the Board Corporate Governance and Nominations Committee.

We discussed the outcome of the Davies Review on the proportion of women on boards and the implications for Barclays generally. We recommended an aspirational target for the Board to have at least 20% of its membership as women by 2013 and for that position to have exceeded 25% by 2015. To meet this aspirational target, we discussed and agreed steps to identify potential women candidates for the Board by working with our executive search agents.

**Succession Planning**

In 2011, we assumed responsibility for oversight of the Group's succession and talent management programme below Board level. We discussed the

**Board Effectiveness**

We discussed and approved the proposed actions to be taken in response to the findings of the 2010 Board Effectiveness Review.

We reviewed the market for board effectiveness facilitators and agreed to re-appoint Egon Zehnder.

**How effective was the Committee in 2011?**

To ensure that the Committee is operating effectively, we carried out our annual committee effectiveness review as part of the Board Effectiveness Review. The Committee is reviewed by the members themselves as well as by the Board as a whole. Following the review, the Committee was found to be operating effectively. However, we concluded that the performance of the Committee could be enhanced by making improvements to the induction process for new Committee members and providing greater opportunity for members to bring items onto the Committee meeting agenda. An action plan has been put in place to address these matters.

**What is the Committee planning to do in 2012?**

For 2012, we will further improve our awareness of succession planning and have greater visibility of potential candidates for senior positions below the Executive Committee level. We will continue to review and monitor Board and Board Committee composition against our skills and experience requirements and our aspirational diversity targets and continue to consider potential candidates.

**Marcus Agius**

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processes, methodology and contingency plans in place for senior strategic roles. We discussed succession planning for the position of Chief Executive and for the Executive Committee and reviewed potential candidates for these roles.

Chairman, Board Corporate Governance  
and Nominations Committee

### Corporate Governance

We reviewed our corporate governance disclosures in the 2010 annual report and considered the proposed disclosures for the 2011 annual report.

We reviewed and updated Corporate Governance in Barclays and the Charter of Expectations to ensure they continue to remain relevant and fit for purpose, particularly given publication of the Financial Reporting Council's Guidance on Board Effectiveness.

We were updated on significant corporate governance developments in the UK and those emanating from the European Commission and how these might impact the Group.

We reviewed and discussed issues raised at corporate governance meetings held with institutional investors and investor bodies.

**Table of Contents**

40 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Corporate governance report continued****Accountability**

Sir Michael Rake, Chairman of the Board Audit Committee, gives his personal view of the Board Audit Committee's activities during 2011.

**Board Audit Committee Chairman's Report**

Member	Independent	Meetings eligible to attend	Meetings attended
Sir Michael Rake (Chairman)	I	12	12
Alison Carnwath <sup>a</sup>	I	12	9
Fulvio Conti <sup>a</sup>	I	12	11
Simon Fraser	I	12	12
Sir Andrew Likierman	I	12	12
<b>Secretary</b>			
Lawrence Dickinson			

Key

OA on appointment

I independent

a unable to attend certain meetings owing to prior commitments.

**Chairman's overview of 2011**

The Board Audit Committee has seen another extremely busy year, with its agenda shaped by both external and internal factors. Continuing economic uncertainty and, in particular, the situation in the Eurozone, influenced our areas

**Who is on the Committee?**

Membership of the Committee and attendance at meetings held in 2011 are shown in the table. Sir Andrew Likierman and I are the designated financial experts on the Committee for the purposes of the US Sarbanes-Oxley Act, although each member of the Committee has a depth of financial expertise and collectively, the Committee has considerable financial and financial services experience on which to draw. Having worked at KPMG throughout my career until 2007, I have significant experience of accounting and auditing issues from a UK and global perspective. Sir Andrew is currently Chairman of the National Audit Office and is also Dean of the London Business School, following a career at HM Treasury. Fulvio Conti has many years of financial and accounting experience and his knowledge and experience of the economic and political situation in the Eurozone has proved particularly valuable to our deliberations at both Committee and Board level. Alison Carnwath brings many years of experience of both the financial services sector and corporate finance from her career at Schroders. Simon Fraser has a background in financial services and, as a fund manager, brings insight and perspective as a user of financial statements.

This year, I asked some members of the Committee to take on particular additional responsibilities. Simon Fraser has been engaged with management on the Group's approach to Treating Customers Fairly. Sir Andrew Likierman has been more closely involved in monitoring the Group's internal control framework, working with management to review control issues of Group level significance.

The Committee members meet privately with me ahead of each Committee meeting, which gives me the opportunity to learn of and understand any particular issues that individual members may wish to raise during Committee meetings.

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of focus. Furthermore, the aftermath of the 2008 financial crisis has seen our regulators adopt what they describe as a more intensive and intrusive approach to supervision, and this changing regulatory environment has shaped our discussions around internal controls, regulatory compliance and financial reporting.

This year I have visited the Group's operations in Spain and New York, attending meetings of the local subsidiary audit committees. I met regularly with the Chief Internal Auditor during 2011 and have been actively engaged in the recruitment of the new Chief Internal Auditor, who took up post in January 2012. I also regularly interact with the lead audit partner of our external auditors. I have this year met a number of times with representatives of our regulators in both the UK and the US to discuss our approach to internal controls, regulatory compliance and specific financial reporting matters, including a tri-lateral meeting with our UK regulator and our auditor. After each Committee meeting, I present a written report to the Board of the main issues that the Committee discussed and I am available should any Director wish to discuss any particular issues with me in more detail.

There are some areas of potential overlap between the Committee's remit and that of the Board Risk Committee, of which I am also a member. Via the Company Secretary, I have sought to ensure that those areas of overlap, such as the risks and controls associated with our capital and liquidity positions, are managed appropriately, with each Committee viewing the issues through its particular lens.

### What are our responsibilities?

In summary, the Committee's role is to:

- monitor the integrity of the Group's financial reporting and satisfy itself that any significant financial judgements made by management are sound;

- monitor the Group's internal controls, including internal financial controls; and

- monitor and review the activities and performance of the internal and external auditor, including monitoring their independence and objectivity.

The Committee's full Terms of Reference are available from the corporate governance section of our website.

### How did we discharge our responsibilities in 2011?

We met 12 times in 2011 and the chart on page 42 shows how we allocated our time. Our meetings are attended by management, including the Chief Executive, Group Finance Director, Chief Internal Auditor, Chief Risk Officer, Group General Counsel and Head of Compliance. This year we have been particularly interested in interacting with senior management below the Board and Executive Committee level and meetings have been attended by the chief executives of the business units, along with representatives of the control functions at both Group and business unit level.

The external auditor attends each meeting and the Committee also holds regular private sessions with the Chief Internal Auditor and the external auditor. These sessions, which are not attended by management, allow us to discuss any issues of emerging concern in more detail directly with the audit teams.

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**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

41

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**Board Audit Committee Chairman's Report** continued

I describe below the key issues we considered during 2011:

**Financial Reporting and Significant Financial Judgements**

Given continuing global economic uncertainty and market concerns over the financial health of the sector, our role in monitoring significant financial reporting issues is key in ensuring that trust in the financial services sector and Barclays is maintained. We seek support from the external auditor to assess whether suitable accounting policies have been adopted and whether management has made appropriate estimates and judgements. The main issues we reviewed in 2011 are set out below:

We regularly reviewed the Group's investment in BlackRock, Inc. and whether it should be impaired. Key in our decision-making was whether the diminution in value could be considered to be significant or prolonged. We closely monitored the BlackRock, Inc. share price throughout the year and agreed with management's conclusion at the time of our third quarter interim management statement that the decline in value was such that the investment should be impaired. The impairment has been recognised in the full year results for 2011.

We monitored the goodwill held for our business in Spain throughout 2011. We agreed with management's assessment that the goodwill associated with our business in Spain should be written off during the fourth quarter.

The credit impairment charge during 2011 was significantly better than prior year across each of the businesses. We examined the impairment charge carefully to satisfy ourselves that this was appropriate.

Management decided in late 2010 that it no longer intended to hold the Protium loan for the long term given its low return on regulatory capital. Consequently, and as part of finalising the year-end 2010 results, we agreed with management's recommendation that the value of the loan should be reduced to the fair value of the underlying assets. This resulted in an impairment charge for the year ended 31 December 2010. During the second quarter of 2011, management decided to restructure the loan and the proposal to purchase the outstanding financial interest in Protium in order to facilitate earlier repayment of the loan was agreed by Board Finance Committee (a specifically authorised sub-committee of the Board). This resulted in Barclays controlling Protium's operating and financial policies and consolidating Protium. The Committee agreed with the accounting treatment.

Given the continuing economic and political uncertainty in the Eurozone, we reviewed both our exposures to the selected Eurozone countries of Ireland, Italy, Portugal, Spain and Greece and the form of our disclosure of these exposures in our financial reporting during 2011. Our exposures have been reduced during 2011.

We considered the impact of own credit and other one-off items that could be treated as adjusting items to the adjusted Profit Before Tax measure and worked with management to ensure that equal prominence was given to both the statutory and adjusted results.

As part of reviewing the results for 2011, we considered the recognition and valuation of deferred tax assets in the US and Spain and agreed with management's judgement that the deferred tax assets were appropriately supported by the forecasted profit. We also considered the appropriateness of tax risk provisions made.

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We also reviewed the appropriateness of the judgements made by management in valuing certain portfolios and asset classes and were satisfied that these judgements were appropriate.

Following the dismissal in May 2011 of judicial review proceedings brought by the British Bankers' Association in relation to the assessment and redress of Payment Protection Insurance (PPI) claims, we reviewed management's assumptions in arriving at a provision of £1bn against future redress and administration of PPI claims. We were content that the provision was adequate, although it will be considered further against actual claims experience.

We reviewed the year-end and half-year disclosures in respect of legal proceedings and competition and regulatory matters, particularly in the light of developments in the Lehman litigation.

### Internal control

Our role is to review the effectiveness of the Group's internal controls, which is of particular resonance at a time when the business is subject to significant change. We do this by receiving specific control environment reviews from each of the businesses, by reviewing reports on control issues of Group level significance, by looking in detail at specific control issues and by receiving regular reports on regulatory compliance matters. Specific issues we considered in 2011 are described below:

We undertook control environment reviews of Barclaycard, Barclays Africa, Barclays Capital, Europe Retail and Business Banking, Absa, Barclays Corporate and Barclays Wealth. We reviewed carefully the control environment in Barclays Capital given the pressures on the business from both market conditions and heightened regulatory scrutiny. We particularly wanted to ensure that the control environment is robust and well-documented and that control functions are adequately resourced. Specific areas of focus for the Committee have been the trading and valuation models used by Barclays Capital, and the governance that provides assurance around them. Furthermore, following the report of unauthorised trading at UBS, we received a report on a review of the controls in place at Barclays Capital to ensure that they are designed effectively to prevent the occurrence of a similar incident.

We continued to monitor the controls and governance around technology, in particular, the progress of a programme implemented to put in place specific control enhancements that had been identified. We also received a report on cyber security and the steps the Group has taken to mitigate the risk of cyber attacks.

We reviewed the programme that has been put in place to ensure that the Group complies with the UK Bribery Act, which came into force in July 2011.

During the year we tracked the actions that had been agreed to ensure compliance with the Deferred Prosecution Agreements entered into as part of the settlement reached with US authorities following an investigation into the Group's compliance with US sanctions and US dollar payment practices. This included reviewing whether the actions are on track and monitoring the resources allocated to ensuring that the programme is delivered.

The FSA imposed a fine on Barclays Capital in January 2011 for breaches of client asset segregation rules. We regularly reviewed the remediation programme that was put in place to enhance the Group's processes and minimise the risk of reoccurrence.

Following a fine for failures associated with the sales of two investment funds, we reviewed the outputs of an independent third party review and the progress of actions taken to review similar products.

We received regular reports on the arrangements that the Group has in place to enable employees to raise concerns and were updated on action being taken to address any specific matters.

You can find further details of the Group's system of internal control and risk management, including the main features of our internal control and risk management systems in relation to the financial reporting process, in the Directors' Report on page 48 and in the Risk Management section on pages 67 to 158.

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**Table of Contents**

42 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Corporate governance report continued

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**Board Audit Committee Chairman's Report** continued

### **Objectivity and independence of the external auditor**

One of our key responsibilities is to monitor and review the objectivity and independence of our external auditor. This includes having in place a policy to govern the non-audit services that may be provided by the external auditor, which sets out the circumstances in which the external auditor may be permitted to undertake non-audit services. Allowable services are pre-approved up to £100,000, or £25,000 in the case of certain taxation services. Any non-audit service that exceeds these thresholds requires approval from me as Chairman of the Committee and must be robustly justified and, if appropriate, tendered, before it is approved. I closely review all requests for approval, particularly any which concern taxation-related services, and specifically tax advisory services, where our approach is not to use the auditor unless there is a very strong case for not seeking an alternative supplier. The Committee receives a quarterly report on non-audit services undertaken by the auditor so that it can monitor the types of services being provided and the fees incurred.

A breakdown of the fees paid to the auditor for non-audit work may be found in note 8 on page 212. Significant categories of engagement undertaken in 2011 include regulatory audit work, where the work was requested by our regulators in the UK and in South Africa and the use of the auditor was agreed with them, and tax compliance services in connection with our expatriate and international assignees, where we have agreed to use an alternative supplier from 2011 onwards for new assignments.

Further details of the non-audit services that are prohibited and allowed under our policy can be found on our website.

### **[Oversight of Internal Audit and External Audit](#)**

#### *Internal Audit*

We are responsible for monitoring the effectiveness of the internal audit function and ensuring it is adequately resourced and focused on the right issues. We also review and approve the annual Internal Audit plan.

During 2011, we received regular reports from Internal Audit, which set out the Internal Audit function's view of the control environment and performance against any key indicators. Of particular focus was the need to ensure that there is timely remediation of any audit findings. We also specifically reviewed the resources available to the Internal Audit function and any adjustments to be made to the Internal Audit plan, including changes to methodology.

Internal Audit's self-assessment of conformance, which we reviewed in the fourth quarter of 2011, evidenced that the function generally conforms to the standards set by the Institute of Internal Auditors.

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### *External Audit*

It is our responsibility to monitor the performance, objectivity and independence of the external auditor and recommend to the Board the appointment of the external auditor. We also agree the audit plan with the external auditor to ensure that the areas of focus are appropriate.

PricewaterhouseCoopers (PwC) has been our auditor for many years, although the lead audit partner is rotated every five years. The current lead audit partner joined the audit team for the 2010 year end and will retire after the 2014 year end. The appointment of PwC as auditor is subject to shareholder approval each year at the AGM, giving shareholders the opportunity to accept or reject the Board's recommendation that they be reappointed. In terms of auditor independence and objectivity, we have a policy that governs non-audit services provided by the auditor, which is described above. PwC also provides specific assurance to us on the arrangements it has in place

to uphold its independence and objectivity. To assess the performance and effectiveness of the auditor, we carry out an annual assessment by seeking views on PwC's performance from key stakeholders across the Group. The results of this assessment are reported to the Committee each year and help inform the Committee's discussion on whether the auditor should be recommended for re-appointment. This includes considering whether the audit should be tendered.

Following the assessment process described above, the Committee is fully satisfied with the performance of PwC and has recommended to the Board and to shareholders that PwC should be re-appointed as the Group's auditors at the AGM on 27 April 2012. PwC has signified its willingness to continue in office.

### **Effectiveness**

The performance of the Committee is reviewed each year as part of the Board Effectiveness Review, both by the Committee itself and by the Board as a whole. This year's review concluded that the Committee continues to operate effectively. Areas where we could enhance our performance include ensuring that the form and content of information presented to the Committee is appropriate given the Committee's busy agenda and we have put together an action plan to address the findings.

### **Looking ahead to 2012**

For 2012, the Committee's areas of focus will continue to be influenced by the impact of the difficult economic environment and the changing regulatory environment. In addition to ensuring we examine the impact of external factors, we will be seeking to ensure that a strong governance and control environment is maintained while the business undergoes a period of internal reorganisation as it integrates the operations of Absa and Barclays in Africa and seeks to deliver cost efficiencies and operational excellence across the Group.

### **Sir Michael Rake**

Chairman, Board Audit Committee

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

43

David Booth, Chairman of the Board Risk Committee, gives you his insight into the work of that Committee in 2011.

**Board Risk Committee Chairman's report**

Member	Independent	Meetings eligible to attend	Meetings attended
David Booth (Chairman)	I	9	9
Reuben Jeffery <sup>a</sup>	I	9	8
Sir Andrew Likierman <sup>a</sup>	I	9	8
Dambisa Moyo <sup>a</sup>	I	9	7
Sir Michael Rake <sup>a</sup>	I	9	7

**Secretary**

Lawrence Dickinson

Key

OA on appointment

I independent

a unable to attend certain meetings either because of illness or prior commitments

**Chairman's overview of 2011**

2011 has seen some particular challenges for the Committee in its oversight of risk management. Global economic conditions have continued to be difficult. Concerns over the economic prospects for the Eurozone, specific countries within it and the possibility of a break up, have greatly influenced our agenda. The regulatory environment has also evolved, as our regulators continue to seek assurance as to the robustness of risk management and the financial viability of financial institutions in a stressed environment.

Understanding, monitoring and mitigating risk is a fundamental task for any board. We play a critical role in setting the tone and culture that promotes the achievement of effective risk management across the Group. It is important to differentiate, however, between those risks that a company actively seeks to take and manage in order to generate income for Barclays, credit, market and funding risk and those risks that it seeks to minimise in order to manage costs what we know as operational risk. The Committee's principal focus is on the former those risks we take in order to generate income although we also consider the latter. This year, as Chairman of the Committee, I have sought to refocus the Committee's agenda on key strategic, forward looking risk issues. I have worked with the Chief Risk Officer and Company Secretary to ensure that the Committee's time is used appropriately and that the right information is being provided to the Committee at the right time. I have continued to meet regularly with the Chief Risk Officer, and also with the Group Treasurer and Chief Internal Auditor, to discuss any emerging issues. This year I have also had a number of meetings with representatives of our regulators in the UK and the US to discuss our approach to risk management, and I expect this increased level of interaction to continue in the future. I present written reports to the Board of the main issues that the Committee discusses and any Director may contact me at any time to discuss any particular issues in more detail.

**Who is on the Committee?**

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Membership of the Committee and attendance at meetings held in 2011 are shown in the table. Collectively the Committee has a depth of experience in finance and financial risk management. Both Reuben Jeffery and I have a background in investment banking, with careers at Goldman Sachs and Morgan Stanley respectively. Sir Michael Rake is the former Chairman of KPMG International and has a wealth of financial and business experience. Sir Andrew Likierman has held number of roles in the public financial services sector, including roles at HM Treasury and that of non-executive Director of the Bank of England. Dambisa Moyo is an international economist, who writes on the macroeconomy, having formerly worked at Goldman Sachs.

### What are our responsibilities?

The Committee's role is to:

recommend to the Board the total level of risk the Group is prepared to take (risk appetite) to achieve the generation of shareholder value;

monitor risk appetite, including setting limits for individual types of risk, e.g., credit, market and funding risk;

monitor the Group's risk profile;

ensure that management properly identifies principal risks and that they are being appropriately managed;

ensure that risk is taken into account during the due diligence phase of any strategic transaction; and

provide input from a risk perspective into the deliberations of the Board Remuneration Committee.

The Committee's full Terms of Reference are available from the corporate governance section of our website. More information on risk management and the internal control framework can be found in the Directors' Report on page 48 and in the Risk Management section on pages 67 to 158.

### How did we discharge our responsibilities in 2011?

We met 9 times in 2011 and the chart on page 44 shows how we allocated our time at our meetings. Our meetings are attended by management, including the Group Finance Director, Chief Internal Auditor, Chief Risk Officer and Group General Counsel. The external auditor also attends each meeting. This year meetings have also been attended by senior management below Board and Executive Committee level, including representatives of the risk management function at both Group and business unit level. We have been especially interested in hearing from those who are responsible at an operational level for implementing risk management in the Group.

I describe below how the Committee discharged its responsibilities during 2011:

#### [Risk Profile/Risk Appetite](#)

Our role is to recommend risk appetite to the Board and then to monitor performance against appetite and the Group's overall risk profile. The main issues we reviewed in 2011 were:

We received quarterly Group Risk Profile Reports, which provide an update on credit and market risk performance in our main businesses and across our key geographies of the UK, US, Spain and South Africa. The focus of our discussions was on the potential impact of macroeconomic factors, particularly the Eurozone crisis and any impact arising from austerity measures being taken by governments around the world. In late 2011, this report was extended to cover Operational Risk in more detail, in line with the changes made to the Group's Principal Risks Policy, which I describe below.

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**Table of Contents**

44 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Corporate governance report continued****Board Risk Committee Chairman's report continued**

We received quarterly updates on capital and liquidity from the Group Treasurer, including an assessment of performance against liquidity risk appetite and an assessment of the Group's liquidity profile, to satisfy ourselves that sufficient liquidity is held to cover both market-wide and Barclays specific stress scenarios. The Eurozone crisis gave rise to difficult conditions in the money markets and we discussed and received regular written updates on counterparty and liquidity risk in the third and fourth quarters of 2011.

We discussed and agreed scenarios for our internal stress testing exercises and reviewed the results. As part of planning for the stress tests, the Committee specifically requested that a single European peripheral sovereign default be modelled given prevailing conditions in the Eurozone. The stress testing exercises evidenced that the Group remains profitable and well-capitalised above required minimum levels. We also reviewed the results of the stress testing exercises required by the European Banking Authority (EBA), which were published in July 2011. The results of these EBA stress tests showed that Barclays remains capitalised above the required regulatory targets for Core Tier 1 capital.

We reviewed the Group's economic capital framework, including the governance around the models used, methodology changes introduced in 2011 and how the framework is used to assist risk management across the Group.

In late 2011, we reviewed the proposed risk appetite for 2012. The risk appetite process again assessed the Group's performance in a 1 in 7 and 1 in 25 scenario and reviewed the performance of agreed parameters in such scenarios to identify any potential constraints. While we were content to recommend risk appetite to the Board, current economic conditions mean that there is a greater likelihood of event risk and we will keep performance against risk appetite under very close review in 2012.

**Key Risk Issues**

Key risk issues are those that have been proposed by management for review by the Committee in detail, so that we can assess the current and potential future impact and ensure that any risks are being managed appropriately. These in-depth reviews have this year been driven largely by the changing economic and regulatory environment. Some of the specific issues we considered in 2011 were:

Given the ongoing difficulties in the Eurozone, we undertook two specific country risk reviews in 2011, choosing Portugal and Italy. These reviews took a holistic approach to Barclays business in those countries, focusing on both macro risks and specific business risks, and an assessment of any potential issues those businesses might face in a stressed environment. We were particularly keen to ensure that any lessons learned from these reviews are embedded Group-wide. We also received a presentation on the implications of a break-up of the Eurozone and the actions available to mitigate the impact on the Group.

We undertook a review of our funding and liquidity risk management framework, particularly given the disruption in the wholesale money markets during the year.

We received a report on the review of risk management controls that took place following the announcement of unauthorised trading at UBS to ensure that any lessons learned could be captured.

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We reviewed measures that are being taken in Barclays Capital to enhance risk management and to further develop the vision for risk in that business.

Given US government austerity measures, we reviewed the Group's US Municipal bond business and the scope and extent of our exposures.

We also reviewed pension risk, in view of the triennial valuation of the pension scheme, and tax risk management, where we considered the Group's own tax risk and the risk it takes on behalf of clients.

### [Internal Control and Risk Management Framework](#)

We annually review the internal control and risk management framework to ensure it remains fit for purpose. This year we reviewed and agreed proposals to update the Group's Internal Control and Assurance Framework (GICAF) and agreed updates to the Group's Principal Risks Policy, to define four principal risks: Credit, Market, Funding and Operational Risk. More details on the GICAF and the Principal Risks Policy can be found in the Directors' Report on page 48 and in the Risk Management section on pages 67 to 158.

### [Remuneration](#)

We again provided input to the Board Remuneration Committee on the risk metrics to be used to determine financial performance and we reviewed the risk perspective on performance, which was used to inform remuneration decisions for 2011.

### [Effectiveness](#)

As part of the annual Board Effectiveness Review, the performance of the Committee is assessed by the Committee itself and by the Board as a whole. This year's review concluded that the Committee continues to operate effectively. Areas where we could enhance our performance include continuing to ensure that information flows to the Committee are appropriate and timely, given the changing environment.

### [Looking ahead to 2012](#)

For 2012, global macroeconomic factors will continue to shape the Committee's agenda. We will continue to closely monitor our risk profile and performance against risk appetite, with a particular focus on capital and liquidity. We will also continue to monitor carefully our Eurozone exposures.

### [David Booth](#)

Chairman, Board Risk Committee

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

45

**Remuneration**

Alison Carnwath, who became Chairman of the Remuneration Committee in 2011, reports on the Board Remuneration Committee's activities during 2011 in the Remuneration Report, which may be found on pages 54 to 65.

**Relations with Shareholders****How do we ensure that we understand the views of our shareholders?**

As Group Chairman, I am responsible for ensuring that there is effective communication with shareholders. I am in regular contact with institutional shareholders and, in particular, I met with institutional shareholders ahead of the 2011 AGM and reported back to the Board on any significant issues that were raised. The Chief Executive, Group Finance Director and Senior Independent Director also had regular contact with shareholders and the Chairman of the Board Remuneration Committee met with key shareholders to discuss the Group's remuneration structure and policy. In addition, all Directors had the opportunity to attend an investor seminar, which was held in June 2011.

During 2011, the Board received an update on the Group's Investor Relations strategy, which included an update on key market issues raised by our owners, investor relations objectives and activities, share price performance and the share register profile. We also received the results of an investor audit carried out by one of our advisers, which provided an insight into market issues and institutional perceptions of our strategy, management and key issues. In late 2011, the Board also held a session on bank sector valuations, gaining an insight into how the market values banks and the factors influencing the market's valuation.

**How do we engage effectively with our shareholders?**

We understand the need to be transparent in our dialogue and communications with our shareholders. We are supportive of the UK Stewardship Code's aims of improving dialogue between investors and companies and strive to facilitate meaningful engagement with our shareholders. Our interaction with our shareholders falls into three main areas: institutional shareholders, private shareholders and the AGM. General shareholder information can be found on our website, [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations).

**Institutional Shareholders**

We have an active and dedicated investor relations team that manages a planned and comprehensive investor relations programme, which facilitates regular access for investors and buy-side and sell-side analysts to senior management, so that they can interact directly on key topics. Overall in 2011, over 400 separate meetings took place between management and investors, at venues in London, Scotland, USA, Canada, France, Germany, Spain, Ireland, Italy, Scandinavia, Switzerland, the Netherlands, the Middle East, Japan and China, reflecting the international nature of our investor register. Senior management from across the business also hosted investor and analyst meetings during 2011 including our quarterly reporting presentations and an investor seminar in June 2011. In addition to direct meetings, Barclays also participates in investor conferences intended to provide wider access to investors and analysts and took part in 17 such conferences in 2011. Our website also provides information for our debt investors, including information on our credit ratings, capital ratios, senior and subordinated debt securities, and securitisation and covered bond transactions.

**Private Shareholders**

As we have a large private shareholder base, it is impractical to communicate with our private shareholders using the same direct engagement model we follow for our institutional shareholders. Nevertheless, as we understand the need to treat all shareholders fairly, we follow industry best practice in terms of disclosure. To this end, we ensure that all documents produced for investor events are also provided on the investor relations section of our website. A wide range of information for all our shareholders can also be found on the site. We also maintain a specific shareholder enquiry line with our registrars

for private shareholders to request information. To ensure our registrars continue to provide the highest quality of service to our shareholders, we regularly monitor their operational performance via monthly meetings.

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We believe that communicating electronically with our shareholders is beneficial for the environment and lowers costs for the Group. We therefore actively encourage private shareholders to use our e-view service to receive their shareholder documents electronically and to get immediate access to information relating to their personal shareholding and dividend history. Shareholders can sign up to our e-view service at [www.eviewsignup.co.uk/](http://www.eviewsignup.co.uk/). Barclays e-view participants can also change their details and dividend mandates online and receive dividend tax vouchers electronically. We also encourage our private shareholders to hold their shares in Barclays Sharestore, where shares are held electronically in a cost-effective and secure environment.

Private shareholders can discuss their concerns with us by email: [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com) or in writing to Shareholder Relations at Barclays PLC, 1 Churchill Place, London E14 5HP.

### AGM

The 2011 AGM was held on Wednesday 27 April 2011 at the Royal Festival Hall in London. In accordance with best practice, all resolutions were considered on a poll, which was conducted by our registrars and monitored by independent scrutineers. The results, along with proxy votes lodged prior to the meeting, were made available on our website the same day. 63% of the shares in issue were voted and all resolutions were approved.

The Board as a whole is committed to the constructive use of the AGM to meet with shareholders, hear their views and to answer their questions. All Directors are required to attend the AGM and all Directors attended the 2011 AGM, where the Chairmen of the Board Committees and I were available to answer shareholders questions. I look forward to meeting you at the 2012 AGM, which will be held on Friday 27 April 2012 at the Royal Festival Hall in London. The Notice of Meeting can be found in a separate document. The resolutions will be considered on a poll and the results will be announced via the Regulatory News Service (RNS) and made available on our website on the same day. Copies of the AGM speeches will also be released via RNS and posted on our website. Shareholders unable to attend the AGM are encouraged to vote in advance of the meeting via [www.barclays.com/investorrelations/vote](http://www.barclays.com/investorrelations/vote). They may also submit questions to the Board by writing to Shareholder Relations at the address given above.

### Statements of Compliance

#### UK Combined Code on Corporate Governance

As Barclays is listed on the London Stock Exchange, we comply with the UK Corporate Governance Code (the Code). For the year ended 31 December 2011, we have complied with the relevant provisions set out in the Code and applied the principles of the Code as described in this report. Further information on the Code can be found at [www.frc.org.uk](http://www.frc.org.uk).

#### Disclosure and Transparency Rules (DTR)

Certain additional information that is required to be disclosed pursuant to DTR7.2.6 may be found in the Directors' Report on pages 46 to 49.

#### New York Stock Exchange

NYSE rules permit Barclays to follow UK corporate governance practices instead of those applied in the USA, provided that any significant variations are explained. This explanation will be contained in our Form 20-F filing, which can be accessed from the Securities and Exchange Commission's (SEC) EDGAR database or via our website.

### Marcus Agius

Group Chairman

7 March 2012

**Table of Contents**

46 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Directors report****Principal Activities and Business Review**

Barclays is a major global financial services provider engaged in retail banking, credit cards, corporate and investment banking and wealth management, with an extensive international presence. The Group operates through branches, offices and subsidiaries in the UK and overseas.

The Directors are required to set out in this report a fair review of the business of the Group during the financial year ended 31 December 2011 and of the position of the Group at the end of the financial year and a description of the principal risks and uncertainties facing the Group (known as a Business Review). The purpose of the Business Review is to enable shareholders to assess how the Directors have performed their duties under section 172 of the Companies Act 2006 (to promote the success of the Company). The information that fulfils the requirements of the Business Review can be found in this report and the following sections of the Annual Report, which are incorporated into this report by reference:

	Pages
Chief Executive's review	06-07
Our strategy and business model	10-11
Finance Director's Review	22-23
Financial review	160-191
Key performance indicators	20-21 and 160-163
Citizenship	18-19
Market and operating environment	08-09
People	53
Risk management	16-17
Risk factors	74-78
Divisional review	24-27

Other information that is relevant to the Directors' Report, and which is incorporated by reference into this report, can be located as follows:

	Pages
Likely future developments	04-11 and 24-27
Employee involvement	53
Policy concerning the employment of disabled persons	53
Financial instruments	68-150, 220-223
Remuneration policy, including details of the remuneration of each Director and Directors' interests in shares	and 225-237 54-65
Corporate Governance Statement	32-45
Rights and obligations attaching to shares	276-279
Restrictions on the transfer of securities	276-279
Restrictions on voting rights	276-279

**Profit and dividends**

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The profit for the financial year, after taxation, was £3,951m (2010: £4,549m). The final dividend for 2011 of 3.0p per share will be paid on 16 March 2012 to shareholders whose names were on the Register of Members at the close of business on 24 February 2012. With the interim dividends totalling 3.0p per ordinary share, paid in June, September and December 2011, the total distribution for 2011 is 6p (2010: 5.5p) per ordinary share. The interim and final dividend for 2011 amounted to £728m (2010: £653m).

### Board of Directors

The names of the current Directors of Barclays PLC, along with their biographical details, are set out on pages 50 to 52 and are incorporated into this report by reference. Sir Richard Broadbent left the Board with effect from 30 September 2011. There were no other changes to Directors in 2011.

### Appointment and retirement of directors

The appointment and replacement of Directors is governed by the Company's Articles of Association (the Articles), the UK Corporate Governance Code (the Code), the Companies Act 2006 and related legislation. The Articles may only be amended by a special resolution of the shareholders.

The Board has the power to appoint additional Directors or to fill a casual vacancy amongst the Directors. Under the Articles, any such Director holds office only until the next AGM and may offer himself/herself for re-election. The Articles also require that at each AGM at least one-third (rounded down) of the Directors retire by rotation. The retiring Directors are eligible to stand for re-election. The Code recommends that all Directors of FTSE 350 companies should be subject to annual re-election, however, and all Directors will stand for re-election at the 2012 AGM.

### Directors' indemnities

The Company maintains directors' and officers' liability insurance which gives appropriate cover for any legal action brought against its Directors. In addition, qualifying third party indemnity provisions (as defined by section 234 of the Companies Act 2006) were in force during the course of the financial year ended 31 December 2011 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Directors in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties, powers or office.

### Creditor payment policy

Barclays policy follows the Department for Business, Innovation & Skills' Prompt Payment Code, copies of which can be obtained from the Prompt Payment Code website at [www.promptpaymentcode.org.uk](http://www.promptpaymentcode.org.uk). The trade creditor payment days for Barclays Bank PLC for 2011 were 33 days (2010: 27 days). This is an arithmetical calculation based on the Companies Act regulations and does not necessarily reflect our practice, nor the experience of any individual creditor.

### Political donations

The Group did not give any money for political purposes in the UK or the rest of the EU nor did it make any political donations to political parties or other political organisations, or to any independent election candidates, or incur any political expenditure during the year. Absa Group Limited, in which the Group has a majority stake, made donations totalling £224,158 in 2011 (2010: £123,295) in accordance with its policy of making political donations to the major South African political parties as part of their Democracy Support Programme. The Group made no other political donations in 2011.

### Charitable donations

Barclays provides funding and support to over 8,000 charities and voluntary organisations, ranging from small, local charities, such as the Bromley by Bow Centre, supporting young people in East London with employability and job-readiness programmes, to international organisations such as Unicef. The Group committed £30.3m in support of the community in the UK (2010: 28.6m), including charitable donations of £22.6m (2010: 22.9m). Further information on our community involvement can be found on pages 18 to 19.

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**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

47

**Environment**

In 2011 we launched the Barclays Climate Action Programme – a four-year plan which focuses on addressing environmental issues where we believe we have the greatest potential to make a difference. The Climate Action Programme focuses on managing our own carbon footprint and reducing our absolute carbon emissions; developing products and services to help enable the transition to a low-carbon economy; and managing the risks of climate change. We invest in improving the energy efficiency of our operations and offset the emissions remaining through the purchase of carbon credits. We also have a long-standing commitment to managing the environmental and social risks associated with lending and a governance structure is in place to facilitate clear dialogue across the business and with suppliers around issues of potential environmental and social risk. More details may be found on our website at [www.barclays.com/citizenship](http://www.barclays.com/citizenship).

**Essential contracts or arrangements**

There are no persons with whom the Group has contractual or other arrangements that are considered essential to the business of the Group.

**Contracts of significance**

Barclays provided BlackRock, Inc. (BlackRock) with customary warranties and indemnities in connection with the sale of Barclays Global Investors (BGI) to BlackRock in 2009. Barclays will continue to provide support in respect of certain BGI cash funds until December 2013 and indemnities in respect of certain of BGI's fully collateralised securities lending activities until November 2012.

**Research and development**

In the ordinary course of business the Group develops new products and services in each of its business units.

**Share capital***Share capital structure*

The Company has Ordinary Shares in issue. The Company's Articles also allow for the issuance of Sterling, Dollar, Euro and Yen preference shares (preference shares). No preference shares have been issued as at 2 March 2012 (the latest practicable date for inclusion in this report). Ordinary shares therefore represent 100% of the total issued share capital as at 31 December 2011 and at 2 March 2012. Details of the movement in Ordinary Share capital during the year can be found on page 254.

On 31 October 2008, Barclays PLC issued, in conjunction with a simultaneous issue of Reserve Capital Instruments issued by Barclays Bank PLC, warrants (the Warrants) to subscribe for up to 1,516.9 million new Ordinary Shares at a price of £1.97775. As at 31 December 2011 there were unexercised Warrants to subscribe for 379.2 million Ordinary Shares. These Warrants may be exercised at any time up to close of business on 31 October 2013.

*Exercisability of rights under an employee share scheme*

Employee Benefit Trusts (EBTs) operate in connection with certain of the Group's Employee Share Plans (Plans). The trustees of the EBTs may exercise all rights attached to the shares in accordance with their fiduciary duties other than as specifically restricted in the relevant Plan governing documents. The trustees of the EBTs have informed the Company that their normal policy is to abstain from voting in respect of the Barclays shares held in trust. The trustees of the Global and UK Sharepurchase EBTs may vote in respect of Barclays shares held in the Sharepurchase EBT, but only as instructed in those Plans in respect of their Partnership shares and (when vested) Matching and Dividend shares. The trustees will not otherwise vote in respect of shares held in the Sharepurchase EBT.

*Special rights*

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There are no persons holding securities that carry special rights with regard to the control of the Company.

### Substantial shareholders

Substantial shareholders do not have different voting rights from those of other shareholders. Information provided to the Company by substantial shareholders pursuant to the Financial Services Authority's (FSA) Disclosure and Transparency Rules (DTR) is published via a Regulatory Information Service and is available on the Company's website. As at 31 December 2011, the Company had been notified under Rule 5 of the DTR of the following holdings of voting rights in its shares:

Holder	Number of Barclays Shares	% of total voting rights attaching to issued share capital	Number of Warrants	% of total voting rights attaching to issued share capital <sup>a</sup>
BlackRock, Inc. <sup>b</sup>	805,969,166	7.06		
Qatar Holding LLC <sup>c</sup>	827,411,735	6.79	379,218,809	1.62
Nexus Capital Investing Ltd <sup>d</sup>	851,584,564	6.98		
Legal & General Group plc	480,805,132	3.99		

### Powers of the Directors to issue or buy back the Company's shares

The powers of the Directors are determined by the Companies Act 2006 and the Company's Articles. The Directors are authorised to issue and allot shares, and to repurchase shares subject to annual shareholder approval at the AGM. Such authorities were granted by shareholders at the 2011 AGM. It will be proposed at the 2012 AGM that the Directors be granted new authorities to allot and buy-back shares.

### Repurchase of shares

The Company did not repurchase any of its Ordinary Shares during 2011 (2010: none). As at 2 March 2012, the Company had an unexpired authority to repurchase Ordinary Shares up to a maximum of 1,218,343,534 Ordinary Shares.

### Change of control

If there is a change of control of Barclays PLC following a takeover bid, Barclays PLC must (so far as legally possible) use all reasonable endeavours to cause the corporation which then controls Barclays PLC to execute a deed poll providing that holders of the Warrants shall have the right (during the period in which the Warrants are exercisable) to exercise the Warrants into the class and amount of shares and other securities and property receivable upon such a takeover by the holders of the number of Ordinary Shares as would have been issued on exercise of the Warrants had such Warrants been exercised immediately prior to the completion of such takeover. The Warrants contain provisions for the adjustment of the gross number of ordinary shares in the event of the occurrence of certain dilutive events including, amongst others, extraordinary dividends, bonus issues, alterations to the nominal value of Ordinary Shares and rights issues.

There are no other significant agreements to which the Company is a party that are affected by a change of control of the Company following a takeover bid. There are no agreements between the Company and its Directors or employees providing for compensation for loss of office or employment that occurs because of a takeover bid.

### Notes

- a The percentages of voting rights detailed above have been calculated without including the new shares to be issued when the Warrants are exercised. This results in the percentage figures being artificially high.
- b The number of Barclays shares includes 8,003,236 contracts for difference to which voting rights are attached.
- c Total shown includes 13,447,183 options on ordinary shares.
- d Total shown includes 93,146,946 cash-settled options referencing ordinary shares.



**Table of Contents**

48 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Directors' report continued****Risk management and internal control**

The Directors have responsibility for ensuring that management maintain an effective system of risk management and internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

Barclays is committed to operating within a strong system of internal control that enables business to be transacted and risk taken without exposing itself to unacceptable potential losses or reputational damage. The Group Internal Control and Assurance Framework (GICAF) is the overarching framework that sets out Barclays approach to internal governance. It establishes the mechanisms and processes by which the Board directs the organisation, through setting the tone and expectations from the top, delegating its authority and monitoring compliance. The purpose of the GICAF is to identify and set minimum requirements in respect of the main risks to achieving the Group's strategic objectives and to provide reasonable assurance that internal controls are effective. The key elements of the Group's system of internal control, which is aligned to the recommendations of The Committee of Sponsoring Organizations of the Treadway Commission (COSO), are set out in the risk control frameworks relating to each of the Group's Key Risks and in the Group operational risk framework. As well as incorporating our internal requirements, these reflect material Group-wide legal and regulatory requirements relating to internal control and assurance. The GICAF is reviewed and approved on behalf of the Chief Executive by the Group Governance and Control Committee at least annually. The Board Risk Committee also reviews the GICAF annually.

**Effectiveness of internal controls**

The Directors review the effectiveness of the system of internal control semi-annually. An internal control compliance certification process is conducted throughout the Group in support of this review. Key controls are also assessed on a regular basis for both design and operating effectiveness. Issues arising out of business unit risk and control assessments are considered to identify pervasive themes. Where appropriate, issues affecting more than one business unit may be categorised as having Group level significance and are reported to the Board Audit Committee via the Group Governance and Control Committee. The Board Audit Committee monitors resolution of any identified control issues of Group level significance through to a satisfactory conclusion. In addition, regular reports are made to the Board Audit Committee by management, internal audit and the finance, compliance and legal functions covering in particular financial controls, compliance and operational controls.

**Risk control framework**

Processes are in place for identifying, evaluating and managing the significant risks facing the Group in accordance with the guidance 'Internal Control: Revised Guidance for Directors on the Combined Code' published by the Financial Reporting Council (the Turnbull Guidance). The Board regularly reviews these processes through its principal Board Committees. During 2011, the Principal Risks Policy, a material component of the GICAF, was updated to ensure that governance of non-financial risks was expanded and aligned to the structures already in place for financial risks. Regular risk reports are made to the Board covering risks of Group significance including credit risk, market risk, funding risk, operational risk and legal risk. The Board Risk Committee receives reports covering the Principal Risks as well as reports on risk measurement methodologies and risk appetite. Further details of risk management procedures are given in the Risk Management section on pages 67 to 158.

**Legal entity governance**

During 2011, the Group developed an enhanced policy for the governance of subsidiary entities, increasing focus on, and ensuring senior management's line of sight to, the legal entity structure of the Group. A framework of varying minimum standards has been introduced, with the most onerous requirements being placed on larger or more complex subsidiaries that are deemed to carry greater risk. Compliance with the enhanced policy is overseen by the Group's Legal Entity Review Committee.

**Controls over financial reporting**

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A framework of disclosure controls and procedures is in place to support the approval of the Group's financial statements. The Legal and Technical Review Committee is responsible for reviewing the Group's financial reports and disclosures to ensure that they have been subject to adequate verification and comply with legal and technical requirements, and reports its conclusions to the Disclosure Committee. The Disclosure Committee, which is chaired by the Group Finance Director, considers the content, accuracy and tone of the disclosures, reporting its conclusions to the Group Executive Committee and the Board Audit Committee, both of which review its conclusions and provide further challenge. Finally, the Board reviews and approves results announcements and the Annual Report for publication and ensures that appropriate disclosures have been made. This governance process is in place to ensure both management and the Board are given sufficient opportunity to review and challenge the Group's financial statements and other significant disclosures before they are made public. It also provides assurance for the Chief Executive and Group Finance Director when providing certifications as required under the Sarbanes-Oxley Act 2002 and recommended by the Turnbull Guidance.

Throughout the year ended 31 December 2011, and to date, the Group has operated a system of risk management and internal control, which provides reasonable assurance of effective and efficient operations covering all controls, including financial and operational controls and compliance with laws and regulations.

### [Management's report on internal control over financial reporting](#)

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed under the supervision of the principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and the International Accounting Standards Board (IASB).

Internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS and that receipts and expenditures are being made only in accordance with authorisations of management and the respective Directors; and provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of assets that could have a material effect on the financial statements.

Internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that internal controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

49

Management has assessed the effectiveness of internal control over financial reporting as of 31 December 2011. In making its assessment, Management has utilised the criteria set forth by COSO. Management concluded that, based on its assessment, the internal control over financial reporting was effective as of 31 December 2011. Our independent registered public accounting firm has issued a report on the Group's internal control over financial reporting, which is set out on page 196.

The system of internal financial and operational controls is also subject to regulatory oversight in the United Kingdom and overseas. Further information on supervision by the financial services regulators is provided under Supervision and Regulation in the Risk Management section on pages 154 to 158.

*Changes in internal control over financial reporting*

There have been no changes in the Group's internal control over financial reporting that occurred during the period covered by this report which have materially affected or are reasonably likely to materially affect the Group's internal control over financial reporting.

**Going concern**

The Group's business activities and financial position; the factors likely to affect its future development and performance; and its objectives and policies in managing the financial risks to which it is exposed and its capital are discussed in the Business Review and Risk Management section.

The Directors have assessed, in the light of current and anticipated economic conditions, the Group's ability to continue as a going concern. The Directors confirm they are satisfied that the Company and the Group have adequate resources to continue in business for the foreseeable future. For this reason, they continue to adopt the 'going concern' basis for preparing accounts.

**Disclosure of information to auditor**

Each Director confirms that, so far as he/she is aware, there is no relevant audit information of which the Company's auditors are unaware and that each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Directors' Responsibilities**

The following statement, which should be read in conjunction with the Auditors' report set out on page 195, is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and of the auditors in relation to the accounts.

The Directors are required by the Companies Act 2006 to prepare accounts for each financial year and, with regards to Group accounts, in accordance with Article 4 of the IAS Regulation. The Directors have prepared individual accounts in accordance with IFRS as adopted by the European Union. The accounts are required by law and IFRS to present fairly the financial position of the Company and the Group and the performance for that period. The Companies Act 2006 provides, in relation to such accounts, that references to accounts giving a true and fair view are references to fair presentation.

The Directors consider that, in preparing the accounts on pages 197 to 274, and the additional information contained on pages 79 to 158, the Group has used appropriate accounting policies, supported by reasonable judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The Directors have responsibility for ensuring that the Company and the Group keep accounting records which disclose with reasonable accuracy the financial position of the Company and the Group and which enable them to ensure that the accounts comply with the Companies Act 2006.

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The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors confirm to the best of their knowledge that:

- (a) The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of Barclays PLC and the undertakings included in the consolidation taken as a whole; and
- (b) The management report, which is incorporated into the Directors' Report on pages 46 to 49, includes a fair review of the development and performance of the business and the position of Barclays PLC and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

By order of the Board

**Lawrence Dickinson**

Company Secretary

7 March 2012

Barclays PLC

Registered in England, Company No. 48839

**Table of Contents**

50 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Board of Directors****Marcus Agius, Group Chairman<sup>a</sup> (65)**

**Skills and experience:** Marcus joined the Barclays Board in September 2006 as a non-executive Director and was appointed Chairman on 1 January 2007. Marcus has extensive city and commercial experience, having spent over 40 years in the banking sector, holding senior positions such as Chairman of Lazard in London and Deputy Chairman of Lazard LLC. Marcus also has a wealth of non-executive experience that includes a number of non-executive directorships and the chairmanship of BAA plc from 2001 until 2006.

**Other principal 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 IIEB; 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.

**Committee membership:** Chairman of the Board Corporate Governance and Nominations Committee since January 2007; Member of the Board Remuneration Committee since January 2007; Chairman of the Board Citizenship Committee since August 2011.

**Bob Diamond, Chief Executive; Executive Director (60)**

**Skills and experience:** Bob became Chief Executive on 1 January 2011, having previously held the position of President of Barclays PLC and Chief Executive of Corporate & Investment Banking and Wealth Management, comprising Barclays Capital, Barclays Corporate and Barclays Wealth. Bob became an executive Director in June 2005 and has been a member of the Barclays Executive Committee since September 1997. Bob has a wealth of industry knowledge, with over 30 years of experience in the banking industry. 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, Bob worked at Morgan Stanley International as Managing Director and Head of Fixed Income Trading, spending 13 years with the firm.

**Other principal 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; 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; Director, Imperial War Museum Foundation.

**David Booth, Non-executive Director<sup>b</sup> (57)**

**Skills and experience:** David joined the Board in May 2007 as a non-executive Director. David has extensive banking industry knowledge and experience, having previously been employed by Morgan Stanley from 1982 to 1992, and again from 1995 to 1997. David held various key positions within the company, including Head of Government Bond Trading, Head of Mortgage Trading, Sales and Finance and Head of Global Operations and Technology. Having retired from the Management Committee of Morgan Stanley in 1997, David now manages his own venture capital investments.

**Other principal external appointments:** Director of East Ferry Investors, Inc.

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

**Alison Carnwath, Non-executive Director<sup>b</sup> (59)**

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**Skills and experience:** Alison joined the Board on 1 August 2010 as a non-executive Director. Alison has extensive experience of the banking industry, having worked in corporate finance and investment banking for 20 years from 1980 to 2000 before pursuing a portfolio career. Alison also has significant board experience, having held a number of non-executive directorships and the chairmanship of a listed company. During her career, Alison was a senior partner of Phoenix Securities and Managing Director, New York at Donaldson, Lufkin & Jenrette. Alison was also a director of J. Henry Schroder Wagg & Co, where she worked for 10 years.

**Other principal external appointments:** Non-executive Chairman of Land Securities Group PLC since November 2008; Non-executive Director of Malachite Advisors Limited; Non-executive Director of Man Group plc; Independent Director of Paccar Inc; Senior Advisor at Evercore Partners LLP.

**Committee membership:** Member of the Board Audit Committee since October 2010; Chairman of the Board Remuneration Committee since July 2011 (member since October 2010); Member of the Board Corporate Governance and Nominations Committee since July 2011.

### Fulvio Conti, Non-executive Director<sup>b</sup> (64)

**Skills and experience:** Fulvio joined the Board in April 2006 as a non-executive Director. Fulvio has significant financial and business experience from a career spanning over 35 years, and has been CEO of Enel SpA, the Italian energy company, since 2005. During his career, Fulvio has held the role of Chief Financial Officer for various private and government owned entities in Italy, and was in charge of finance at Montedison-Compant, and head of the accounting, finance, and control department of Montecatini. He has also held positions in finance and operations in various affiliates of Mobil Oil Corporation in Italy and Europe.

**Other principal external appointments:** Director of ENDESA SA since June 2009; Director of AON Corporation since January 2008; Director of Italian Institute of Technology since October 2011; President of Eurelectric since June 2011.

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

Notes

a Independent on appointment.

b Independent non-executive Director.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

51

**Simon Fraser, Non-executive Director<sup>b</sup> (52)**

**Skills and experience:** Simon joined the Board in March 2009 as a non-executive Director. Simon has extensive experience of the fund management industry, having started his career at Fidelity International where he spent 27 years. During this time, Simon was President of the Investment Solutions Group and President of the Retirement Institute. Simon held a number of other positions during his time 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.

**Other principal 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; Non-executive Director of Ashmore Group Plc since February 2012.

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

**Reuben Jeffery III, Non-executive Director<sup>b</sup> (58)**

**Skills and experience:** Reuben joined the Board in July 2009 as a non-executive Director. Having held high profile roles in both the public and private financial services sectors, Reuben has been CEO of Rockefeller & Co., Inc. since 2010 and has a broad range of banking and government experience. Reuben is a Senior Adviser at the Center for Strategic & International Studies in Washington, D.C., having previously served in the US government as Under Secretary of State for Economic, Energy and Agricultural Affairs (2007- 2009). Prior to this, Reuben was the Chairman of the Commodity Futures Trading Commission. Reuben has a strong investment banking background, having 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. Prior to joining Goldman Sachs, Reuben was a lawyer with the New York firm of Davis Polk & Wardwell.

**Other principal external appointments:** Member of the Advisory Board of the International Advisory Council of the China Securities Regulatory Commission; Member of the Advisory Board of TASC Inc.; Member of the Advisory Board of TowerBrook Capital Partners LP.

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

**Chris Lucas, Group Finance Director; Executive Director (51)**

**Skills and experience:** Chris was appointed Group Finance Director and became a member of the Executive Committee in April 2007. Chris is responsible for a number of Group functions including Finance, Investor Relations, Treasury, Tax, Corporate Development and Corporate Secretariat. Chris joined Barclays from PricewaterhouseCoopers LLP, where he was UK Head of Financial Services and Global Head of Banking and Capital Markets. Chris has an extensive finance and accounting background, having spent most of his career working across financial services, including three years in New York as Head of the US Banking Audit Practice of PricewaterhouseCoopers LLP. He was Global Relationship Partner for Barclays for the 1999- 2004 financial years and subsequently held similar roles for other global financial services organisations.

**Other principal external appointments:** none held

**Sir Andrew Likierman, Non-executive Director<sup>b</sup> (68)**

**Skills and experience:** Sir Andrew joined the Board in September 2004 as a non-executive Director. Sir Andrew has wide ranging experience within both public and private sectors and academia. He is currently Dean of the London Business School and Chairman of the National Audit Office. Sir Andrew has held a number of high-profile roles, including 10 years spent as Managing Director, Financial Management, Reporting and Audit and Head of the Government Accountancy Service at HM Treasury. Sir Andrew also has a wealth of non-executive experience that includes serving as a non-executive Director of the Bank of England. In his professional capacity, Andrew has held the presidency of the Chartered Institute of Management Accountants, served as a member of the Financial Reporting Council for several years and was a member of the Cadbury Committee on UK Corporate Governance.

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**Other principal external appointments:** Trustee of the Institute for Government since September 2008; Chairman of Applied Intellectual Capital Inc. (2006-2008); Non-executive Director of the Bank of England (2004-2008); Non-executive Director and Vice-Chairman of the Tavistock and Portman NHS Trust (2004-2008).

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

Note

b Independent non-executive Director.

**Table of Contents**

52 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Board of Directors continued****Dambisa Moyo, Non-executive Director<sup>b</sup> (43)**

**Skills and experience:** Dambisa joined the Board on 1 May 2010 as a non-executive Director. Dambisa is an international economist and commentator on the global economy, with a background in financial services. 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.

**Other principal external appointments:** Non-executive Director of SABMiller PLC since June 2009; Non-executive Director of Lundin Petroleum AB (publ) since May 2009; Non-executive Director of Barrick Gold Corporation since April 2011.

**Committee membership:** Member of the Board Risk Committee since October 2010; Member of the Board Citizenship Committee since August 2011.

**Sir Michael Rake, Senior Independent Director<sup>b</sup> (64)**

**Skills and experience:** Sir Michael joined the Board in January 2008 as a non-executive Director, and was appointed Senior Independent Director in October 2011. Sir Michael has significant non-executive experience, both as a chairman and board member of listed companies. With over 30 years spent with KPMG, Sir Michael has substantial financial and business experience gained 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.

**Other principal 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 (2007-2011); Director of the McGraw-Hill Companies since 2007; Chairman of the UK Commission for Employment and Skills (2007-2010); Chairman of Business in the Community (2004-2007).

**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.

**Sir John Sunderland, Non-executive Director<sup>b</sup> (66)**

**Skills and experience:** Sir John joined the Board in June 2005 as a non-executive Director. Sir John has extensive business experience and knowledge, having spent forty years with Cadbury Schweppes PLC, where he became Chief Executive in 1996 and subsequently Chairman in 2003. Sir John has significant experience as a Director of UK listed companies, and has also held a number of presidencies of trade and professional bodies, including the Confederation of British Industry and the Chartered Management Institute.

**Other principal external appointments:** Chairman of Merlin Entertainments Limited since December 2009; Director of the Financial Reporting Council until 2011; Adviser to CVC Capital Partners; Governor of Reading University; Chancellor of Aston University; Deputy President of the Chartered Management Institute until 2009 (President 2007-2008); Deputy President of the CBI until June 2008 (former member and President).

**Committee membership:** Member of the Board Corporate Governance and Nominations Committee since September 2006; Member of the Board Remuneration Committee since July 2005; Member of the Board Citizenship Committee since August 2011.

Note

b Independent non-executive Director.

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**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

53

## People

### Global excellence

Our success relies on the valuable skills of our people. We continue to operate to global governance frameworks and standards which regulate how we manage and treat our employees around the world. We are expanding the reach of these frameworks by establishing shared global practices across our businesses. Our key areas of focus are:

#### Attraction, engagement and performance

We recognise that successful employment relationships rely on mutual benefit. We are, therefore, clear and open about the skills and commitment we look for in new colleagues. We encourage applications from a diverse range of people and use selection techniques that support individuals in showing us what they can bring to Barclays, paying particular regard to the aptitudes of persons with disabilities.

The drive for individuals to be their best continues after joining our team. Our suite of communication channels cover internal and external topics that matter to our people and raise their awareness of the financial and economic factors that affect how Barclays operates now and in the future. These include global and location-specific intranets, news magazines and briefings from Executive and local Leaders to ensure the widest possible reach. Two-way communication is maintained by regular Employee Opinion Surveys with follow-through of the outcomes at all levels of our organisation and by consultation with our recognised unions and work councils internationally. These enable the views of our people to be taken into account in corporate decisions affecting their interests.

Assessment of performance is not only about what is achieved; how it is achieved is equally important. Resources for both personal and professional development are provided to employees in addition to mandatory training on policies and regulatory responsibilities. Employees regularly review, with their managers, their performance and development needs and, typically, twice a year, a performance rating is communicated.

Financial incentives are based on individuals' performance ratings and the performance of their business. As an extra means of encouraging our people to be involved and to share in our success, we regularly invite them to participate in our share options and share purchase schemes. Further details of our approach to remuneration are included in the Remuneration report on pages 54 to 65.

### Diversity and inclusion

Our mission is to create an ever more inclusive environment through ensuring that we treat people fairly, with respect and value all aspects of diversity. Strategies to achieve this aim are endorsed at Board level and promulgated throughout our organisation. This is achieved by a range of initiatives and monitoring. These initiatives include training for all employees, workplace and working practice adjustments for persons with disabilities, company sponsored employee resource groups and an annual global scheme celebrating the significant contribution from female colleagues.

We are proud that many of our initiatives have received external recognition around the world, but recognise there is more to be accomplished. For example, we are monitoring diversity and inclusion progress year on year and, by leveraging our merit-based approach to appointments. We aim to ensure that our Board is diverse in every sense of the word with particular aspirations for female representation at this level.

### Health and safety

The health and safety of our employees and customers is important to Barclays. It is an integral part of the duties of line managers to manage all health and safety issues within their areas of responsibility. Line managers have access to specialist resources for advice and guidance to support them in discharging their health and safety responsibilities.

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We consult with our employees on matters affecting their health and safety. We encourage their involvement and personal commitment, including working closely with employee representatives.

Barclays is committed to promoting a working environment where health and safety is a fundamental part of the culture.

Employees by geographic segment full time equivalent						
				Africa		
				and		
				Middle		
	UK	Europe	Americas	East	Asia	Total
<b>2011</b>	<b>56,100</b>	<b>11,600</b>	<b>10,900</b>	<b>47,900</b>	<b>14,600</b>	<b>141,100</b>
2010	58,100	13,600	11,500	50,400	13,900	147,500

The definition for senior executives has been re-calibrated to achieve greater consistency across the different business areas. The 2010 published percentage has been revised to reflect this change.

**Table of Contents**

54 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Remuneration report

### Statement from the Chairman of the Board Remuneration Committee

We recognise that executive remuneration generally, and bank remuneration in particular, is an important issue. Barclays needs to work with the acceptance of the communities in which we operate and balance the competing demands of our many stakeholders. This includes a close and continuous engagement with the Financial Services Authority and with our shareholders.

In 2011 Barclays delivered a solid set of results, achieved in challenging market and economic conditions. This included:

Total income up 3% (adjusted income excluding own credit and debt buy-backs down 8%);

Profit before tax down 3% (adjusted profit before tax down 2%);

Credit impairment charge improved 33%, with an annualised loan loss rate of 77bps (2010: 118bps);

Operating expenses, excluding PPI provision, goodwill impairment and UK bank levy, down 4%. Cost saving targets have been exceeded;

Core Tier 1 ratio strengthened to 11.0% (2010: 10.8%) and risk weighted assets reduced;

Liquidity pool remained strong;

Net asset value per share increased 9% and net tangible asset value per share increased 13%;

Universal banking model helped to deliver broadly balanced adjusted profit before tax across the retail and investment banking businesses;

Sovereign exposure to Spain, Italy, Portugal, Ireland and Greece reduced;

Improving performance against our Citizenship execution priority, including delivery of £43.6bn of gross new lending to UK businesses, including £14.7bn to SMEs, exceeding Project Merlin lending targets; and

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Final dividend of 3.0p per share for the fourth quarter, making 6.0p for the year, an increase of 9%. The results were reflected in the remuneration decisions across Barclays including those for Bob Diamond and Chris Lucas. 2011 total incentive awards were down 26% across the Group compared with a 3% reduction in profit.

Remuneration decisions for all of our employees, including for Bob Diamond and Chris Lucas, reflect performance and in making these decisions we are mindful of current economic conditions. Bonuses for our executive Directors and our eight highest paid senior executive officers were down 48% versus 2010 on a "like-for-like" basis (being the reduction for individuals in service in both 2010 and 2011).

Barclays needs to operate commercially and that includes setting remuneration for our executive Directors appropriately. Key factors that were taken into account in deciding on Bob Diamond's bonus were Barclays profit before tax and adjusted profit before tax; the relative performance of Barclays versus its peers; progress in delivering the four strategic priorities of capital, returns, income and Citizenship; progress in delivering the £1bn cost reduction target; Bob Diamond's leadership of the Executive Committee; and progress in delivering the return on equity target of 13%. In assessing the return on equity target, the Committee took into account the fall in return on equity during the year and the increased levels of capital being held. Barclays made progress in executing a thorough portfolio review designed to ensure that the business can achieve its return on equity target in the future. The Committee also took into account the PPI redress and progress against the Project Merlin lending targets.

The Board and the Committee recognise that our return on equity has to improve. In order to achieve this, our operating costs need to be reduced. Remuneration has its part to play in that. We fully recognise that higher capital requirements and a challenging economic environment mean that remuneration levels in the industry have to adjust. That journey will take time and we have taken important steps in the right direction in 2011. Total incentive awards for Barclays Capital were down 35% on 2010 with Barclays Capital profit before tax reducing 32%. The Committee will continue to focus on reaching a sustainable balance between shareholder returns and employee remuneration.

In determining 2011 total incentive awards, the Committee made appropriate adjustments to reflect material events in 2011. This included adjusting total incentive awards for the impact of the PPI redress and reviewing financial performance excluding own credit. The Committee also considered material events in 2011 for individual decisions, which resulted in reductions to incentive awards and the clawback of unvested deferred awards in a number of cases.

This report provides the following information:

Part A (page 55): an overview of executive remuneration for 2011;

Part B (page 56): details of the total incentive awards for 2011; and

Part C (pages 57 to 65): additional disclosures to comply with legal and regulatory requirements for remuneration disclosure. Barclays auditors, PricewaterhouseCoopers LLP, have audited the information in Tables 4, 6, 7, 8, 9, 10, 11, 19, 23 and 24. Additional information on Barclays approach to remuneration can be found at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations). This includes:

Details relating to Barclays Remuneration Policy;

How regulatory requirements are factored into decision making;

The key elements of Barclays remuneration arrangements; and

A summary of the principal share and cash plans and long term incentive plans used for the 2011 performance year. I trust the remuneration report provides you with a clear picture of how the Committee has discharged its responsibilities in 2011.

On behalf of the Board

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**Alison Carnwath**

Chairman, Board Remuneration Committee

7 March 2012

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

55

**Part A: Overview of executive remuneration for 2011**

Remuneration decisions, including those for executive Directors and Code Staff, are managed on the basis of total remuneration, comprising salaries, bonuses and long term incentive awards. Code Staff are Barclays employees whose professional activities could have a material impact on the Group's risk profile. The Committee reviews each element of remuneration relative to performance and relative to the practice of other comparable organisations. This includes benchmarking against other leading international banks and financial services organisations and other companies of a similar size to Barclays.

Salaries are set at a level consistent with market rates. Bonuses are determined by reference to a qualitative and quantitative assessment of performance. Both financial and non-financial performance is considered. Financial performance is assessed by reference to key financial metrics including profit before tax, return on equity, return on risk weighted assets (RoRWA) and cost control. Non-financial performance is assessed by reference to factors including customer satisfaction and employee opinion surveys.

For the 2011 performance year, the use of deferred bonuses was increased to align better the incentive created by the variable component of remuneration to sustained performance. Deferred bonuses vest over a period of three years, dependent on future service and subject to clawback provisions.

Long term incentive awards reward execution of Barclays strategy and the creation of sustained growth in shareholder value. They are designed to align the executive Directors and most senior employees' goals with the long term success of Barclays. Long term incentive awards are subject to risk-adjusted performance conditions, measured over a performance period of a minimum of three years. The vesting of awards is subject to the discretion of the Committee to ensure that awards only vest for performance and vesting is also subject to clawback provisions. Vested long term incentive awards are delivered in Barclays shares and cash.

Table 1 shows the details of salary, bonus for 2011 and the value at award of 2012-2014 performance period long term incentive awards for the executive Directors and the eight highest paid senior executive officers (who are Key Management Personnel). No salary increases were made for these individuals during 2011 and the salaries are unchanged for 2012. Bonuses for these individuals were down 48% versus 2010 on a like-for-like basis and are deferred over three years. The bonuses reflect the financial performance of Barclays. They also reflect the return on equity that was delivered. Cost control was disciplined and risk performance was strong, with reduced credit impairment, strong capital and liquidity positions, and reduced exposure to Eurozone sovereign debt. Project Merlin lending targets were also exceeded. Each individual's contribution was reviewed using a formal performance assessment process and by reference to objectives set at the start of the year. The outcome of this process is used to inform remuneration decisions.

Retirement benefits (or cash in lieu of pension) and other benefits (which may include private medical insurance, life and disability cover and car allowance) are provided in addition to the total remuneration package.

Further details on executive Director remuneration are provided in pages 58 to 62 of this report. Further details of the long term incentive plans are provided in the additional material on Barclays approach to remuneration which is available at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations).

**Table 1: Total remuneration of the executive Directors and eight highest paid senior executive officers**

	Executive Directors		Senior executive officers								
	Bob Diamond 2011	Chris Lucas 2011	1	2	3	4	5	6	7	8	
	£000	£000	2011 £000	2011 £000	2011 £000	2011 £000	2011 £000	2011 £000	2011 £000	2011 £000	2011 £000
Salary	1,350	800	700	700	600	700	695	745	600	584	
Current year cash bonus	0	0	0	0	0	0	0	0	0	0	

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Current year share bonus	0	0	0	0	0	0	0	0	0	0
Deferred cash bonus	0	0	2,250	2,250	1,550	1,000	1,000	931	950	0
Deferred share bonus	2,700	1,800	2,250	2,250	1,550	1,000	1,000	931	950	1,230
<b>Total of salary and bonus</b>	<b>4,050</b>	<b>2,600</b>	<b>5,200</b>	<b>5,200</b>	<b>3,700</b>	<b>2,700</b>	<b>2,695</b>	<b>2,607</b>	<b>2,500</b>	<b>1,814</b>
Long term incentive award	2,250	1,333	1,500	1,300	1,500	2,250	2,250	621	700	703
<b>Total remuneration</b>	<b>6,300</b>	<b>3,933</b>	<b>6,700</b>	<b>6,500</b>	<b>5,200</b>	<b>4,950</b>	<b>4,945</b>	<b>3,228</b>	<b>3,200</b>	<b>2,517</b>

**Table of Contents**

56 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Remuneration report continued****Part B: Total incentive awards for 2011**

We recognise the understandable importance that all stakeholders attach to the judgements that we must apply in managing remuneration. We manage remuneration in a way that is consistent with protecting future revenue flows and our ability to maximise returns to shareholders while enhancing our customer and client service standards.

Ensuring that we have the right people, in the right roles, is vital to our ability to generate shareholder returns by serving our customers and clients effectively, especially in the highly competitive, global markets in which we operate. This requires that we are competitive in the way in which we manage remuneration.

We manage remuneration decisions on the basis of total remuneration. An important tool in ensuring an appropriate balance between competitiveness and responsibility is the mix between the fixed and variable components of remuneration. We set the fixed component of remuneration which largely comprises salaries at a level consistent with market rates. We use the variable component of remuneration to create the flexibility that allows our cost base to respond to changes in economic and business conditions and to provide a clear and explicit link between remuneration and current and future performance. That link includes, in particular for senior roles, paying a substantially higher proportion of bonuses in shares, and deferred bonuses being subject to clawback provisions, to help ensure sustained performance over the longer term.

We have increased the use of deferred bonuses to align better the incentive created by the variable component of remuneration to sustained performance. Deferred bonuses are payable only once an employee meets certain conditions, including a specified period of service.

Table 2 sets out details of total incentive awards for 2011, including:

Total bonus pool down 25% and total incentive awards down 26% versus 2010, with Barclays profit before tax reducing 3%;

Barclays Capital bonus pool down 32% and total incentive awards down 35% versus 2010, with Barclays Capital profit before tax reducing 32%;

Total bonus pool as a percentage of profit before tax (pre-bonus) down year on year from 33% to 28%;

Average value of bonus per Barclays employee down 21% year on year to £15,200; average value of bonus per Barclays Capital employee down 30% to £64,000;

Current year cash bonus capped at £65,000 for Barclays Capital employees; and

Proportion of bonus pool that is deferred significantly exceeds the FSA's Remuneration Code requirements and is expected to be amongst the highest deferral levels globally; 75% of the bonus pool in Barclays Capital is deferred.

The balance between shareholder returns and incentive awards for employees is a key consideration for the Committee. The Committee will continue to focus on reaching a sustainable balance.

**Table 2: Total incentive awards granted – current year and deferred**

	Barclays Group			Barclays Capital		
	Year Ended 31.12.11	Year Ended 31.12.10	% Change	Year Ended 31.12.11	Year Ended 31.12.10	% Change
	£m	£m	% Change	£m	£m	% Change
Current year cash bonus	832	1,601	(48)	381	1,139	(67)

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Current year share bonus	66	73	(10)	3	57	(95)
<b>Total current year bonus</b>	<b>898</b>	<b>1,674</b>	<b>(46)</b>	<b>384</b>	<b>1,196</b>	<b>(68)</b>
Deferred cash bonus	618	568	9	576	530	9
Deferred share bonus	634	609	4	576	535	8
<b>Total deferred bonus</b>	<b>1,252</b>	<b>1,177</b>	<b>6</b>	<b>1,152</b>	<b>1,065</b>	<b>8</b>
<b>Bonus pool</b>	<b>2,150</b>	<b>2,851</b>	<b>(25)</b>	<b>1,536</b>	<b>2,261</b>	<b>(32)</b>
Sales commissions, commitments and other incentives	428	633	(32)	201	399	(50)
<b>Total incentive awards granted</b>	<b>2,578</b>	<b>3,484</b>	<b>(26)</b>	<b>1,737</b>	<b>2,660</b>	<b>(35)</b>
Bonus pool as % of profit before tax (pre bonus)	28%	33%		35%	36%	
Bonus pool as % of adjusted profit before tax (pre bonus)	29%	34%		35%	36%	
Proportion of bonus that is deferred	58%	41%		75%	47%	
Total employees (full time equivalent)	141,100	147,500	(4)	24,000	24,800	(3)
Bonus per employee	£15,237	£19,329	(21)	£64,000	£91,169	(30)

Please refer to page 65 for Glossary.

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**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

57

**Part C: Additional disclosure information****Board Remuneration Committee remit and membership**

The Committee provides governance and strategic oversight of remuneration. The Committee's terms of reference are available online at [www.barclays.com/corporategovernance](http://www.barclays.com/corporategovernance). The terms of reference were revised in February 2011 to take account of regulatory and corporate governance developments. The Committee met formally eight times during 2011. The Committee Chairman reported to the Board on the substantive issues discussed at each meeting. In addition to the formal meetings, the Committee members frequently consult between meetings and meet informally. The Committee Chairman consulted with shareholders and representative bodies during 2011. This included, in line with our commitments under Project Merlin, engaging with shareholders to ensure that their views and opinions were fully understood ahead of the Committee reaching its decisions.

The members of the Committee during 2011 were Sir Richard Broadbent (Committee Chairman until 30 June 2011), Alison Carnwath (Committee Chairman from 1 July 2011), Marcus Agius (Group Chairman), Simon Fraser and Sir John Sunderland. Details of members' attendance are shown in Table 3. The non-executive Directors who are Committee members are considered by the Board to be independent of management and free from any business or other relationship that could materially affect the exercise of their independent judgement. Marcus Agius was considered independent on appointment to the Board.

The outcome of the 2011 Board Effectiveness Review showed that the Committee operated effectively in 2011. Figure 1 sets out how the Committee's time was allocated in 2011.

**Advisors**

The Committee's work is supported by independent professional advice. The Committee reviews the appointment of advisors each year. In 2011 Towers Watson was re-appointed by the Committee as its advisor until February 2012. Johnson Associates, Inc. was appointed by the Committee as its advisor from March 2012. Any potential conflicts of interest the advisors may have are disclosed to the Committee. In addition to advising the Committee, Towers Watson provided remuneration benchmarking data to the Group. Towers Watson also provided pension advice as the appointed advisor to the trustee of the UK Retirement Fund. The Chief Executive, the Human Resources Director, the Compensation and Benefits Director and, as necessary, members of the Executive Committee, also advised the Committee, supported by their teams. No Barclays employee is permitted to participate in discussions or decisions of the Committee relating to his or her own remuneration.

**Barclays Remuneration Policy**

The Remuneration Policy provides a framework for the Committee in carrying out its work, including remuneration decisions for executive Directors and Code Staff. The aims of the Remuneration Policy are to:

1. Attract and retain those people with the ability, experience and skill to deliver Barclays strategy;
2. Create a direct and recognisable alignment between the rewards and risk exposure of shareholders and employees;
3. Incentivise employees to deliver sustained performance consistent with strategic goals and appropriate risk management, and to reward success in this;

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4. Deliver remuneration that is affordable and appropriate in terms of value allocated to shareholders and employees; and

5. Encourage behaviour consistent with Barclays guiding principles.

More details on the Remuneration Policy including Barclays guiding principles can be found at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations). The Committee reviews the Remuneration Policy to ensure that Barclays remuneration remains competitive and provides appropriate incentive for performance. To ensure appropriate operation of the Remuneration Policy, the Committee has established remuneration governance frameworks for each major business and for the Group. The frameworks are forward looking and are based on financial metrics, including key remuneration ratios, that assess the current and future affordability of remuneration. The frameworks are designed to ensure that remuneration is managed in a way that is consistent with delivering the strategy and performance of Barclays and each of the businesses, whilst maintaining capital strength.

For individual remuneration decisions made by the Committee, including the decisions for executive Directors, the level of remuneration across Barclays and each of the businesses is taken into account. The combined potential remuneration for the executive Directors and for senior employees from bonuses and long term incentive awards outweighs the fixed component of remuneration, and is subject to individual and business performance. This means that the majority of remuneration is risk adjusted.

**Table 3: Committee attendance**

	Meetings eligible to attend	Meetings attended
Sir Richard Broadbent	6	6
Alison Carnwath <sup>a</sup>	8	6
Marcus Agius	8	8
Simon Fraser	8	8
Sir John Sunderland <sup>a</sup>	8	7
<b>Secretary</b>		
Patrick Gonsalves		

<sup>a</sup> Unable to attend due to prior commitments. In the case of Alison Carnwath the meetings not attended were meetings prior to her becoming Committee Chairman.

**Table of Contents**

58 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Remuneration report continued****Remuneration governance**

The Committee determines the bonus pool by reference to a number of quantitative and qualitative measures. In doing this the Committee is informed by the remuneration governance frameworks and associated financial metrics and remuneration ratios. The Committee receives input from the Group Finance Director and the Chief Risk Officer on key financial and risk matters. The Committee works closely with the Board Audit Committee and the Board Risk Committee, and receives input on internal audit, compliance and risk matters. This includes the Committee receiving a report from the Board Risk Committee on the risk performance of the businesses in order to ensure that the bonus pool properly reflects this performance.

The Committee reviews individual remuneration recommendations for executive Directors, Code Staff and employees with total remuneration of £1m or more. Remuneration decisions are directly linked to individual performance, both financial and non-financial. Individual performance is reviewed by line management through a formal assessment process, which includes a review against objectives set at the start of the year. The assessment includes reviewing individual behaviour against Barclays guiding principles and applicable risk and control policies.

Bonuses above a threshold level (set annually by the Committee) include awards in the form of deferred bonuses. The vesting of deferred bonuses is dependent on future service and subject to clawback provisions. The Committee reviews the operation of clawback provisions and may reduce the vesting level of an unvested deferred bonus (including to nil). Events that may lead to the operation of clawback provisions include employee misconduct, harm to Barclays reputation, material restatement of Barclays financial statements, a material failure of risk management or a significant deterioration in the financial health of Barclays. Clawback provisions may also result in suspension of deferred bonuses where an employee is under investigation for a regulatory or disciplinary matter.

The risk and compliance functions play a key role in remuneration governance. The risk function provides regular updates to the Committee on risk adjusted business performance and it also provides input on the remuneration governance frameworks, bonus pool proposals and new incentive plan designs (including risk-adjusted metrics for use in long term incentive plans) from a risk management perspective. The input of the compliance function focuses on the assessment of individual employee behaviour based on the operation of compliance controls. Remuneration decisions for employees working in key control functions, including the risk and compliance functions, are determined independently of the businesses in which they work. The remuneration governance arrangements described above apply to all employees in Barclays, including Code Staff.

**Executive Director remuneration**

Table 4 shows the total remuneration for the executive Directors and Table 5 shows their salaries.

**Salary**

The executive Directors' salaries are unchanged for 2012.

**Bonus**

The maximum bonus opportunity for 2011 for executive Directors was 250% of salary, and it will remain the same for 2012.

The bonuses for 2011 for the executive Directors reflect the results for 2011 which were delivered amidst a challenging economic, market and regulatory environment. The bonuses are deferred over a period of three years in Barclays shares under the Share Value Plan (SVP). No consideration is payable by the executive Directors to receive the award. SVP awards normally vest in equal portions on the first, second and third anniversaries of grant dependent on future service and they are subject to clawback provisions.

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### Long term incentive awards

The maximum value of long term incentive awards for executive Directors for the 2012-2014 performance period is 500% of salary. Table 4 shows the value at award of the proposed long term incentive awards for the 2012-2014 performance period for the executive Directors (based on 33% of the maximum number of shares subject to the award). The long term incentive awards will be granted under the Barclays Long Term Incentive Plan. No consideration is payable by the executive Directors to receive the awards. The awards are dependent on future service and vest subject to performance conditions and clawback provisions. Further details on the Barclays Long Term Incentive Plan (Barclays LTIP) are provided in the additional material on Barclays approach to remuneration which is available at [www.barclays.com/investorrelations](http://www.barclays.com/investorrelations).

**Table 4: Total remuneration (audited)**

	<b>Bob Diamond</b>		<b>Chris Lucas</b>	
	<b>2011</b>	2010	<b>2011</b>	2010
	<b>£000</b>	£000	<b>£000</b>	£000
Salary	<b>1,350</b>	250	<b>800</b>	763
Current year cash bonus	<b>0</b>	0	<b>0</b>	360
Current year share bonus	<b>0</b>	1,800	<b>0</b>	360
Deferred cash bonus	<b>0</b>	2,350	<b>0</b>	540
Deferred share bonus	<b>2,700</b>	2,350	<b>1,800</b>	540
<b>Total of salary and bonus</b>	<b>4,050</b>	6,750	<b>2,600</b>	2,563
Long term incentive award	<b>2,250</b>	2,250	<b>1,333</b>	1,333
<b>Total remuneration</b>	<b>6,300</b>	9,000	<b>3,933</b>	3,896

**Table 5: 2011 and 2012 salary**

	<b>Salary at</b>	<b>Salary at</b>	Date of
	<b>31 December 2011</b>	1 April 2012	previous
	<b>£000</b>	£000	increase
Bob Diamond	<b>1,350</b>	1,350	1 January 2011
Chris Lucas	<b>800</b>	800	1 April 2010

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

59

**Pension**

The executive Directors received an annual cash allowance in lieu of membership of a Barclays pension plan. This was 50% and 25% of salary for Bob Diamond and Chris Lucas respectively. Further details are shown in Table 6. The accrued pension of £60,000 at 31 December 2011 for Bob Diamond relates to US pension plans in which he ceased to be an active member as at 31 December 2010.

**Benefits**

Executive Directors are provided with benefits including private medical insurance, life and disability cover, accommodation as required for business purposes, tax advice, the use of a company vehicle or the cash equivalent and the use of a company driver when required for business purposes. Table 7 shows the benefits received by the executive Directors.

**Tax equalisation**

Bob Diamond is a UK taxpayer and paid UK income tax on his employment income (that exceeded the higher rate taxable band) at 50% in 2011. In accordance with his contract, and consistent with arrangements for other senior executives in global companies required to work in multiple locations, he is tax equalised. This tax equalisation is not remuneration for him. Bob Diamond is tax equalised on tax above the UK rate where that cannot be offset by a double tax treaty. The tax equalisation costs in 2011, shown in Table 8, included an amount met by Barclays in respect of taxes that arose as a result of Bob Diamond's relocation from the US to the UK, which was required by the Board for his appointment as Chief Executive. In particular, the difference in treatment of capital gains on historical share awards between the US and UK resulted in a one-off additional tax charge, which could not be offset by a double tax treaty. Because of the one-off nature of a large part of the 2011 cost, the Committee expects the 2012 tax equalisation costs to be significantly reduced.

**Table 6: Pension (audited)**

	Age at 31 December 2011	Completed years of service	Accrued pension at 31 December 2011 £000	Transfer value of accrued pension at 31 December 2010 £000	Transfer value of accrued pension at 31 December 2011 £000	Increase in transfer value during 2011 £000	2011 cash in lieu of pension £000
Bob Diamond	60	15	60	473	599	126	675
Chris Lucas	51	4					200

Note to Table 6: Bob Diamond ceased to be an active member of Barclays US defined benefit and defined contribution plans as at 31 December 2010. The defined benefit plans were the US Staff Pension Plan (funded) and the US Restoration Plan (unfunded). The defined contribution plans were the Barclays Bank PLC 401K Thrift Savings Plan and the Thrift Restoration Plan. The increase in the transfer value of accrued pension for Bob Diamond during 2011 is primarily due to changes in US financial and demographic assumptions.

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Table 7: Benefits (audited)

	2011	2010
	£000	£000
Bob Diamond	474	268
Chris Lucas	28	25

Table 8: Tax equalisation (audited)

	2011	2010
	£000	£000
Bob Diamond	5,745	
Chris Lucas		

Table 9: Total of salary, current year bonus, cash in lieu of pension and benefits (audited)

(calculated in accordance with Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008)

	2011	2010
	£000	£000
Bob Diamond	2,499	2,318
Chris Lucas	1,028	1,699

The total for 2011 for Bob Diamond including tax equalisation is £8.244m (the sum of £2.499m shown above and gross costs of tax equalisation of £5.745m shown in Table 8).

**Table of Contents**

60 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Remuneration report continued****Outstanding long term awards**

Barclays operates a number of long term plans to align the interests of executive Directors, Code Staff and other senior employees with the interests of shareholders and with the execution of Barclays strategy over the longer term.

For the Performance Share Plan (PSP) and the Barclays LTIP, independent confirmation is provided to the Committee of the extent to which each performance condition has been met at the end of each performance period. In relation to the 2006-2008 PSP award, the maximum number of shares that could be released was determined in 2009 and fixed as shown in Table 10. The Committee recommended that the number of shares shown in Table 10 be released in March 2011. In relation to the 2007-2009 PSP awards, the

voluntary clawback arrangement will cease in March 2012 at the end of the two year clawback period. The 2007-2009 awards are not shown in Table 10 as the shares were released in 2010.

In relation to the 2008-2010 PSP awards, the total shareholder return (TSR) performance measure was partially met but the economic profit performance measure was not met. As a result, awards vested in March 2011 at 0.5 times the initial award (maximum is 3 times). In relation to the 2009-2011 PSP award, the underpin (as shown in Table 12) was met, the RoRWA performance measure was met and the TSR performance measure was partially met. As a result, the award will vest in 2012 at 2.1 times the initial award (maximum is 3 times). These performance measures were chosen for the reasons set out further in this report.

**Table 10: Outstanding share plan and long term incentive plan awards (audited)**

	Number of shares		Market price on award date	Weighted average exercise price	Number of shares released/exercised
	under award/option				
	at 1 January 2011 (maximum)	awarded in year (maximum)			
<b>Bob Diamond</b>					
PSP 2006-2008	1,164,273		£6.75		(1,164,273)
PSP 2008-2010	2,031,030		£4.25		(338,505)
PSP 2010-2012	5,563,902		£3.55		
Incentive Share Option Plan	575,008			£4.25	
Executive Share Award Scheme	2,699,215				(2,453,074)
Share Value Plan 2011		850,524	£2.76		
Barclays LTIP 2011-2013		2,442,996	£2.76		
<b>Chris Lucas</b>					
PSP 2008-2010	541,608		£4.25		(90,268)
PSP 2009-2011	1,598,046		£2.34		
PSP 2010-2012	927,318		£3.55		
Sharesave	3,735			£4.70	
Executive Share Award Scheme	646,762				
Share Value Plan 2011		195,439	£2.76		

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Barclays LTIP 2011-2013 1,447,701 £2.76

**Table 11: Outstanding Contingent Capital Plan awards (audited)**

	Value under award				First scheduled release date	Last scheduled release date
	Value under award at		Value awarded in year 31 December 2011			
	1 January 2011 (maximum) (£000)	(maximum) (£000)	(maximum) (£000)	(maximum) (£000)		
<b>Bob Diamond</b>		2,350	2,350	23/05/2012	23/05/2014	
<b>Chris Lucas</b>		540	540	23/05/2012	23/05/2014	

Note to Table 11: Deferred cash bonuses were granted under CCP in 2011. The awards are dependent on future service and vest subject to clawback provisions and subject to the condition that the Core Tier 1 ratio is equal to or exceeds 7%. On vesting, an additional discretionary benefit may be added equivalent to a coupon which for the awards shown is 7% on the award amount (on an annualised and non-compounded basis). Executive Directors do not pay for CCP awards.

**Table 12: Performance conditions attaching to the long term incentive plans in which the executive Directors participate**

Plan	Performance period	Performance measure	Target
<b>Barclays LTIP</b>	<b>2011-2013</b>	60% of award calibrated against RoRWA	23% of award vests for average annual RoRWA percentage of 1% over the performance period. Maximum of 60% vests for average annual RoRWA of 1.5%. Vesting on a straight line basis in between
		30% of award calibrated against loan loss rate	10% of award vests for average annual loan loss rate of 95bps over the performance period. Maximum of 30% vests for 81bps or below. Vesting on a straight line basis in between
		10% of award calibrated against sustainability metrics	Performance against the sustainability metrics is assessed by the Committee to determine the percentage of the award that can vest between 0% and 10%
<b>PSP</b>	<b>2010-2012</b>	50% of award calibrated against a relative TSR performance condition	33% of maximum award released for above median performance (6th place) with 100% released in 1st place and a scaled basis in between
		50% average RoRWA	17% of maximum award released for 0.83% scaled to a maximum award at 1.46%
<b>PSP</b>	<b>2009-2011</b>	50% of award calibrated against a relative TSR performance condition	As above (2010-2012)
		50% average RoRWA	17% of maximum award released for 0.83% scaled to a maximum award at 1.34%

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

61

For the 2010-2012 PSP awards the performance measures are relative TSR and RoRWA. For the 2011-2013 Barclays LTIP awards the performance measures are RoRWA, loan loss rate and sustainability metrics including customer satisfaction, employee opinion surveys and Barclays relationships with its regulators. TSR was selected to align performance with Barclays shareholders. RoRWA was selected because it is a primary determinant of return on equity, which is closely correlated with the price to book multiple at which Barclays shares trade, but cannot be influenced by leverage. Loan loss rate encourages strong management of credit risk. The sustainability metrics were chosen to align performance to the Citizenship execution priority (sustainability is now referred to as Citizenship).

Calibration of performance measures is agreed ahead of each award by the Committee supported by a working team with representatives from the human resources, strategy, finance and risk functions. This process includes an assessment of relevant data including financial targets, analyst forecasts, internal and external views of comparator future performance levels, shareholder views and broader economic trends. All performance measures are calibrated to include a significant level of stretch to attain maximum payout.

Participants may also receive dividend shares which represent accumulated dividends (net of withholding tax) in respect of the Barclays shares under awards that vest. During 2011 Barclays highest share price was £3.34 and the lowest was £1.39. The Barclays share price on 30 December 2011 was £1.76.

Market price on release/ exercise date	Number of shares lapsed in 2011	Number of shares under award/option at 31 December 2011 (maximum)	Vested number of shares under option	Value of release/ exercise	End of	Last exercise/ scheduled release date
					three-year performance period, or first exercise/ scheduled release date	
£3.183				£3.71m	31/12/2008	01/03/2011
£3.183	(1,692,525)			£1.08m	31/12/2010	01/03/2011
		5,563,902			31/12/2012	16/03/2013
	(102,680)	472,328	472,328		20/03/2005	22/03/2014
£3.183		246,141		£7.81m	21/03/2012	20/03/2013
		850,524			07/05/2012	06/05/2014
		2,442,996			31/12/2013	06/05/2014
£3.183	(451,340)			£0.29m	31/12/2010	01/03/2011
		1,598,046			31/12/2011	27/04/2012
		927,318			31/12/2012	16/03/2013
		3,735			01/11/2014	30/04/2015
		646,762	40,621		20/03/2011	16/03/2015
		195,439			07/05/2012	06/05/2014
		1,447,701			31/12/2013	06/05/2014

Note to Table 10: Interests shown are the maximum number of Barclays shares that may be received under each plan. Executive Directors do not pay for any share plan or long term incentive plan awards. Numbers

2011, nil cost options over 43,077 shares were granted to Chris Lucas. Chris Lucas did not hold any options under ESAS as at 1 January 2011, and held options over 43,077 shares as at 31 December 2011. The first

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shown for Executive Share Award Scheme (ESAS) represent provisional allocations that have been awarded and may also include shares under option as at 31 December 2011. Nil cost options are normally granted under mandatory ESAS awards at the third anniversary of grant and are exercisable (over initial allocation and two thirds of bonus shares) typically for two years. The aggregate exercise price of a nil cost option is £1. At the fifth anniversary of the provisional allocation the nil cost options normally lapse and the shares (including bonus shares) are released at the discretion of the ESAS trustee. In

and last exercise dates were 1 March 2011 and 19 March 2013 respectively. Bob Diamond received 160,702 dividend shares from ESAS awards released in 2011 (market price on release date was £3.183). Bob Diamond received 232,702 dividend shares and Chris Lucas received 5,458 dividend shares from PSP awards released in 2011 (market price on release date was £3.183). Share Value Plan (SVP) awards do not have performance conditions as the awards are deferred share bonuses. Vesting of SVP awards is dependent on future service and subject to clawback provisions.

PSP awards: TSR peer group constituents				Actual
UK	Mainland Europe	US	Underpin	performance
			Following the determination of the RoRWA vesting percentage, the Committee may take into account profit before tax over the performance period and may, at its discretion, adjust the percentage of award up or down by up to 5 vesting percentage points (subject to the maximum of 60% for the award calibrated against RoRWA)	To be determined at vesting in May 2014
HSBC	Banco Santander, BBVA, BNP Paribas, Credit Suisse, Deutsche Bank, Société Générale, Unicredit	Bank of America, JP Morgan Chase, Morgan Stanley	Committee must be satisfied with the underlying financial health of the Group after considering economic profit and profit before tax on a cumulative basis over the three year period	To be determined at vesting in March 2013
HSBC, Lloyds Banking Group, Royal Bank of Scotland	Banco Santander, BBVA, BNP Paribas, Deutsche Bank, UBS, Unicredit	Citigroup, JP Morgan Chase	As above (2010-12)	Performance condition partially met

**Table of Contents**

62 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Remuneration report continued****Shareholding guideline**

The Committee's shareholding guideline provides that executive Directors should hold Barclays shares worth, as a minimum, the higher of two times salary and the average of total remuneration over the last three years. Executive Directors have five years from appointment to meet this guideline and a reasonable period to build up to the guideline again if it is not met because of a share price fall. The executive Directors' interests in Barclays shares are set out in Table 13.

**Service contracts**

Barclays has service contracts with its executive Directors which do not have a fixed term but provide for a notice period of 12 months. The contracts allow for termination with contractual notice from Barclays or, in the alternative,

termination by way of payment in lieu of notice (in phased instalments) which are subject to contractual mitigation. In the event of termination for gross misconduct, neither notice nor a payment in lieu of notice will be given.

The Committee's approach when considering payments in the event of termination is to take account of the individual circumstances including the reason for termination, contractual obligations and cash, share and long term incentive plan and pension plan rules. The Committee does not intend to include automatic contractual bonus payments upon termination in relation to executive Director appointments going forward. Automatic contractual bonus payments upon termination are not included in Bob Diamond's contract. Details of the contract terms are shown in Table 14.

**Table 13: Interests in Barclays PLC shares**

	Number of shares at		Number of shares at	
	1 January 2011		31 December 2011	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Bob Diamond	10,292,671		13,197,895	
Chris Lucas	188,476		297,467	

Note to Table 13: Beneficial interests include shares held either directly or through a nominee, spouse, or children under 18. They include any interests held through Sharepurchase. Non-beneficial interests include any interests in shares where an executive Director holds the legal, but not beneficial interest. There were no changes in the beneficial and non-beneficial interests in the period from 31 December 2011 to 2 March 2012.

**Table 14: Contract terms**

	Effective date	Notice period from the Company	Potential compensation for loss of office
Bob Diamond	1 January 2011	12 months	12 months salary and continuation of medical and pension benefits whilst an employee.
			No automatic contractual entitlement to bonus on termination

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Chris Lucas	1 April 2007	12 months	12 months salary, bonus equivalent to the average of the previous three years bonuses (up to 100% of salary) and continuation of medical and pension benefits whilst an employee
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### Code Staff aggregate remuneration

Code Staff are the members of the Barclays PLC Board and Barclays employees whose professional activities could have a material impact on the Group's risk profile. A total of 238 individuals were Code Staff in 2011.

**Table 15: Code Staff aggregate 2011 remuneration by business** (£m)

Barclays Capital	Barclays Corporate	Barclays Wealth	Retail & Business Banking	Absa	Group Functions
214	18	30	46	6	43

**Table 16: Code Staff aggregate 2011 remuneration by remuneration type** (£m)

	Senior management	Other Code Staff
Salary	10	50
Current year cash bonus	0	12
Current year share bonus	0	22
Deferred cash bonus	10	93
Deferred share bonus	16	97
<b>Total</b>	<b>36</b>	<b>274</b>
Long term incentive award (outcome contingent on future performance)	15	32

**Table 17: Code Staff deferred remuneration** (£m)

	Senior management	Other Code Staff
<b>Deferred unvested remuneration outstanding at 31 December 2010</b>	<b>135</b>	<b>471</b>
Impact of Code Staff leaving during 2010 or joining in 2011	(3)	(29)
<b>Deferred unvested remuneration outstanding at 1 January 2011</b>	<b>132</b>	<b>442</b>
Deferred remuneration awarded in 2011	57	349
Deferred remuneration reduced in 2011 through performance adjustments	(37)	(144)
Deferred remuneration vested in 2011	(23)	(69)
<b>Deferred unvested remuneration outstanding at 31 December 2011</b>	<b>129</b>	<b>578</b>

**Table 18: Code Staff joining and severance payments** (£m)

	Senior management	Other Code Staff
Total sign-on awards (one individual £0.1m (Other Code Staff))	0	0
Total buy-out awards (eight individuals)	3	3
Total severance awards (eight individuals)	0	5

Note to Tables 16 to 18: Senior management means members of the Barclays PLC Board and senior managers as defined in the FSA's Remuneration Code. Highest individual severance payment was £1.8m.

Note to Table 17: There was no deferred vested remuneration outstanding at the end of the year. Code Staff are subject to a minimum shareholding guideline.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

63

**Group Chairman and non-executive Directors**

The Group Chairman and the non-executive Directors receive fees which reflect individual responsibilities and membership of Board Committees. Fees are reviewed each year by the Board and for non-executive Directors were increased with effect from 1 May 2011. Prior to that, non-executive Director fees were last increased in June 2008. The Group Chairman's fees have not changed since his appointment.

The first £30,000 (2010: first £20,000) of the non-executive Directors' base fees is used to purchase Barclays shares which are retained on the non-executive Directors' behalf until they retire from the Board.

The Group Chairman has a minimum time commitment to Barclays equivalent to 60% of a full-time role. In addition to his fees he receives private medical insurance and he is provided with the use of a company vehicle and company driver when required for business purposes. The Group Chairman is not eligible to receive a bonus, nor to participate in Barclays cash, share or long term incentive plans. The Group Chairman does not participate in Barclays pension plans and he does not receive any pension contributions. No other non-executive Director receives any benefits from Barclays.

Membership and Chairmanship of Board Committees as at 31 December 2011 and details of the fees received during 2011 are set out in Table 19. Details of beneficial interests in Barclays shares are set out in Table 20.

**Table 19: 2011 fees for the Group Chairman and non-executive Directors (audited)**

	Chairman	Senior Independent Director	Board Member	Board Audit Committee	Board Remuneration Committee	Board Nominations Committee	Board Citizenship Committee	Board Risk Committee	Benefits	Total 2011	Total 2010
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Fees at 31 December 2011</b>											
Full-year fee	750	30	80								
Committee Chair				70	70			60			
Committee Member				30	30	15	15	25			
<b>Fees to 31 December 2011</b>											
<b>Group Chairman</b>											
Marcus Agius	Ch.				M.	Ch.	Ch.		1	751	751
<b>Non-executive Directors</b>											
David Booth			M.			M.		Ch.		145	125
Alison Carnwath			M.	M.	Ch.	M.				158	39
Fulvio Conti			M.	M.						105	95

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Simon Fraser		M.	M.	M.				<b>130</b>	<b>110</b>
Reuben Jeffery III		M.				M.		<b>98</b>	<b>85</b>
Sir Andrew Likierman		M.	M.			M.		<b>127</b>	<b>110</b>
Dambisa Moyo		M.				M.	M.	<b>105</b>	<b>50</b>
Sir Michael Rake	SID.	M.	Ch.		M.	M.		<b>188</b>	<b>160</b>
Sir John Sunderland		M.		M.	M.	M.		<b>132</b>	<b>115</b>
Sir Richard Broadbent								<b>171</b>	<b>200</b>

Note to Table 19: Alison Carnwath became Chairman of the Board Remuneration Committee and a member of the Board Corporate Governance and Nominations Committee on 1 July 2011. Dambisa Moyo and Sir John Sunderland became members of the Board Citizenship Committee on 1 August 2011. Sir Michael Rake became Senior Independent Director on 1 October 2011. Sir Richard Broadbent resigned as a non-executive Director with effect from 30 September 2011.

**Table 20: Interests in Barclays PLC shares**

	At 1 January 2011	At 31 December 2011	At 2 March 2012
	total beneficial interests	total beneficial interests	total beneficial interests
<b>Group Chairman</b>			
Marcus Agius	115,129	232,244	232,244
<b>Non-executive Directors</b>			
David Booth	77,285	82,867	86,806
Alison Carnwath	40,000	44,738	47,742
Fulvio Conti	42,970	48,500	52,455
Simon Fraser	49,768	79,514	83,144
Reuben Jeffery III	65,244	72,174	77,183
Sir Andrew Likierman	27,031	32,329	35,686
Dambisa Moyo	2,826	7,798	11,429
Sir Michael Rake	18,954	35,213	38,378
Sir John Sunderland	83,277	88,058	91,187

Note to Table 20: Reuben Jeffery's beneficial interest as at 31 December 2011 comprised 15,000 American Depositary Shares and 12,174 Barclays PLC shares, and as at 2 March 2012 comprised 15,000 American Depositary Shares and 17,183 Barclays PLC shares. Except as described in this note, there were no changes to the total beneficial interests of the non-executive Directors in the period from 31 December 2011 to 2 March 2012.

**Table of Contents**

64 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Remuneration report continued****Letters of appointment**

The Group Chairman and non-executive Directors have individual letters of appointment. Each non-executive Director appointment is for an initial six year term, renewable for a single term of three years thereafter. For the Group Chairman the notice period from Barclays is 12 months, and potential compensation for loss of office is 12 months fees and contractual benefits. For non-executive Directors, the notice period from Barclays is six months and potential compensation for loss of office is six months fees. The effective dates of the letters of appointment are shown in Table 21. Sir Richard Broadbent resigned as a non-executive Director with effect from 30 September 2011 and did not receive a termination payment. All current non-executive Directors will be standing for re-election at the 2012 Annual General Meeting.

**Total Shareholder Return**

Figure 2 shows the value, at 31 December 2011, of £100 invested in Barclays on 31 December 2006 compared with the value of £100 invested in the FTSE 100 Index. The other points plotted are the values at intervening financial year ends. The FTSE 100 Index is a widely recognised performance comparison for large UK companies and this is why it has been chosen as a comparator to illustrate Barclays total shareholder return.

**Table 21: Effective dates of letters of appointment**

	Effective date
<b>Group Chairman</b>	
Marcus Agius	1 January 2007
<b>Non-executive Directors</b>	
David Booth	1 May 2007
Alison Carnwath	1 August 2010
Fulvio Conti	1 April 2006
Simon Fraser	10 March 2009
Reuben Jeffery III	16 July 2009
Sir Andrew Likierman	1 September 2004
Dambisa Moyo	1 May 2010
Sir Michael Rake	1 January 2008
Sir John Sunderland	1 June 2005
Sir Richard Broadbent	16 July 2009

**Additional information on deferred bonuses**

Deferred bonuses are payable only once an employee meets certain conditions, including a specified period of service, such that the related costs are recognised over that period. This creates a timing difference between the communication of the bonus pool (being the total bonus awards granted that are decided upon by management and approved by the Committee) and the charges that appear in the income statement for any year. As such, set out in Tables 22 to 24 are the components of remuneration that relate to management's and the Board's decisions on the bonus pool reconciled to the income statement charge, recognised in accordance with accounting standards.

Table 22: Years in which the income statement charge arises

Bonus Pool Component	Expected Grant Date	Expected		Year(s) in which Income Statement Charge Arises <sup>2</sup>
		Payment Date(s) <sup>1</sup>		
Current year cash bonus	February 2012	February 2012		2011
Current year share bonus	February/March 2012	February 2012 to September 2012		2011
Deferred cash bonus	March 2012	March 2013 (33.3%)		2012 (48%)
		March 2014 (33.3%)		2013 (35%)
		March 2015 (33.3%)		2014 (15%)
				2015 (2%)
Deferred share bonus	March 2012	March 2013 (33.3%)		2012 (48%)
		March 2014 (33.3%)		2013 (35%)
		March 2015 (33.3%)		2014 (15%)
				2015 (2%)

Notes to Table 22:

- 1 Payments are subject to all performance conditions being met prior to the expected payment date. In addition, employees receiving a deferred cash bonus may be awarded a service credit of 10% of the initial value of the award at the time that the final instalment is made, subject to continued employment.
- 2 The income statement charge is based on the period over which performance conditions are met.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

65

**Table 23: Reconciliation of total incentive awards granted to income statement charge (audited)**

	Year Ended 31.12.11	Year Ended 31.12.10
	£m	£m
Total incentive awards for 2011	2,578	3,484
Less: deferred bonuses awarded for 2011	(1,252)	(1,177)
Add: current year charges for deferred bonuses from previous years	995	904
Other <sup>1</sup>	206	139
<b>Income statement charge for performance costs</b>	<b>2,527</b>	<b>3,350</b>

Note to Table 23:

1 Difference between incentive awards granted and income statement charge for sales commissions, commitments and other incentives. Employees only become eligible to receive payment from a deferred bonus once all of the relevant conditions have been fulfilled, including the provision of services to the Group. The income statement charge for performance costs reflects the charge for employees' actual services provided to the Group during the relevant calendar year (including where those services fulfil performance conditions relating to previously deferred bonuses). It does not include charges for deferred bonuses where performance conditions have not been met. As a consequence, while the 2011 incentive awards granted were down 26% compared to 2010, the income statement charge for performance costs was down 25%.

**Table 24: Income statement charge – total staff costs (audited)**

	Year Ended 31.12.11	Year Ended 31.12.10	
	£m	£m	% Change
Performance costs	2,527	3,350	(25)
Salaries	6,277	6,151	2
Other share based payments	167	168	(1)
Social security costs	716	719	
Post retirement benefits	727	528	38
<b>Total compensation costs</b>	<b>10,414</b>	<b>10,916</b>	<b>(5)</b>
Bank payroll tax	76	96	(21)
Other <sup>1</sup>	917	904	1
<b>Non compensation costs</b>	<b>993</b>	<b>1,000</b>	<b>(1)</b>
<b>Total staff costs</b>	<b>11,407</b>	<b>11,916</b>	<b>(4)</b>

Total staff costs reduced 4% to £11,407m, principally reflecting the £823m reduction in performance costs offset by the impact of a £304m pension credit recognised in 2010. Performance costs reduced 25% to £2,527m, principally reflecting reduced charges for current year cash bonuses.

It is currently anticipated that deferred bonuses will be charged to the income statement in the following years:

Year in which income statement charge is expected to be taken	Actual		Expected	
	Year Ended 31.12.10	Year Ended 31.12.11	Year Ended 31.12.12	2013 and beyond
	£m	£m	£m	

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### for deferred bonuses<sup>2</sup>

Deferred bonuses from 2009 and earlier bonus pools	904	405	139	23
Deferred bonuses from 2010 bonus pool		590	387	205
Deferred bonuses from 2011 bonus pool			601	651
<b>Income statement charge for deferred bonuses</b>	<b>904</b>	<b>995</b>	<b>1,127</b>	<b>879</b>

Notes to Table 24:

1 Includes staff training, redundancy and recruitment.

2 The actual amount charged depends upon whether performance conditions have been met and will vary compared with the above expectation.

Salaries increased 2% to £6,277m in line with inflation on a moderately declining average headcount. The post retirement benefits charge increased 38% to £727m reflecting the non-recurrence of a £304m credit in 2010. There have been no material changes or augmentations to any of the post retirement benefit programmes in 2011.

### Glossary for Tables 1, 2, 4, 16, 22 and 23

Bonus pool as % of PBT (pre bonus): Calculated as bonus awards divided by profit before tax excluding the income statement charge for bonus awards.

Current year cash bonus: Bonus paid in cash on a discretionary basis in respect of performance in the period.

Current year share bonus: Bonus paid in shares on a discretionary basis in respect of performance in the period. The shares may be subject to a holding period and/or shareholding policy.

Deferred cash bonus: Award granted on a discretionary basis and paid in cash for, and subject to, future service over a period of three years.

Deferred share bonus: Award granted on a discretionary basis and paid in shares for, and subject to, future service over a period of three years.

Sales commissions, commitments and other incentives: Includes commission-based arrangements, guaranteed incentives and long term incentive plan awards.

Incentive awards: Total of current year and deferred bonus plus sales commissions, guaranteed incentives and long term incentive plan awards.

**Table of Contents**

66 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

67

**Risk management****Build a Bike**

After completing the **Build a Bike** course, students can keep the bikes

that they have built, gaining access to affordable transport.

67	<b><u>Risk management</u></b>
68	<u>Barclays risk management strategy</u>
74	<u>Risk factors</u>
79	<b><u>Credit risk management</u></b>
79	<u>Overview of Barclays Group credit risk exposures</u>
86	<u>Impairment charges</u>
87	<u>Credit risk management overview</u>
92	<u>Loans and advances to customers and banks</u>
95	<u>Potential credit risk loans</u>
96	<u>Retail credit risk</u>
101	<u>Wholesale credit risk</u>
104	<u>Credit quality of loans and advances</u>
106	<u>Debt securities</u>
107	<u>Derivatives</u>
108	<u>Reverse repurchase agreements and other financial assets</u>
109	<u>Other credit risk assets</u>
110	<u>Barclays Capital credit market exposures</u>
112	<u>Group exposures to selected Eurozone countries</u>
121	<b><u>Market risk</u></b>
130	<b><u>Funding risk – Capital</u></b>
139	<b><u>Funding risk – Liquidity</u></b>
151	<b><u>Operational risk management</u></b>
154	<b><u>Supervision and regulation</u></b>



---

**Table of Contents**

68 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Risk management

### Barclays risk management strategy

#### Barclays risk management strategy

Barclays has clear risk management objectives and a well-established strategy to deliver them, through core risk management processes.

At a strategic level, our risk management objectives are to:

Identify the Group's significant risks;

Formulate the Group's risk appetite and ensure that business profile and plans are consistent with it;

Optimise risk/return decisions by taking them as closely as possible to the business, while establishing strong and independent review and challenge structures;

Ensure that business growth plans are properly supported by effective risk infrastructure;

Manage risk profile to ensure that specific financial deliverables remain possible under a range of adverse business conditions; and

Help executives improve the control and co-ordination of risk taking across the business.

The Group's approach is to provide direction on: understanding the principal risks to achieving Group strategy; establishing risk appetite; and establishing and communicating the risk management framework. The process is then broken down into five steps: identify, assess, control, report and manage/challenge. Each of these steps is broken down further, to establish end-to-end activities within the risk management process and the infrastructure needed to support it (see panel below). The Group's risk management strategy is broadly unchanged from 2010.

#### Assigning responsibilities

Responsibility for risk management resides at all levels within the Group, from the Board and the Executive Committee down through the organisation to each business manager and risk specialist. Barclays distributes these responsibilities so that risk/return decisions are taken at the most appropriate level; as close as

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possible to the business, and subject to robust and effective review and challenge. The responsibilities for effective review and challenges reside with senior managers, risk oversight committees, Barclays Internal Audit, the independent Group Risk function, the Board Risk Committee and, ultimately, the Board.

The *Board* is responsible for approving risk appetite (see page 71), which is the level of risk the Group chooses to take in pursuit of its business objectives. The Chief Risk Officer regularly presents a report to the Board summarising developments in the risk environment and performance trends in the key portfolios. The Board is also responsible for the Internal Control and Assurance Framework (Group Control Framework). It oversees the management of the most significant risks through the regular review of risk exposures and related key controls. Executive management responsibilities relating to this are set via the Group's Principal Risks Policy.

Steps	Activity
<b>Identify</b>	Establish the process for identifying and understanding business-level risks.
<b>Assess</b>	Agree and implement measurement and reporting standards and methodologies.
<b>Control</b>	<p>Establish key control processes and practices, including limit structures, impairment allowance criteria and reporting requirements.</p> <p>Monitor the operation of the controls and adherence to risk direction and limits.</p> <p>Provide early warning of control or appetite breaches.</p> <p>Ensure that risk management practices and conditions are appropriate for the business environment.</p>
<b>Report</b>	<p>Interpret and report on risk exposures, concentrations and risk-taking outcomes.</p> <p>Interpret and report on sensitivities and Key Risk Indicators.</p> <p>Communicate with external parties.</p>
<b>Manage and Challenge</b>	<p>Review and challenge all aspects of the Group's risk profile.</p> <p>Assess new risk-return opportunities.</p> <p>Advise on optimising the Group's risk profile.</p> <p>Review and challenge risk management practices.</p>

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

69

**Table of Contents**

70 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Risk management****Barclays risk management strategy continued**

The *Board Risk Committee* (BRC) monitors the Group's risk profile against the agreed appetite. Where actual performance differs from expectations, the actions being taken by management are reviewed to ensure that the BRC is comfortable with them. After each meeting, the Chair of the BRC prepares a report for the next meeting of the Board. Barclays first established a separate Board Risk Committee in 1999 and all members are non-executive directors. The Finance Director and the Chief Risk Officer attend each meeting as a matter of course. The BRC receives regular and comprehensive reports on risk methodologies and the Group's risk profile including the key issues affecting each business portfolio and forward risk trends. The Committee also commissions in-depth analyses of significant risk topics, which are presented by the Chief Risk Officer or senior risk managers in the businesses. Further details are provided on pages 43 to 44.

The *Board Audit Committee* receives quarterly reports on control issues of significance and a half-yearly review of the adequacy of impairment allowances, which it reviews relative to the risk inherent in the portfolios, the business environment, the Group's policies and methodologies and the performance trends of peer banks. The Chair of the Board Audit Committee also sits on the BRC. Further details are provided on pages 40 to 42.

The *Board Citizenship Committee* provides oversight of reputational risk management and reviews emerging issues with potentially significant reputational impact. The Committee also reviews performance against Citizenship priorities, looking at the way we do business, how we are contributing to growth in the real economy, and supporting communities through investment programmes and efforts of employees. Further detail is provided on pages 18 and 32.

The *Board Remuneration Committee* receives a detailed report on risk management performance from the BRC which is considered in the setting of performance objectives in the context of incentive packages. Further details are provided on pages 54 to 65.

The *Board Corporate Governance and Nominations Committee* has a key role in reviewing new appointments and succession plans to ensure that we have a Board and an executive management team with the appropriate skills, knowledge and experience to operate effectively in an ever challenging environment. Further details on the Committee are included on pages 38 and 39.

Summaries of the relevant business, professional and risk management experience of the Directors of the Board are given on pages 50 to 52. The terms of reference for each of the principal Board Committees are available from the Corporate Governance section at: <http://group.barclays.com/About-us/Management-structure/Corporate-governance>.

The *Chief Risk Officer* is a member of the Executive Committee and has overall day-to-day accountability for risk management under delegated authority from the Chief Executive. The Chief Executive must consult the Chairman of the Board Risk Committee in respect of the Chief Risk Officer's performance appraisal and compensation as well as all appointments to or departures from the role.

The Chief Risk Officer manages the independent Group Risk function and chairs the Financial Risk Committee and the Operational Risk Committee, which monitor the Group's financial and non-financial risk profile relative to established risk appetite. Reporting to the Chief Risk Officer, and working in the Group Risk function, are risk-type heads for retail credit risk, wholesale credit risk, market risk, operational risk and fraud risk. Along with their teams, the risk-type heads are responsible for establishing a Group-wide framework for oversight of the risks and controls of their risk type. These risk-type teams liaise with each business as part of the monitoring and management processes.

In addition, each business unit has an embedded risk management function, headed by a Business Chief Risk Officer (BCRO). BCROs and their teams are responsible for assisting business heads in the identification

and management of their business risk profiles and for implementing appropriate controls. These teams also assist Group Risk in the formulation of Group policies and their implementation across the businesses. The business risk directors report jointly to their respective business heads and to the Chief Risk Officer.

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The risk type heads within the central Group Risk function and the BCROs within the business units report to the Chief Risk Officer and are members of the Financial Risk Committee or Operational Risk Committee as appropriate.

For further details on the management of each of the Principal Risks, see pages 74 to 78.

*Internal Audit* is responsible for the independent review of risk management and the control environment. Its objective is to provide reliable, valued and timely assurance to the Board and Executive Management over the effectiveness of controls, mitigating current and evolving high risks and in so doing enhancing the controls culture within the Group. The Board Audit Committee reviews and approves Internal Audit's plans and resources, and evaluates the effectiveness of Internal Audit. An assessment by external advisers is also carried out periodically.

Risk management responsibilities are laid out in the Principal Risks Policy, which covers the categories of risk in which Barclays has its most significant actual or potential risk exposures.

The Principal Risks Framework:

creates clear ownership and accountability;

ensures the Group's most significant risk exposures are understood and managed in accordance with agreed risk appetite (for financial risks) and risk tolerances (for non-financial risks); and

ensures regular reporting of both risk exposures and the operating effectiveness of controls.

Each Principal Risk comprises individual Key Risk Types. During 2011, the Principal Risks Policy was updated, resulting in risks being grouped into four categories with no significant change to the underlying risk types. The four Principal Risks are: Credit, Market, Funding and Operational, each owned by a senior individual within the Group Risk function known as the Group Principal Risk Owner. The first three Principal Risks are risks that Barclays actively seeks to manage and have direct income implications. The fourth Principal Risk relates to operational risks, exposure which arises directly from undertaking business processes in support of Barclays activities, which the Group seeks to minimise.

The five steps required by the Principal Risks Policy are: Identify, Assess, Control, Report, and Manage and Challenge (see page 68 for more detail).

Each Key Risk is owned by a senior individual known as the Group Key Risk Owner who is responsible for proposing a risk appetite statement and managing the risk in line with the Principal Risks Policy. This includes the documentation, communication and maintenance of a risk control framework which makes clear, for every business across the firm, the mandated control requirements in managing exposures to that Key Risk.

These control requirements are given further specification, according to the business unit or risk type, to provide a complete and appropriate system of internal control.

Business Unit and Group Centre function heads are responsible for obtaining ongoing assurance that the key controls they have put in place to manage the risks to their business objectives are operating effectively. Six-monthly reviews support the regulatory requirement for Barclays to make its annual external statement about its system of internal controls.

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## **Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

71

Group Key Risk Owners report their assessments of the risk exposure and control effectiveness to Group-level oversight committees and their assessments form the basis of the reports that go to the Board Risk Committee (see chart on page 69):

Financial Risk Committee has oversight of Credit and Market Risks;

Treasury Committee has oversight of Funding Risk; and,

Operational Risk Committee has oversight of all Operational Risk types, with the exception of Tax Risk, which is overseen by the Tax Risk Committee. Each Group Key Risk Owner also undertakes an annual programme of risk-based conformance reviews.

### **Risk management in the setting of strategy**

The planning cycle is centred on the medium-term planning (MTP) process, performed once a year. This sets out the Group's objectives in detailed plans which take account of the likely business environment. The risk functions at Group and business levels are heavily involved in this process.

In addition to supporting transaction decisions, the measurement and control of credit, market, operational and other risks have considerable influence on Barclays strategy. The Board is solely responsible for approving the MTP, the associated risk appetite statement, and the capital plans. As such, the business plans of Barclays must incur a level of risk that falls within the Board's tolerance, or be modified accordingly. The BRC has been in place since 1999 and is devoted to review the firm's risk and make appropriate recommendations to the Board. For details of the activities of the Board and the BRC in 2011 see pages 35 and 43 to 44.

The risk appetite and the Group-wide stress testing processes, described below, are closely linked to the MTP process and also support strategic planning and capital adequacy. The risk appetite process ensures that senior management and the Board understand the Plan's sensitivities to key risk types, and includes a set of mandate and scale limits to ensure the Group stays within appetite. Stress testing informs management on the impact to the business of detailed scenarios. Integral to the Group-wide stress testing process is a set of actions that management would take to mitigate the impact of a stress.

One of the main objectives of managing risk is to ensure that Barclays achieves an adequate balance between capital requirements and resources. The capital planning cycle is fully integrated within strategic planning.

### **MTP process**

The MTP process, performed annually, requires each business unit to present its plans for business performance over the coming three years. Achieving the planned performance in each business is dependent upon the ability of the business to manage its risks. It is an iterative process featuring weekly reviews at the most senior levels as the plan is updated until final agreement. The output includes a detailed statement of the group's strategy over the medium-term, as well as detailed financial projections.

Risk managers support the MTP by providing robust review and challenge of the business plans to ensure that the financial projections are internally consistent, achievable given risk management capabilities and that they present a suitable balance between risk and reward. This culminates in the Risk Executive Dialogue process in which the Chief Risk Officer and senior management in each of our businesses discuss the findings from the risk reviews, and changes to the business plans are mandated as necessary.

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The business plans are prepared with reference to a consistent set of economic assumptions which are reviewed within Group Risk to ensure that they appropriately reflect emerging risk trends. They are used as baseline scenarios in the stress testing and risk appetite processes.

The output from the business plan forms the basis of all strategic processes. In particular, the plans comprise projections of capital resources and requirements given profit generation, dividend policy and capital issuance. Risk variables are also considered, most importantly in the forecasting of the Group's impairment charge, and in sensitivity analyses of the plans (which include risk appetite and stress testing).

### Risk appetite

Risk appetite is defined as the level of risk that Barclays is prepared to sustain whilst pursuing its business strategy, recognising a range of possible outcomes as business plans are implemented. Barclays framework combines a top-down view of its capacity to take risk with a bottom-up view of the business risk profile associated with each business area's medium term plans. The appetite is ultimately approved by the Board.

Taken as a whole, the risk appetite framework provides a basis for the allocation of risk capacity across Barclays Group and consists of two elements: Financial Volatility and Mandate & Scale.

### Financial volatility

Financial volatility is defined as the level of potential deviation from expected financial performance that Barclays is prepared to sustain at relevant points on the risk profile. The Board sets the Group's financial volatility risk appetite in terms of broad, top down, financial objectives for a through-the-cycle, a moderate stress and a severe stress events; these scenarios are defined more generically through a level of probability of occurrence rather than through a specific set of economic variables like in stress tests. Our top-down appetite is quantified through an array of financial performance and capital metrics which are reviewed on an annual basis.

The Group's risk profile is assessed via a bottom-up analysis of the Group's business plans to establish the volatility of the key metrics. If the projections entail too high a level of risk (i.e. breach the top-down financial objectives at the through-the-cycle, moderate or severe level), management will challenge each area to rebalance the risk profile to bring the bottom-up risk appetite back within top-down appetite. Performance against risk appetite usage is measured and reported to the Executive Committee and the Board regularly throughout the year.

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**Table of Contents**

72 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Risk management

### Barclays risk management strategy continued

To measure the risk entailed by the business plans, management estimates potential earnings volatility from each business under various scenarios:

through-the-cycle: the average losses based on measurements over many years;

1 in 7 (moderate) loss: the worst level of losses out of a random sample of 7 years; and

1 in 25 (severe) loss: the worst level of losses out of a random sample of 25 years.

These potentially larger but increasingly less likely levels of loss are illustrated in the risk appetite concepts chart on page 71. Since the level of loss at any given probability is dependent on the portfolio of exposures in each business, the statistical measurement for each key risk category gives the Group clearer sight and better control of risk-taking throughout the enterprise. Specifically, Barclays believes that this framework enables it to:

improve management confidence and debate regarding the Group's risk profile;

re-balance the risk profile of the MTP where breaches are indicated, thereby achieving a superior risk-return profile;

identify unused risk capacity, and thus highlight the need to identify further profitable opportunities; and

improve executive management control and co-ordination of risk-taking across businesses.

#### **Mandate & scale**

The second element to the setting of risk appetite in Barclays is an extensive system of Mandate & Scale limits, which is a risk management approach that seeks to formally review and control business activities to ensure that they are within Barclays mandate (i.e. aligned to the expectations of external stakeholders), and are of an appropriate scale (relative to the risk and reward of the underlying activities). Barclays achieves this by using limits and triggers to avoid concentrations which would be out of line with external expectations, and which may lead to unexpected losses of a scale that would be detrimental to the stability of the relevant business line or the Group. These limits are set by the independent Risk function, formally monitored each month and subject to Board-level oversight.

For example, in our commercial property finance and construction portfolios, a comprehensive series of limits are in place to control exposure within each business and geographic sector. To ensure that limits are aligned to the underlying risk characteristics, the Mandate & Scale limits differentiate between types of exposure. There are, for example, individual limits for property investment and property development, and for senior and subordinated lending. Property limits

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have been managed down through the course of 2011, with decreases evident across most businesses and geographic segments, particularly in South Africa and Europe.

Barclays uses the Mandate & Scale framework to:

limit concentration risk;

keep business activities within Group and individual business mandate;

ensure activities remain of an appropriate scale relative to the underlying risk and reward; and

ensure risk-taking is supported by appropriate expertise and capabilities.

As well as Group-level Mandate & Scale limits, further limits are set by risk managers within each business unit, covering particular portfolios.

### Stress testing

Group-wide stress tests are an integral part of the annual MTP process and annual review of Barclays risk appetite and ensure that Barclays financial position and risk profile provide sufficient resilience to withstand the impact of stress.

The BRC agrees the range of scenarios to be tested and the independent Group Risk function leads the process. Barclays macroeconomic stress test scenarios are designed to be both severe and plausible and can include specific ad hoc scenarios, for example, a Euro break-up scenario. Barclays scenarios have been tested against the FSA's scenario framework and were shown to be appropriately conservative.

At the Group level, stress test scenarios capture a wide range of macroeconomic variables that are relevant to the current environment, such as GDP, unemployment, asset prices, foreign exchange rates and interest rates.

The stress testing process is detailed and comprehensive using bottom-up analysis performed by each of Barclays businesses, and includes all aspects of the Group's balance sheet across all risk types and is forward looking over a five year period. The businesses' stress test results are subject to a detailed review and challenge both within the businesses and by Barclays Group Functions. The impact on profitability, capital and liquidity are documented and presented to the Executive Committee, the BRC, the Board and the FSA. Should the BRC find that the impact falls outside of its expectations, the business plans will be appropriately amended.

In addition, the framework also includes reverse stress testing techniques which aim to identify the increased severity that would be needed over and above the stressed scenarios to result in the business model being no longer viable, for example, extreme macroeconomic downturn scenarios or specific idiosyncratic events. This is used to help support ongoing risk management and is fully integrated into the risk appetite framework.

Barclays also uses stress testing techniques at portfolio and product level to support risk management. For example, portfolio management in the US cards business employs stressed assumptions of unemployment to determine profitability hurdles for new accounts. In the UK mortgage business, affordability thresholds incorporate stressed estimates of interest rates. In Barclays Capital, global scenario testing is used to gauge potential losses that could arise in conditions of extreme market stress. Stress testing is also conducted on positions in particular asset classes, including interest rates, commodities, equities, credit and foreign exchange.

During 2011, along with 91 other banks, Barclays was included in the European Banking Authority stress test. The stress test was designed to assess the resilience of the EU banking sector and each of the selected banks' ability to absorb possible shocks on credit and market risks, including sovereign risks. The results supported Barclays own internal view that Barclays is well placed to withstand economic stress.

Information on the Group's stress testing specifically relating to liquidity risk is set out on pages 142 to 143.

---

**Table of Contents**

Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

73

## Modelling of risk

Barclays makes extensive use of quantitative estimates of the risks it takes in the course of its business. Risk models are used in a wide range of decisions, from credit grading, pricing and approval to portfolio management, risk appetite setting, economic capital allocation and regulatory capital calculations. The types of risks that are covered by such models include credit, market and operational risks.

The Group uses a wide range of models including estimations of Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD), as well as those covering other types. The models are developed and owned by each business unit. The risk of loss through model failure is minimised through the Group Model Risk Policy (GMRP) which is managed by the independent Group Risk function and is reviewed annually.

The GMRP helps reduce the potential for model failure by setting Group-wide minimum standards for the model development and implementation process. The GMRP also sets the governance processes for models across the Group, which allows model performance and risk to be monitored, and seeks to identify and escalate any potential problems at an early stage.

To ensure that the governance process is focused on the more material models, each model is provided with a materiality rating. The GMRP defines the materiality ranges for all model types, based on an assessment of the impact to the Group in the event of a model error. The final level of model sign-off is based on materiality, with all of a business unit's models initially being approved in business unit committees. The more material models are also approved at the Group Material Models Technical Committee, and the most material models require further approval by the Executive Models Committee. This process ensures that the most significant models are subject to the most rigorous review, and that senior management has a good understanding of the most material models in the Group. Although the final level of model sign-off will vary, depending on model materiality, the standards required by the GMRP do not change with the materiality level.

The GMRP also sets standards that a model must meet during development and subsequent use. For new models, documentation must be sufficiently detailed to allow an expert to understand all aspects of model development, including a description of the data used for model development, the methodology used (and the rationale for choosing such a methodology), a description of any assumptions made and details of the strengths and weaknesses of the model.

All new models are subject to validation before they can be signed off for implementation. The model validation exercise must demonstrate that the model is fit for purpose and provides accurate estimates. Independent reviews ensure that the model development has followed a robust process and that the standards of the GMRP have been met, as well as ensuring that the model satisfies business and regulatory requirements. In addition, the most material models are subject to independent review by Group Risk. Once implemented, all models are subject to post-implementation review. This confirms that the model has been implemented correctly and behaves as predicted.

The GMRP sets the requirements for ongoing performance monitoring. Once implemented, all models are subject to ongoing performance monitoring to ensure that any deficiencies are identified early, and that remedial action can be taken before the decision-making process is affected. As part of this process, model owners set performance triggers and define appropriate actions in the event that a trigger level is breached.

In addition to regular monitoring, models are subject to an annual validation process to ensure that they will continue to perform as expected, and that assumptions used in model development are still appropriate. In line with initial sign-off requirements, annual validations are also formally reviewed at the appropriate technical committee.

Within Barclays Capital, where models are used to value positions within the trading book, the positions are subject to regular independent price testing, which covers all trading positions. Prices are compared with direct external market data where possible or if not possible, more analytic techniques are used, such as industry consensus pricing services. These services enable peer banks to compare structured products and model input parameters on an anonymous basis. Conclusions and any exceptions to this exercise are communicated to senior business management.

Externally developed models must be approved for use following the validation and independent review and are subject to the same governance standards as internal models, including ongoing monitoring and annual validation requirements.



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**Table of Contents**

74 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Risk management

### Risk factors

#### Risk factors

The Group's approach to identifying, assessing, controlling, reporting and managing risks is formalised in its Principal Risks framework and supporting processes.

During 2011, the Principal Risks Policy was updated, resulting in risks being grouped into four categories with no significant change to the underlying risk types. Definitions of the four Principal Risks are provided on pages 75 to 78. This summary also includes discussions of the impact of business conditions and the general economy and regulatory changes which can impact risk factors and so influence the Group's results. The Principal Risks described below can also potentially impact the Group's reputation and brand.

The following information describes the risk factors which the Group believes could cause its future results to differ materially from expectations. However, other factors could also adversely affect the Group's results and so the factors discussed in this report should not be considered to be a complete set of all potential risks and uncertainties.

#### Business conditions and the general economy

The Group has significant activities in a large number of countries. Consequently there are many ways in which changes in business conditions and the general economy can adversely impact profitability, whether at Group level, the individual business units or specific countries of operation.

During 2011, the economic environment in Barclays main markets was marked by generally weaker than expected growth and the ongoing sovereign debt crisis in the Eurozone. In the UK, the economy recovered slightly during 2011 although GDP declined slightly in the fourth quarter leading to uncertainty in the near term. The potential for persistent unemployment, higher interest rates and rising inflation may increase the pressure on disposable incomes, affecting an individual's debt service ability with the potential to adversely impact performance in the Group's retail sector. US economic conditions were better than the UK in 2011. However, unemployment is still high, which increases uncertainty in the near term. Credit conditions in Europe remain weak and a depressed housing sector and high unemployment may, in the near term, adversely affect Barclays business operations in this region. The global wholesale environment has been affected by the sovereign debt crisis and the business confidence has generally declined. Performance in the near term, therefore, remains uncertain.

The business conditions facing the Group in 2012 globally and in many markets in which the Group operates are subject to significant uncertainties which may in some cases lead to material adverse impacts on the Group's operations, financial condition and prospects including, for example, changes in credit ratings, share price and solvency of counterparties as well as higher levels of impairment, lower revenues or higher costs.

Significant uncertainties by Principal Risk include:

#### Credit risk

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Impact of potentially deteriorating sovereign credit quality, particularly debt servicing and refinancing capability;

Extent and sustainability of economic recovery, including impact of austerity measures on the European economies;

Increase in unemployment due to weaker economies in a number of countries in which the Group operates, fiscal tightening and other measures;

Impact of rising inflation and potential interest rate rises on consumer debt affordability and corporate profitability;

Possibility of further falls in residential property prices in the UK, South Africa and Western Europe;

Potential liquidity shortages increasing counterparty risks;

Potential for large single name losses and deterioration in specific sectors and geographies;

Possible deterioration in remaining credit market exposures; and

Potential exit of one or more countries from the Euro as a result of the European debt crisis.

### **Market risk**

Reduced client activity leading to lower revenues;

Decreases in market liquidity due to economic uncertainty;

Impact on banking book income from uncertain interest and exchange rate environment; and

Asset returns underperforming pension liabilities.

### **Funding risk**

Impact of Basel 3 as regulatory rules are finalised;

Impacts on capital ratios from weak profit performance;

Availability and volatility in cost of funding due to economic uncertainty; and

Reduction in available depositor and wholesale funding.

### **Operational risk**

Implementation of strategic change and integration programmes across the Group;

Continued regulatory and political focus, driven by the global economic climate;

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Impact of new, wide ranging, legislation in various countries coupled with changing regulatory landscape;

Increasingly litigious environment; and

The crisis management agenda and breadth of regulatory change required in global financial institutions.

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**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

75

## 1. Credit risk

Credit Risk is the risk of the Group suffering financial loss if any of its customers, clients or market counterparties fails to fulfil their contractual obligations to the Group.

The credit risk that the Group faces arises mainly from wholesale and retail loans and advances together with the counterparty credit risk arising from derivative contracts entered into with its clients. Other sources of credit risk arise from trading activities, including debt securities, settlement balances with market counterparties, available for sale assets and reverse repurchase loans. It can also arise when an entity's credit rating is downgraded, leading to a fall in the value of Barclays investment in its issued financial instruments.

### **Risk management**

The Board and management have established a number of key committees to review credit risk management, approve overall Group credit policy and resolve all significant credit policy issues. These comprise: the BRC, the Financial Risk Committee, the Wholesale Credit Risk Management Committee and the Retail Credit Risk Committee.

Barclays constantly reviews its concentration in a number of areas including, for example, portfolio segments, geography, maturity, industry and credit rating.

Diversification is achieved through setting maximum exposure guidelines and mandate and scale limits to portfolio segments, individual counterparties, sectors and countries, with excesses reported to the Financial Risk Committee and the BRC.

For further information see Credit Risk Management (pages 79 to 120).

### **Key specific risks and mitigation**

Specific areas and scenarios where credit risk could lead to higher impairment charges in future years include:

#### **Sovereign risk**

Fiscal deficits continue to remain high, leading to high levels of public debt in some countries at a time of modest GDP growth. This has led to a loss of market confidence in certain countries to which the Group is exposed causing deteriorating sovereign credit quality, particularly in relation to debt servicing and refinancing. The Group has put certain countries on watch list status with detailed monthly reporting to the Wholesale Credit Risk Management Committee.

For further information see Group exposures to selected Eurozone countries (pages 112 to 120).

#### **Economic weakness**

The implementation of austerity measures to tackle high levels of public debt has negatively impacted economic growth and led to rising unemployment in some European countries and the monetary, interest rate and other policies of central banks and regulatory authorities may also have a significant adverse effect on a number of countries in which the Group operates.

The threat of weaker economies in a number of countries in which the Group operates could lead to even higher increasing levels of unemployment, rising inflation, potentially higher interest rates and falling property prices. For example, the Spanish and Portuguese housing sectors continue to be depressed, impacting the Group's wholesale and retail credit risk exposures.

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The Group has experienced elevated impairment across its operations in these two regions, although impairment in Spain decreased in 2011, following a marked reduction in construction activity and shrinking consumer spending. The Group has reduced its credit risk appetite to the most severely affected segments of the economy. In Spain, new lending to the property and construction sector ceased and workout team resources have been increased significantly.

In addition, if funding capacity in either the wholesale markets or central bank operations were to change significantly, liquidity shortages could result which may lead to increased counterparty risk with other financial institutions. This could also have an impact on refinancing risks in the corporate and retail sectors. The Group continues to actively manage this risk including through its extensive system of Mandate and Scale limits.

For further information see Retail Credit Risk and Wholesale Credit Risk (pages 96 to 103).

### [Eurozone crisis](#)

Concerns about credit risk (including that of sovereigns) and the Eurozone crisis remain very high. The large sovereign debts and/or fiscal deficits of a number of European countries have raised concerns regarding the financial condition of financial institutions, insurers and other corporates (i) located in these countries; (ii) that have direct or indirect exposure to these countries (both to sovereign debt and private sector debt); and/or (iii) whose banks, counterparties, custodians, customers, service providers, sources of funding and/or suppliers have direct or indirect exposure to these countries. The default, or a further decline in the credit rating, of one or more sovereigns or financial institutions could cause severe stress in the financial system generally and could adversely affect the markets in which the Group operates and the businesses, economic condition and prospects of the Group's counterparties, customers, suppliers or creditors, directly or indirectly, in ways which it is difficult to predict.

For further information see Group exposures to selected Eurozone countries (pages 112 to 120).

### [Credit market exposures](#)

Barclays Capital holds certain exposures to credit markets that became illiquid during 2007. These exposures primarily relate to commercial real estate and leveraged finance loans. The Group continues to actively manage down these exposures.

For further information see Barclays Capital Credit Market Exposures (pages 110 to 111).

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**Table of Contents**

76 Barclays PLC Annual Report 2011

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## Risk management

### Risk factors continued

#### 2. Market risk

Market Risk is the risk of the Group suffering financial loss due to the Group being unable to hedge its balance sheet at prevailing market levels.

The Group can be impacted by changes in both the level and volatility of prices e.g. interest rates, credit spreads, commodity prices, equity prices and foreign exchange rates.

The risk is reported as Traded Risk where Barclays supports customer activity primarily via Barclays Capital; Non-Traded Risk to support customer products primarily in the retail bank; and Pension Risk where the investment profile is reviewed versus the defined benefit scheme.

#### **Risk management**

The Board approves Market Risk appetite for trading and non-trading activities, with limits set within this context by the Group Market Risk Director.

Group Risk is responsible for the overall Barclays Market Risk Control Framework which implements the five step risk management process.

Business specific Market Risk teams are responsible for implementing the Control Framework. Oversight and challenge is provided by business committees, group committees and the central Group Market Risk team.

For further information see Market Risk (pages 121 to 129).

#### **Key specific risks and mitigation**

Specific areas and scenarios where market risk could lead to lower revenues in future years include:

##### **Reduced client activity and decreased market liquidity**

While the Group is exposed to continued market volatility, Barclays Capital's trading activities are principally a consequence of supporting customer activity.

The impact of ongoing economic uncertainty on client volumes, reduced market liquidity and higher volatility could lead to lower revenues. The cost base and risk positions are constantly reviewed to ensure that they are calibrated appropriately. The portfolios are constantly reviewed to ensure that inventories are sized appropriately to support customer activity taking into account market volatility.

For further information see Market Risk (pages 121 to 129).

##### **Non-traded interest rate risk**

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Interest rate volatility can impact the firm's net interest margin. The potential for future volatility and margin changes remain and it is difficult to predict with any accuracy, changes in absolute interest rate levels, yield curves and spread.

For further information see Market Risk (pages 121 to 129).

### Pension fund risk

Adverse movements between pension assets and liabilities for defined benefit could contribute to a pension deficit. Barclays and the Pension Trustees dedicated Investment Management team constantly review the asset liability mismatch to ensure appropriate investment strategy.

For further information see Market Risk (pages 121 to 129) and Note 39.

## 3. Funding risk

Funding Risk is the risk that the Group is unable to achieve its business plans due to liquidity risk and capital risk or the management of structural balance sheet risks.

Liquidity Risk is the risk that the Group is unable to meet its obligations as they fall due resulting in: an inability to support normal business activity; failing to meet liquidity regulatory requirements; or changes to credit ratings.

Capital Risk is the risk that the Group is unable to maintain appropriate capital ratios which could lead to an inability to support business activity; failing to meet regulatory requirements; or changes to credit ratings.

Structural Risk relates to the management of non-contractual risks and predominantly arises from the impact on the Group's balance sheet of changes in primarily interest rates on income or foreign exchange rates on capital ratios.

### Risk management

The Board approves the Group's Liquidity Risk Appetite, Capital Plan and approach for Structural Hedging.

Group Risk provides oversight review and challenge to the Liquidity, Capital and Structural Risk Control Frameworks. The Risk function also provides direct input into as well as approval of various aspects of the calibration, calculation and reporting for these key risks.

Group Treasury has responsibility for implementing the Key Risk control frameworks for Liquidity, Capital and Structural Risks at both the Group and Legal Entity level and for ensuring that the firm maintains compliance with all local regulatory minimum limit requirements relating to these key risks.

Oversight and challenge is provided by local and Group Asset Liability Committees all reporting up to Group Treasury Committee which meets at least monthly.

For further information see Funding risk – Capital (pages 130 to 138) and Funding risk – Liquidity (pages 139 to 150).

### Key specific risks and mitigation

Specific areas and scenarios where funding risk could lead to higher costs or limit Barclays ability to execute its business plans include:

#### Increasing capital requirements

There are a number of regulatory developments that impact capital requirements. Most significantly Basel 3 as adopted into EU law through the fourth Capital Requirements Directive (CRD4) and Capital Requirements Regulation which are still going through the EU legislative process. Additional capital requirements may arise from other proposals including the recommendations of the Independent Commission on Banking.

Barclays continues to prepare for the implementation of CRD4 and includes the estimated impact of future regulatory changes in its capital planning framework. Current forecasts already include the impact of Basel 3 as currently understood, and forecasts will be continually updated as CRD4 and other proposals for regulatory developments are finalised. Further detail on the regulatory developments impacting capital is included on pages 137 to 138.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

77

**Maintaining capital strength**

A material adverse deterioration in the Group's financial performance can affect the capacity to support further capital deployment. The Capital Plan is continually monitored against the internal target capital ratios with Risk, the business and legal entities through a proactive and forward looking approach to capital risk management which ensures that the Plan remains appropriate. The capital management process also includes an internal and regulatory stress testing process which informs the Group capital plan. Further detail on the Group's regulatory capital resources is included on pages 130 to 138.

**Changes in funding availability and costs**

Market liquidity, the level of customer deposits and the Group's ability to raise wholesale funding impacts both the Group's net interest margin, which is sensitive to volatility in cost of funding, and its ability to both fulfil its obligations and support client lending, trading activities and investments. Large unexpected outflows, for example from customer withdrawals, ratings downgrades or loan drawdowns, could also result in forced reduction in the balance sheet, inability to fulfil lending obligations and regulatory breaches. The Liquidity Profile is monitored constantly and is supported by a range of early warning indicators to ensure the profile remains appropriate and sufficient liquid resources are held to protect against unexpected outflows. Further details are provided in the Funding Risk Liquidity section on pages 139 to 150.

**Local balance sheet management and redenomination risk**

The introduction of capital controls or new currencies by countries (for example in the Eurozone) to mitigate current stresses could have an ongoing or point-in-time impact on the performance of local balance sheets of certain Group companies based on the asset quality, types of collateral and mix of liabilities. Local assets and liability positions are carefully monitored by local asset and liability committees with oversight by Group Treasury. For further information see the Group's exposures to selected Eurozone countries (pages 112 to 120).

**4. Operational risk**

Operational Risk is the risk of direct or indirect impacts resulting from human factors, inadequate or failed internal processes and systems or external events. Operational risks are inherent in the Group's business activities.

The Key Risks that this Principal Risk includes are External Suppliers, Financial Reporting, Fraud, Information, Legal, Product, Payment Process, People, Premises & Security, Regulatory, Taxation, Technology and Transaction operations. For definitions of these key risks see page 151.

**Risk management**

The Operational risk framework enables Barclays to manage and measure its Operational risk profile and to calculate the amount of Operational risk capital that it needs to hold. The minimum mandatory requirements applicable to all Business Units are set out in the Group Operational risk policies.

Group Key Risk Owners are required to monitor information relevant to their Key Risk from each Operational risk framework element. In addition, each Key Risk Owner mandates control requirements specific to their Key Risk through a Key Risk Control Framework.

For further information see Operational risk management (pages 151 to 153).

**Key specific risks and mitigation**

Specific areas and scenarios where Operational risk could lead to financial and/or non-financial impacts including legal or regulatory breaches or reputational damage include:

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### Regulatory risk

Regulatory risk arises from a failure or inability to comply fully with the laws, regulations or codes applicable specifically to the financial services industry which are currently subject to significant changes. Non-compliance could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.

The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions; and (ii) enhanced capital and liquidity requirements (for example pursuant to CRD4). Current examples of specific areas of concern include:

#### The Independent Commission on Banking (ICB)

The ICB was charged by the UK Government with reviewing the UK banking system and its findings were published on 12 September 2011. The ICB recommended (amongst other things) that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called 'ring-fencing'); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as Barclays Bank PLC) should be increased to levels higher than the Basel 3 proposals.

**Table of Contents**

78 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)**Risk management****Risk factors continued**

The UK Government published its response to the ICB recommendations in December 2011 and indicated that primary and secondary legislation relating to the proposed ring-fence will be completed by May 2015, with UK banks and building societies expected to be compliant as soon as practicable thereafter, and the requirements relating to increased loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks will be applicable from 1 January 2019. Changes to the structure of UK banks and an increase in the amount of loss-absorbing capital issued by UK banks may have a material adverse impact on the Bank's and the Group's results and financial condition. It is also not possible to predict the detail of the implementation legislation or the ultimate consequences to the Group.

**The Dodd-Frank Wall Street Reform and Consumer Protection Act (DFA)**

DFA will have an impact on the Group and its business. A significant number of rules and draft rules have been issued through 2011. While the impact of this rule-making will be substantial, the full scale of this impact remains unclear as many of the provisions of the Act require rules to be made to give them effect and this process is still underway. Barclays has taken a centralised approach to monitoring this process and to ensuring compliance with the rules that are developed as a result.

**Recovery and resolution plans**

The strong regulatory focus on resolvability has continued in 2011, both from UK and international regulators. The Group has been engaged, and continues to be engaged, with the authorities on taking forward recovery planning and identifying information that would be required in the event of a resolution. The Group will be required to prepare an initial plan for the UK and US regulators in the first half of 2012.

Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs. For further information see Supervision and Regulation (pages 154 to 158).

**Legal risk**

The Group is subject to a comprehensive range of legal obligations in all countries in which it operates and so is exposed to many forms of legal risk, which may arise in a number of ways: (i) business may not be conducted in accordance with applicable laws around the world; (ii) contractual obligations may either not be enforceable as intended or may be enforced in an adverse way; (iii) intellectual property may not be adequately protected; and (iv) liability for damages may be incurred to third parties harmed by the conduct of the Group's business. The Group also faces risk where legal proceedings are brought against it. The Group is, and may in the future be, involved in various disputes, legal proceedings and regulatory investigations in various jurisdictions, including in the US. Furthermore, the Group, like many other financial institutions, has come under greater regulatory scrutiny in recent years and expects that environment to continue particularly as it relates to compliance with new and existing corporate governance, employee compensation, conduct of business, anti-money laundering and anti-terrorism laws and regulations, as well as applicable international sanctions regimes.

Key legal risks to which the Group was exposed during 2011 have included litigation in relation to:

Lehman Brothers Holdings Inc;

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American Depository Shares;

US Federal Housing Finance Agency and Other Residential Mortgage-Backed Securities; and

Devonshire Trust.

For further information see Legal Proceedings (pages 248 to 249).

### Payment protection insurance (PPI)

During 2011 Barclays agreed with the FSA that it would process all on-hold and any new complaints from customers about PPI policies that they hold. Barclays also announced that, as a goodwill gesture, it would pay out compensation to customers who had PPI complaints put on hold during the judicial review. Barclays took a provision of £1bn in the second quarter of 2011 to cover the cost of future redress and administration. For further information see Provisions (pages 246 to 247).

### CyberSecurity risk

Barclays recognises the growing threats from cyberspace to its systems, including in respect of customer and its own information held on them and transactions processed through these systems. The implementation of measures to manage the risk is involving increasing investment and use of internal resources. However, given the increasing sophistication and scope of potential attacks from cyberspace, it is possible that in the future such attacks may lead to significant breaches leading to associated costs and reputational damage.

The Group has invested for many years in building defences to counter these threats and continues to do so, recognising that this is an area of risk that changes rapidly and requires continued focus.

To date the Group is not aware of any significant breaches of its systems from cyberspace.

### Taxation risk

Taxation risk is the risk that the Group suffers losses arising from additional tax charges, financial penalties or reputational damage associated with failure to comply with procedures required by tax authorities, changes in tax law and the interpretation of tax law. The Group is subject to the tax laws in all countries in which it operates, including tax laws adopted at an EU level, and is impacted by a number of double taxation agreements between countries.

HMRC, being the Group's primary taxation authority, recently took the unusual step of issuing a public statement that the Government was drafting retrospective tax legislation. Such steps add to the need to closely monitor changes in the way in which HMRC approaches the application of its Code of Practice for Taxation of Banks. For all tax jurisdictions, within which the Group operates, we continue to monitor the potential impact of proposed and recently enacted taxes aimed at banks.

In 2011 the Group continued to settle open tax issues in a number of jurisdictions and in meeting its tax obligations made global tax payments totalling £6.4bn. The profit forecasts that support the Group's deferred tax assets, principally in the US and Spain, have been subject to close scrutiny by management. For further information see the Financial review (pages 168 to 169) and Tax (pages 213 to 216).

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**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

79

## Risk management

### Credit risk

All disclosures in this section (pages 79 to 120) are unaudited unless otherwise stated

#### Overview of Barclays Group credit risk exposures

Credit risk is the risk of suffering financial loss should the Group's customers, clients or market counterparties fail to fulfil their contractual obligations to the Group. The credit risk that the Group faces arises mainly from wholesale and retail loans and advances, together with the counterparty credit risk arising from derivative contracts entered into with clients.

Other sources of credit risk arise from trading activities, including debt securities, settlement balances with market counterparties, available for sale assets and reverse repurchase agreements.

Losses arising from assets held for trading (derivatives, debt securities) are accounted for as trading losses, rather than impairment charges, even though the fall in value causing the loss may be attributable to credit deterioration.

#### Analysis of the Group's maximum exposure to credit risk and collateral and other credit enhancements held

The following table presents the Group's maximum exposure to credit risk as at 31 December and the financial effects of collateral, credit enhancements and other actions taken to mitigate the Group's exposure. For financial assets recognised on the balance sheet, maximum exposure to credit risk represents the balance sheet carrying value after allowance for impairment. For off-balance sheet guarantees, the maximum exposure is the maximum amount that Barclays would have to pay if the guarantees were to be called upon. For loan commitments and other credit related commitments that are irrevocable over the life of the respective facilities, the maximum exposure is the full amount of the committed facilities.

This and subsequent analyses of credit risk include only financial assets subject to credit risk. They exclude other financial assets not subject to credit risk, mainly equity securities held in the trading portfolio, as available for sale or designated at fair value, and commodities. Assets designated at fair value in respect of linked liabilities to customers under investment contracts have not been included as the Group is not exposed to credit risk on these assets. Credit losses in these portfolios, if any, would lead to a reduction in the linked liabilities and not result in a loss to the Group.



**Table of Contents**

80 Barclays PLC Annual Report 2011

www.barclays.com/annualreport

**Risk management****Credit risk continued****Maximum exposure and effects of collateral and other credit enhancements (audited)**

	Maximum exposure	Netting and set-off	Collateral	Risk transfer	Net exposure
As at 31 December 2011	£m	£m	£m	£m	£m
<b>On-balance sheet:</b>					
Cash and balances at central banks	106,894				106,894
Items in the course of collection from other banks	1,812				1,812
<b>Trading portfolio assets:</b>					
Debt securities	123,364				123,364
Traded loans	1,374				1,374
<b>Total trading portfolio assets</b>	<b>124,738</b>				<b>124,738</b>
<b>Financial assets designated at fair value:</b>					
Loans and advances	21,960		(7,887)	(76)	13,997
Debt securities	2,095		(22)		2,073
Other financial assets	7,574		(5,541)		2,033
<b>Total financial assets designated at fair value</b>	<b>31,629</b>		<b>(13,450)</b>	<b>(76)</b>	<b>18,103</b>
<b>Derivative financial instruments</b>	<b>538,964</b>	<b>(440,592)</b>	<b>(57,294)</b>	<b>(7,544)</b>	<b>33,534</b>
<b>Loans and advances to banks</b>	<b>47,446</b>	<b>(1,886)</b>	<b>(8,653)</b>	<b>(171)</b>	<b>36,736</b>
<b>Loans and advances to customers:</b>					
Home loans	171,272		(167,581)	(1,130)	2,561
Credit cards, unsecured and other retail lending	64,492	(11)	(16,159)	(2,564)	45,758
Wholesale	196,170	(8,873)	(53,616)	(9,550)	124,131
<b>Total loans and advances to customers</b>	<b>431,934</b>	<b>(8,884)</b>	<b>(237,356)</b>	<b>(13,244)</b>	<b>172,450</b>
<b>Reverse repurchase agreements and other similar secured</b>	<b>153,665</b>		<b>(150,337)</b>		<b>3,328</b>
<b>lending</b>					
Available for sale debt securities	63,610		(219)	(3,532)	59,859
Other assets	2,620				2,620
<b>Total on-balance sheet</b>	<b>1,503,312</b>	<b>(451,362)</b>	<b>(467,309)</b>	<b>(24,567)</b>	<b>560,074</b>
<b>Off-balance sheet:</b>					
Securities lending arrangements	35,996		(35,996)		
Guarantees and letters of credit pledged as collateral security	14,181		(1,699)	(523)	11,959
Acceptances and endorsements	475		(9)		466
Documentary credits and other short-term trade related	1,358		(39)	(49)	1,270
transactions					
Standby facilities, credit lines and other commitments	240,282		(15,522)	(3,829)	220,931
<b>Total off-balance sheet</b>	<b>292,292</b>		<b>(53,265)</b>	<b>(4,401)</b>	<b>234,626</b>
<b>Total</b>	<b>1,795,604</b>	<b>(451,362)</b>	<b>(520,574)</b>	<b>(28,968)</b>	<b>794,700</b>

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

81

**Maximum exposure and effects of collateral and other credit enhancements (audited)**

	Maximum exposure	Netting and set-off	Collateral	Risk transfer	Net exposure
As at 31 December 2010	£m	£m	£m	£m	£m
<b>On-balance sheet:</b>					
Cash and balances at central banks	97,630				97,630
Items in the course of collection from other banks	1,384				1,384
<b>Trading portfolio assets:</b>					
Debt securities	139,240				139,240
Traded loans	2,170				2,170
<b>Total trading portfolio assets</b>	<b>141,410</b>				<b>141,410</b>
<b>Financial assets designated at fair value:</b>					
Loans and advances	22,352		(9,997)	(8)	12,347
Debt securities	1,918		(150)		1,768
Other financial assets	10,101		(7,368)		2,733
<b>Total financial assets designated at fair value</b>	<b>34,371</b>		<b>(17,515)</b>	<b>(8)</b>	<b>16,848</b>
<b>Derivative financial instruments</b>	<b>420,319</b>	<b>(340,467)</b>	<b>(42,795)</b>	<b>(3,202)</b>	<b>33,855</b>
<b>Loans and advances to banks</b>	<b>37,799</b>	<b>(1,699)</b>	<b>(8,915)</b>	<b>(442)</b>	<b>26,743</b>
<b>Loans and advances to customers:</b>					
Home loans	168,055		(163,602)	(1,053)	3,400
Credit cards, unsecured and other retail lending	59,269	(8)	(13,670)	(2,263)	43,328
Wholesale	200,618	(9,477)	(60,099)	(12,443)	118,599
<b>Total loans and advances to customers</b>	<b>427,942</b>	<b>(9,485)</b>	<b>(237,371)</b>	<b>(15,759)</b>	<b>165,327</b>
<b>Reverse repurchase agreements and other similar secured lending</b>	<b>205,772</b>		<b>(200,665)</b>		<b>5,107</b>
<b>Available for sale debt securities</b>	<b>59,629</b>		<b>(218)</b>	<b>(4,532)</b>	<b>54,879</b>
<b>Other assets</b>	<b>2,824</b>				<b>2,824</b>
<b>Total on-balance sheet</b>	<b>1,429,080</b>	<b>(351,651)</b>	<b>(507,479)</b>	<b>(23,943)</b>	<b>546,007</b>
<b>Off-balance sheet:</b>					
Securities lending arrangements	27,672		(27,672)		
Guarantees and letters of credit pledged as collateral security	13,783		(1,282)	(396)	12,105
Acceptances and endorsements	331		(8)		323
Documentary credits and other short-term trade related transactions	1,194		(23)	(85)	1,086
Standby facilities, credit lines and other commitments	222,963		(12,461)	(3,990)	206,512
<b>Total off-balance sheet</b>	<b>265,943</b>		<b>(41,446)</b>	<b>(4,471)</b>	<b>220,026</b>
<b>Total</b>	<b>1,695,023</b>	<b>(351,651)</b>	<b>(548,925)</b>	<b>(28,414)</b>	<b>766,033</b>

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**Table of Contents**

82 Barclays PLC Annual Report 2011

[www.barclays.com/annualreport](http://www.barclays.com/annualreport)

## Risk management

### Credit risk continued

#### Overview

As at 31 December 2011, the Group's net exposure to credit risk after taking into account netting and set-off, collateral and risk transfer remained broadly flat at £794,700m (2010: £766,033m). The extent to which the Group holds mitigation on its assets rose marginally from 55% to 56%.

Of the remaining exposure left unmitigated, a significant portion relates to cash held at central bank, available for sale debt securities issued by governments, cash collateral and settlement balances, all of which are considered lower risk. Trading portfolio liability positions, which to a significant extent economically hedge trading portfolio assets but which are not held specifically for risk management purposes, are excluded from the analysis above. The credit quality of counterparties to derivative, available for sale and wholesale loan assets are predominantly investment grade. Further analysis on the credit quality of assets is presented on pages 104 to 109.

#### Netting and set-off

The Group has the ability to offset asset and liability positions on default or bankruptcy of the borrower. This includes master netting agreements for loans and advances (whether held at amortised cost or fair value).

Derivatives may also be settled net where there is a master agreement in place providing for this in the event of default, reducing the Group's exposure to counterparties on derivative asset positions. The reduction in risk is the amount of the liability held. The Group offsets asset and liability amounts on the balance sheet when it has both the ability and the intention to settle net. The amounts above represent available netting in the event of default of the counterparty.

#### Collateral

The Group has the ability to call on collateral in the event of default of the borrower or other counterparty, comprising:

Home loans: a fixed charge over residential property in the form of houses, flats and other dwellings;

Wholesale lending: a fixed charge over commercial property and other physical assets, in various forms;

Credit cards, unsecured and other retail lending: includes charges over motor vehicle and other physical assets; second lien charge over residential property, which is subordinate to first charge held either by the Group or by another party; and finance lease receivables, for which typically the Group retains legal title to the leased asset and has the right to repossess the asset on the default of the borrower;

Derivatives: cash and non-cash collateral may be held against derivative trades with certain counterparties;

Reverse repurchase agreements: collateral typically comprises highly liquid securities which have been legally transferred to Barclays subject to an agreement to return them for a fixed price; and

Financial guarantees and similar off-balance sheet commitments: cash collateral may be held against these arrangements.

The Group may also obtain collateral in the form of floating charges over receivables and inventory of corporate and other business customers. The value of this collateral varies from period to period depending on the level of receivables and inventory. It is impracticable to provide an estimate of the amount (fair value or nominal value) of this collateral. The Group may in some cases obtain collateral and other credit enhancements at a counterparty level, which are not specific to a particular class of financial instrument. The fair value of the credit enhancement gained has been apportioned across the relevant asset classes.

The carrying value of non-cash collateral reflects the fair value of the physical assets limited to the carrying value of the asset where the exposure is over-collateralised. In certain cases where active markets or recent valuations of the assets are not available, estimates are used. For assets collateralised by residential or commercial property (and certain other physical assets), where it is not practicable to assess current market valuations of each underlying property, values reflect historical fair values updated for movements in appropriate external indices.

For assets collateralised by traded financial instruments, values reflect mark to market or mark to model values of those assets, applying a haircut where appropriate. For further information on loan-to-value ratios in principal home loans portfolios and the Group's policy regarding the valuation of wholesale collateral, refer to pages 97 to 98 and 103 respectively.

The net realisable value from a distressed sale of collateral obtained by the Group upon default or insolvency of a counterparty will in some cases be lower than the carrying value recognised above. Assets obtained are normally sold, generally at auction, or realised in an orderly manner for the maximum benefit of the Group, the borrower and the borrower's other creditors in accordance with the relevant insolvency regulations. For business customers, in some circumstances, where excess funds are available after repayment in full of the outstanding loan, they are offered to any other, lower ranked, secured lenders. Any additional funds are returned to the customer. Barclays does not, as a rule, occupy repossessed properties for its business use or use assets obtained in its operations.

### **Risk transfer**

The Group in some cases holds guarantees, letters of credit and similar instruments from third parties which enable it to claim settlement from them in the event of default on the part of the counterparty. The balances shown represent the notional value of the guarantees held by the Group issued by corporate and financial institutional counterparties. In addition, the Group obtains guarantees from customers in respect of personal loans and smaller business loans, which are not reflected in the above table.

**Table of Contents**

Barclays PLC Annual Report 2011

www.barclays.com/annualreport

83

**Collateral and other credit enhancements obtained**

The carrying value of assets held by the Group as at 31 December 2011 as a result of the enforcement of collateral was as follows:

**Assets received (audited)**

	<b>2011</b>	2010
	<b>Carrying amount</b>	Carrying amount
<b>As at 31 December</b>	<b>£m</b>	£m
Residential property	173	71
Commercial and industrial property	267	14
Other credit enhancements	30	210
<b>Total</b>	<b>470</b>	295

**Concentrations of credit risk**

A concentration of credit risk exists when a number of counterparties are located in a geographical region, or are engaged in similar activities and have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The analyses of credit risk concentrations presented below are based on the location of the counterparty or customer or the industry in which they are engaged.

**Credit risk concentrations by geographical sector (audited)**

	<b>United Kingdom</b>	<b>Europe</b>	<b>Americas</b>	<b>Africa and Middle East</b>	<b>Asia</b>	<b>Total</b>
	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>As at 31 December 2011</b>						
<b>On-balance sheet:</b>						
Cash and balances at central banks	14,631	53,779	27,065	2,418	9,001	106,894
Items in the course of collection from other banks	1,557	88	1	166		1,812
Trading portfolio assets	15,162	23,381	68,835	3,498	13,862	124,738
Financial assets designated at fair value	19,405	3,287	6,724	1,958	255	