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Registered No. 48839

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.

The Group may also make forward-looking statements in other written materials, including other documents filed with or furnished to the SEC. In addition, the Group's senior management may make forward-looking statements orally to analysts, investors, representatives of the media and others. In particular, among other statements, certain statements in the Financial Review and Business Description with regard to management objectives, trends in results of operations, margins, costs, return on equity, risk management, and competition are forward looking in nature. These forward-looking statements can be identified by the fact that they do not

relate only to historical or current facts. Forward-looking statements often use words such as "anticipate," "target," "expect," "estimate," "intend," "plan," "goal," "believe," or other words of similar meaning.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. The Group's actual future results may differ materially from those set out in the Group's forward-looking statements. There are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. Any forward-looking statements made by or on behalf of the Group speak only as of the date they are made. Barclays does not undertake to update forward-looking statements to reflect any changes in the Group's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any further disclosures Barclays may make in documents it files with the SEC.

 Consolidated profit and loss account
For the year ended 31st December 2002

	Note	2002 £m	2001 restated £m	2000 restated £m
Interest receivable:				
Interest receivable and similar income arising from debt securities		2,030	2,383	2,339
Other interest receivable and similar income		10,014	11,075	9,449
		12,044	13,458	11,788
Interest payable		5,839	7,492	6,682
Profit on repurchase of loan capital	1	–	–	2
Net interest income		6,205	5,966	5,108
Fees and commissions receivable		4,454	4,202	3,676
Less: fees and commissions payable		(529)	(465)	(320)
Dealing profits	2	833	1,011	677
Other operating income	3	364	428	353
Operating income		11,327	11,142	9,494
Administrative expenses – staff costs	a	3,757	3,716	3,219
Administrative expenses – other	6	2,312	2,303	1,967
Depreciation and amortisation	7	557	537	306
Operating expenses		6,626	6,556	5,492
Operating profit before provisions		4,701	4,586	4,002
Provisions for bad and doubtful debts	17	1,484	1,149	817
Provisions for contingent liabilities and commitments	8	1	1	(1)
Provisions		1,485	1,150	816
Operating profit		3,216	3,436	3,186
Loss from joint ventures		(5)	(1)	(1)
Loss from associated undertakings		(5)	(8)	(7)
(Loss)/profit on disposal/termination of Group undertakings	9	(3)	(4)	214
Profit on ordinary activities before tax		3,203	3,423	3,392
Tax on profit on ordinary activities	10	955	943	901
Profit on ordinary activities after tax		2,248	2,480	2,491
Minority interests – equity	11	(20)	(31)	(22)
Profit for the financial year attributable to the members of Barclays Bank PLC		2,228	2,449	2,469
Dividends payable to Barclays PLC	c	(1,798)	(1,317)	(1,352)
Dividends payable to preference shareholders	c	–	(5)	(24)
Profit retained for the financial year		430	1,127	1,093

The note numbers refer to the notes on pages 128 to 220, whereas the note letters refer to those on pages 230 to 232.

All results arise from continuing operations. For each of the years reported above, there was no material difference between profit before tax and profit retained and profit on a modified historical cost basis.

The consolidated profit and loss account of Barclays Bank PLC for the year ended 31st December 2002, contains a charge of £2m (2001: £2m, 2000: £nil) within staff costs that is debited directly to reserves in the consolidated accounts of Barclays PLC. The amounts in respect of administration expenses – staff costs, other staff costs, and all related profit and loss items, including profit retained for the financial year on pages 98 to 122, are for Barclays PLC. These amounts should be debited by £2m to reflect those for Barclays Bank PLC (2001: £2m, 2000: £nil).



Statement of total recognised gains and losses For the year ended 31st December 2002

	2002 £m	2001 restated £m	2000 restated £m
Profit for the financial year attributable to the members of Barclays Bank PLC	2,228	2,449	2,469
Exchange rate translation differences	(61)	10	36
Gain arising from transactions with third parties	206	–	–
Other items	8	(24)	8
Joint ventures and associated undertakings	2	(15)	6
Total recognised gains relating to the period	2,383	2,420	2,519
Prior period adjustment (see pages 133 to 134)	(23)	–	–
Total gains and losses recognised including prior period adjustment	2,360	2,420	2,519

 Consolidated balance sheet
As at 31st December 2002

	Note	2002		2001 restated	
		£m	£m	£m	£m
Assets					
Cash and balances at central banks			2,032		1,281
Items in course of collection from other banks			2,335		2,444
Treasury bills and other eligible bills	14		7,645		7,417
Loans and advances to banks – banking		15,369		12,196	
– trading		42,805		35,693	
	15		58,174		47,889
Loans and advances to customers – banking		157,222		146,253	
– trading		45,176		34,240	
	16		202,398		180,493
Debt securities	18		94,229		78,924
Equity shares	19		3,133		3,118
Interests in joint ventures – share of gross assets		242		230	
– share of gross liabilities		(184)		(174)	
	20		58		56
Interests in associated undertakings	20		397		32
Intangible fixed assets	21		3,934		4,091
Tangible fixed assets	22		1,626		1,958
Other assets	24		16,839		18,186
Prepayments and accrued income	26		2,982		2,553
			395,782		348,442
Retail life-fund assets attributable to policyholders	25		7,284		8,170
Total assets			403,066		356,612

The note numbers refer to the notes on pages 128 to 220.



Consolidated balance sheet As at 31st December 2002

	Note	2002		2001 restated	
		£m	£m	£m	£m
Liabilities					
Deposits by banks – banking		48,751		45,837	
– trading		38,683		21,543	
	27		87,434		67,380
Customer accounts – banking		144,078		139,863	
– trading		27,420		23,984	
	28		171,498		163,847
Debt securities in issue	29		45,885		41,846
Items in course of collection due to other banks			1,416		1,550
Other liabilities	30		56,564		42,930
Balances due to Barclays PLC			788		728
Accruals and deferred income	31		4,352		4,377
Provisions for liabilities and charges – deferred tax	32		461		616
Provisions for liabilities and charges – other	33		486		562
Subordinated liabilities:					
Undated loan capital – convertible to preference shares	34		310		345
Undated loan capital – non-convertible	34		6,368		4,709
Dated loan capital – convertible	35		11		–
Dated loan capital – non-convertible	35		4,848		4,933
			380,421		333,823
Minority interests and shareholders' funds					
Minority interests – equity			156		134
Called up share capital	b	2,293		2,286	
Share premium account		5,603		5,475	
Revaluation reserve		24		30	
Profit and loss account		7,285		6,694	
Shareholders' funds – equity	38		15,205		14,485
			15,361		14,619
Retail life-fund liabilities to policyholders	25		395,782		348,442
			7,284		8,170
Total liabilities and shareholders' funds			403,066		356,612
Memorandum items					
Contingent liabilities:					
Acceptances and endorsements	45		2,589		2,460
Guarantees and assets pledged as collateral security			16,043		14,826
Other contingent liabilities			7,914		7,313
			26,546		24,599
Commitments – standby facilities, credit lines and other			101,378		99,917

The note numbers refer to the notes on pages 128 to 220, whereas the note letters refer to those on pages 230 to 232.

 Consolidated statement of changes in reserves
As at 31st December 2002

	2002 £m	2001 restated £m	2000 restated £m
Share premium account			
At beginning of year	5,475	5,269	1,881
Premium arising on shares issued	128	199	3,367
Exchange rate translation differences	–	7	21
At end of year	5,603	5,475	5,269
Revaluation reserve			
At beginning of year	30	35	37
Exchange rate translation differences	–	(1)	(2)
Released on transaction with third parties	(6)	–	–
Other items	–	(4)	–
At end of year	24	30	35
Profit and loss account			
At beginning of year	6,717	5,750	4,747
Prior year adjustment	(23)	(4)	(10)
Restated as at 1st January 2002	6,694	5,746	4,737
Profit retained	430	1,127	1,093
Redemption of preference shares	–	(148)	(149)
Exchange rate translation differences	(61)	4	19
Goodwill written back on disposals	10	–	–
Gain arising from transaction with third parties	212	–	–
Other items	–	(35)	12
At end of year	7,285	6,694	5,712
Total reserves	12,912	12,199	11,016

The Group operates in a number of countries subject to regulations under which a local subsidiary undertaking has to maintain a minimum level of capital. The current policy of the Group is that local capital requirements are met, as far as possible, by the retention of profit. Certain countries operate exchange control regulations which limit the amount of dividends that can be remitted to non-resident shareholders. It is not possible to determine the amount of profit retained and other reserves that is restricted by these regulations, but the net profit retained of overseas subsidiaries, associated undertakings and joint ventures at 31st December 2002 totalled £1,038m (2001: £1,149m, 2000: £953m). If such overseas reserves were to be remitted, other tax liabilities, which have not been provided for in the accounts, might arise.

Accumulated exchange rate translation differences are £491m debit (2001: £430m debit, 2000: £440m debit).

Goodwill amounting to £205m (2001: £215m, 2000: £215m) has been charged directly against reserves in the current and prior years in respect of acquisitions. This amount is net of any goodwill attributable to subsidiary undertakings disposed of prior to the balance sheet date.



Consolidated cash flow statement For the year ended 31st December 2002

	Note	2002		2001 restated		2000 restated	
		£m	£m	£m	£m	£m	£m
Net cash inflow from operating activities	d		7,447		3,831		8,499
Dividends received from joint ventures and associated undertakings			1		3		1
Returns on investments and servicing of finance:							
Interest paid on loan capital and other subordinated liabilities		(607)		(598)		(370)	
Preference dividends paid		–		(5)		(24)	
Dividends paid to minority shareholders		(23)		(17)		(10)	
Net cash outflows from returns on investment and servicing of finance			(630)		(620)		(404)
Tax paid			(828)		(1,004)		(636)
Capital expenditure and financial investment:							
Capital expenditure		(301)		(351)		(365)	
Sale of property and equipment		289		152		112	
Purchase of investment securities		(28,128)		(20,173)		(14,490)	
Redemption of investment securities		10,247		5,704		5,666	
Sale of investment securities		11,137		13,338		4,115	
Net cash outflow from capital expenditure and financial investment			(6,756)		(1,330)		(4,962)
Acquisitions and disposals:							
Net cash outflow from formation of FirstCaribbean International Bank Ltd	51	(160)		–		–	
Acquisition of subsidiary undertakings	54	(451)		(36)		(2,421)	
Sale of Group undertakings		–		–		13	
Sale of other Group undertakings	51	(1)		42		307	
Net cash inflow/(outflow) from acquisitions and disposals			(612)		6		(2,101)
Equity dividend paid:			(1,796)		(1,254)		(1,217)
Net cash outflow before financing			(3,174)		(368)		(820)
Financing: e							
Issue of loan capital and other subordinated liabilities (net of expenses)		2,173		3,019		2,211	
Redemption/repurchase of loan capital and other subordinated liabilities		(376)		(715)		(212)	
Issue of ordinary shares		135		210		195	
Redemption of preference shares		–		(148)		(149)	
Issue of shares to minority interests		35		–		–	
Net cash inflow from financing			1,967		2,366		2,045
(Decrease)/Increase in cash	53		(1,207)		1,998		1,225

The note numbers refer to the notes on pages 128 to 220, whereas the note letters refer to those on pages 230 to 232.

(a) Administrative expenses – staff costs

	2002 £m	2001 £m	2000 £m
Salaries and accrued incentive payments	3,159	3,149	2,655
Social security costs	240	243	178
Pension costs	(27)	(17)	(31)
Post-retirement health care	15	–	1
Other staff costs	370	341	416
	3,757	3,716	3,219

Staff costs reported above for 2002 include £124m (2001: £114m 2000: £171m) of exceptional costs relating to staff reductions and relocations under the 2002, 2001: and 2000 restructuring plans. For details of amounts relating to the administration staff (2001 and 2000 additionally the regulated sales force of Barclays Financial Management Limited) and average number of employees see note 4 on page 143.

(b) Called up share capital

Ordinary shares

The authorised ordinary share capital of the Bank, at 31st December 2002, was 3,000m (2001: 3,000m) ordinary shares of £1 each.

	2002 £m	2001 £m
Called up share capital, allotted and fully paid		
At beginning of year	2,286	2,275
Issued for cash	7	11
At end of year	2,293	2,286

Preference shares

The authorised preference share capital of the Bank is 150m (2001: 150m) shares of \$0.01 each. There are no preference shares outstanding at 31st December 2002 (2001: nil).

In the event of the conversion of the Series E Notes (see page 164), the Series E1 and E2 Preference Shares would be redeemable at the option of the Bank, in full on or after 30th April 2003.

In the event of a winding up, the holders of preference shares will be entitled to receive, before any distribution of assets is made to holders of ordinary shares of Barclays Bank PLC, liquidating distributions in the amounts of Series E1, \$20 and Series E2, \$5 per share plus an amount equal to accrued and unpaid dividends for the current quarterly dividend period to the date of commencement of the winding up.

The holders of preference shares are not entitled to receive notice of, or to attend or vote at, any general meeting of Barclays Bank PLC, except where there has been a failure to pay the equivalent of six consecutive quarterly dividends (in which case they may appoint two additional Directors) or where a resolution is proposed for the adoption by shareholders providing for the winding up of the Bank. However, Series E1 Preference shareholders may receive notice of and attend the general meeting called for the purpose and vote on that resolution.

(c) Dividends

	2002 £m	2001 £m	2000 £m
On ordinary shares			
Interim dividends	1,010	635	733
Final interim dividend	788	682	619
	1,798	1,317	1,352

These dividends are paid to enable Barclays PLC to fund its dividends to its shareholders and, in 2002, to fund the repurchase by Barclays PLC of ordinary share capital at a total cost of £546m (2001: total cost of £101m), and to fund contributions of £46m (2001: £105m) made by Barclays PLC to the QUEST (see page 140) to enable the purchase of new Barclays PLC ordinary shares on the exercise of options under the SAYE Share Option Scheme.

Series D1 and Series D2 Preference shares were redeemed on 29th March 2001. Dividends paid in respect of these preference shares were \$7m (£5m) in 2001 and \$35m (£24m) in 2000.

In the event of the conversion of the Series E Notes, the annual dividends, expressed as a percentage of the liquidation values, on the Series E1 and E2 Preference Shares would be 9.25%.

(d) Reconciliation of operating profit to net cash flow from operating activities

	2002 £m	2001 £m	2000 £m
Net cash inflow from operating activities of Barclays PLC (see note 50)	7,391	3,799	8,486
Increase in balance due by Barclays Bank PLC to Barclays PLC	56	32	13
Net cash inflow from operating activities of Barclays Bank PLC	7,447	3,831	8,499

(e) Changes in financing during the year

	Undated loan capital £m	Dated loan capital £m	Ordinary shares £m	Share premium £m	Minority interests £m
Barclays Bank PLC					
At beginning of year (restated)	5,054	4,933	2,286	5,475	134
Exchange rate and other movements	(220)	(27)	–	–	(13)
Net cash inflow from financing	1,844	(47)	7	128	35
At end of year	6,678	4,859	2,293	5,603	156

(f) Segmental analysis

	2002		2001 restated		2000 restated	
	£m	%	£m	%	£m	%
By geographical segments (a)						
Attributable profit						
UK	2,023	90	1,925	79	2,014	82
Other European Union	284	13	347	14	252	10
United States	(161)	(7)	48	2	41	2
Rest of the World	82	4	129	5	162	6
	2,228	100	2,449	100	2,469	100

Note

(a) For the basis of the geographical analysis, see Analyses by geographical segments and classes of business on page 134.

(g) Differences between UK and US accounting principles – Barclays Bank PLC

The following table summarises the significant adjustments to consolidated attributable profit (net income under US GAAP) and shareholders' funds (shareholders' equity under US GAAP) which would result from the application of US GAAP instead of UK GAAP.

	2002 £m	2001 £m	2000 £m
Net income (US GAAP) of Barclays PLC Group (from page 203)	2,476	2,695	2,195
Preference share dividends and other appropriations of Barclays Bank PLC	104	102	57
Share compensation charge in Barclays Bank PLC shown as reserve movement in Barclays PLC	(2)	(2)	–
Net income (US GAAP) of Barclays Bank PLC Group	2,578	2,795	2,252

	Note	2002 £m	2001 £m
Shareholders' funds (UK GAAP) of Barclays Bank PLC Group		15,205	14,485
Goodwill	(a)	298	71
Core deposit intangible	(b)	(140)	(76)
Pension cost	(c)	(848)	(462)
Post-retirement benefits	(c)	(50)	(32)
Leasing – lessor		(166)	(159)
Leasing – lessee		–	10
Deferred tax	(e)	–	32
Share compensation schemes	(f)	–	(191)
Shareholders' interest in the long-term assurance fund	(g)	(549)	(658)
Revaluation of property	(j)	(241)	(313)
Fair value on securities	(i)	515	387
Dividend payable		788	682
Extinguishment of liabilities		(159)	–
Provisions for restructuring of business	(l)	16	38
Internal use software	(n)	81	288
Derivatives	(p)	1,273	628
Loan origination fees		91	60
Fair value amortisation credit	(a)	17	9
Reserve Capital Instruments		1,771	1,872
Tax effect on the above UK/US GAAP reconciling items		(56)	(26)
Shareholders' equity (US GAAP) of Barclays Bank PLC Group		17,846	16,645

The notes refer to those parts of note 63 on pages 204 to 218.



	2002	2001	2000	1999	1998
	%	restated %	restated %	restated %	restated %
Selected financial statistics					
Attributable profit as a percentage of: average total assets (note (a))	0.5	0.6	0.8	0.7	0.6
average shareholders' funds	14.7	17.3	24.6	21.2	17.0
Average shareholders' funds as a percentage of average total assets (note (a))	3.5	3.7	3.3	3.5	3.3
Selected profit and loss account data					
	£m	£m	£m	£m	£m
Interest receivable	12,044	13,458	11,788	9,320	9,952
Interest payable	5,839	7,492	6,682	4,696	5,644
Profit on redemption/repurchase of loan capital	–	–	2	3	3
Non-interest income	5,122	5,176	4,386	3,769	3,063
Operating expenses	6,626	6,556	5,492	5,144	4,915
Provisions – bad and doubtful debts	1,484	1,149	817	621	492
– contingent liabilities and commitments	1	1	(1)	1	76
Loss from joint ventures	(5)	(1)	(1)	(1)	–
(Loss)/income from associated undertakings	(5)	(8)	(7)	(13)	22
Loss on sale or termination of BZW businesses	–	–	–	(30)	(3)
(Loss)/profit on disposal of other Group undertakings	(3)	(4)	214	(108)	4
Write-down of fixed asset investments	–	–	–	–	(4)
Profit before tax	3,203	3,423	3,392	2,478	1,910
Attributable profit	2,228	2,449	2,469	1,799	1,369
Selected balance sheet data					
	£m	£m	£m	£m	£m
Shareholders' funds	15,205	14,485	13,183	8,493	7,854
Dated and undated loan capital	11,537	9,987	7,720	4,597	3,734
Deposits by banks, customer accounts and debt securities in issue	304,817	273,073	240,607	191,781	161,049
Loans and advances to banks and customers	260,572	228,382	198,536	156,194	132,722
Total assets	403,066	356,612	316,186	254,830	219,514

Note

(a) For the purposes of this summary, the retail life-fund assets attributable to policyholders have been excluded from average total assets.