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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.

Barclays report on remuneration

Statement from the Chairman of the Board Remuneration Committee (the Committee)

The primary purpose of the Committee is to determine the Group's policy on the remuneration of executive Directors and the specific remuneration packages for each of the executive Directors. The Committee is made up exclusively of non-executive Directors, and executive Directors play no part in determining their own remuneration.

This Report describes the current components of the Group's remuneration policy and details the remuneration during 2002 of each of the Directors. This will be the first year that the Report will be put to shareholders for approval at the AGM.

The Committee has continued to apply the three fundamental principles of accountability, transparency and linkage with performance in its deliberations throughout the year and in preparing this Report.

Barclays emphasis on reward for performance, and alignment with shareholders' interests, is illustrated by the following points:

- » Executive Directors' annual cash bonuses for 2002 are significantly lower than in 2001. This recognises that Barclays economic profit¹ performance for 2002, while higher than for 2001, was at the lower end of the target range.
- » As shown in the table on page 46, the executive Directors have a very substantial personal interest in Barclays shares, through shares they own, and shares and options held in employee share plans on their behalf. As the table illustrates, movements in the Barclays share price have had a major effect on the value of these holdings.
- » The performance conditions set for the Incentive Share Option Plan, as described in the Remuneration Report, are cumulative economic profit performance¹, and total shareholder return relative to 11 competitor companies. These are both good measures of the value created for shareholders. The options are granted at market price, and they will only deliver value to the executive Directors if Barclays achieves sustained share price growth.

The Committee unanimously recommend that you vote in favour of this Report at the AGM.

Sir Nigel Rudd

Board Remuneration Committee Chairman

Note 1: Economic profit is defined as profit after tax and minority interests plus certain gains (and losses) reported within the statement of total recognised gains and losses where they arise from the Group's business activities and are in respect of transactions with third parties, less a charge for the cost of average shareholders' funds (which includes purchased goodwill).

Note 2: Towers Perrin have given and not withdrawn their written consent to the issue of this document with the inclusion of references to their name in the form and context in which it appears.

Board Remuneration Committee members

The Committee comprises the following non-executive Directors:

Sir Nigel Rudd, Chairman David Arculus Sir Brian Jenkins Sir Nigel Mobbs Graham Wallace

Sir Nigel Mobbs is due to retire from the Board at the 2003 AGM.

The Committee members are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.

The constitution and operation of the Committee comply with the Best Practice Provisions on Directors' Remuneration in the Combined Code of the UK Listing Authority.

Advisers to the Committee

The Committee has access to executive remuneration consultants to ensure that it receives the best independent advice. The selection of advisers is at the discretion of the Committee Chairman. Advisers are appointed by the Committee for specific pieces of work, as necessary, and are required to disclose any potential conflict of interest to the Committee.

During 2002, Towers Perrin² advised the Committee on the latest market developments in executive compensation. Towers Perrin has also advised the Company on other human resource related issues including advice in the area of employee reward, pensions and employee communication.

The Chairman of the Board, Group Chief Executive and Group Human Resources Director also advise the Committee, but are not permitted to participate in discussions or decisions relating to their own remuneration. The Human Resources Director is responsible for personnel matters within Barclays, is not a Board Director, and is not appointed by the Committee.

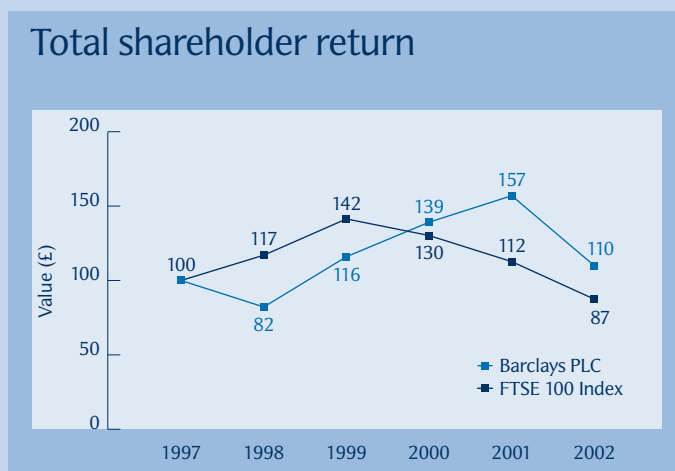
Our remuneration policy

We are committed to using reward to support a strong performance oriented culture in which excellence is expected at every level in the organisation. Employees can expect outstanding reward for outstanding performance.

The remuneration policy is:

- » To align the interests of employees with those of the shareholders to create value;
- » To recognise excellent performance of the Group, business and individual;
- » To encourage the right behaviours to achieve excellent performance;
- » That reward is to be commercially competitive; and
- » That reward is to be transparent, well communicated and easily understood.

Barclays reward programmes are designed to support and facilitate generation of total shareholder return. The graph below shows the total shareholder return for the FTSE 100 Index and Barclays since 31st December 1997. The FTSE 100 is the 100 largest UK quoted companies by market capitalisation. It has been chosen because it is a widely recognised performance comparison for large UK companies. It shows the value, by the end of 2002, of £100 invested in Barclays on 31st December 1997 compared with the value of £100 invested in the FTSE 100 Index. This shows that Barclays out-performed the FTSE 100 for this period.



The reward package for executive Directors

The reward package for the executive Directors and other senior executives comprises:

- » Base salary;
- » Annual bonus including the Executive Share Award Scheme (ESAS);
- » The Incentive Share Option Plan (ISOP); and
- » Pension and other benefits.

The Committee reviews the elements of the reward package relative to the practice of other comparable organisations.

The sections that follow explain how each of the elements of remuneration listed above is structured. Each part of the package is important and has a specific role in achieving the aims of the remuneration policy. The combined potential earnings from bonus and ISOP outweigh the other elements. Annual bonus and ISOP are subject to performance conditions, thereby placing more reward at risk. The component parts for each Director are detailed in tables accompanying this Report.

Base Salary

This is a fixed cash sum, payable monthly. The Remuneration Committee reviews salaries each year as part of the total reward package, recognising market practice and individual contribution.

Annual bonus including Executive Share Award Scheme (ESAS)

The annual bonus for executive Directors is linked to Group economic profit performance and individual performance. Bonuses (including ESAS) for 2002 were 67% of base salary at 31st December 2002 for the Group Chief Executive and between 50% and 62% of base salary for other executive Directors. This represents a total reduction in executive Directors' bonuses of 39% since the previous year.

In addition, the former Deputy Group Chief Executive, John Stewart, received a bonus for his work on Woolwich integration as detailed in the tables accompanying this Report.

Up to 75% of any bonus award is normally paid as cash and the balance as a mandatory award of shares under ESAS. (See page 47 for details.)

Incentive Share Option Plan (ISOP)

The ISOP is designed to provide the opportunity for individuals to receive rewards for creating sustained shareholder value growth. Under the ISOP, participants are granted options over Barclays PLC ordinary shares which are exercisable at the market price at the time of grant. The number of shares over which options can be exercised depends upon Barclays performance against specific targets. In establishing the performance targets, the Committee has sought to encourage excellent business performance. The two measures of performance used are economic profit (EP) growth and total shareholder return (TSR). These were chosen because they are both good measures of the value created for shareholders. EP is an audited measure which is used as a key internal value creation metric.

The Committee agrees a target ISOP award for each executive Director taking account of market practice for comparable positions and ranges for other positions. A proportion of the target award for executive Directors is subject to the EP measure and a proportion to the TSR measure.

1 Growth in Economic Profit

All participants have some options related to cumulative EP, measured over three years. This measure encourages both profitable growth and the efficient use of capital.

Where cumulative EP is above the target range at the end of the three-year performance period, options over double the number of target award shares will become exercisable. Where cumulative EP is below the target range at the end of the three-year performance period, options over half of the target award shares will become exercisable. Where EP is below the three-year cumulative EP for the previous three years, the options lapse. This is described, for the 2002 awards, in the following table.

EP Ranges for 2002 Grant of ISOP for Performance Period 2002 to 2004

Performance achieved	Number of shares under option that become exercisable
Above the 'Target' range, (i.e. the 3-year cumulative EP for the performance period is above £5,100m)	2 x Target Award
In the 'Target' range (i.e. the 3-year cumulative EP for the performance period is between £4,000m and £5,100m)	1 x Target Award
Below the 'Target' range (i.e. the 3-year cumulative EP for the performance period is below £4,000m)	0.5 x Target Award
EP growth is not positive (i.e. the 3-year cumulative EP for the performance period is not more than the cumulative EP for the previous 3-year period)	Zero

2 Total Shareholder Return (TSR)

For the most senior participants, a proportion of the shares under option are subject to a tougher performance condition based on TSR measured against a financial services peer group approved by the Committee. This peer group comprises 11 UK and internationally based financial institutions which have been chosen to reflect Barclays business mix. For the performance period 2002 – 2004 the initial peer group is ABN Amro, Abbey National, BBVA, BNP Paribas, Citigroup, Deutsche Bank, HBOS, HSBC, Lloyds TSB, Royal Bank of Scotland and Standard Chartered.

If the Company is ranked first, second or third in the peer group, then the options will become exercisable over quadruple, triple or double the target award shares, respectively. If the Company is ranked fourth, fifth or sixth in the peer group, the options will become exercisable over the target award shares. However, if the Company is ranked below sixth after three years, there will be a retest on the fourth anniversary, over the full four-year period. If the Company is not ranked sixth or higher after four years, the options will lapse.

The method for measuring relative performance is shown in the table that follows, together with the multiple of target award.

Performance achieved in the TSR ranking scale out of 12 financial institutions including Barclays	Number of shares under option that become exercisable
1st place	4 x Target Award
2nd place	3 x Target Award
3rd place	2 x Target Award
4th – 6th place	1 x Target Award
7th – 12th place	Zero

Note: Under the TSR condition, the ability to exercise is also subject to the condition that EP for the three-year performance period is greater than the previous performance period.

Options must normally be held for three years before they can be exercised and lapse ten years after grant if not exercised.

Sharesave

All eligible employees including executive Directors have the opportunity to participate in Barclays Sharesave Scheme. Sharesave is an Inland Revenue approved all-employee share plan the terms of which do not permit performance conditions to be attached to the exercise of options. Under the plan, participants are granted options over Barclays PLC ordinary shares. Each participant may save up to £250 per month to purchase Barclays shares at a discount. For the 2002 grant, the discount was 20% of the market value at the time the option was granted.

Share Incentive Plan

The Share Incentive Plan was introduced in January 2002. It is an Inland Revenue approved all-employee share plan. The plan is open to all eligible UK employees including executive Directors. Under the plan, participants are able to purchase up to £125 worth of Barclays PLC ordinary shares each month, which if kept in trust for five years can be withdrawn from the plan tax-free. Any shares in the plan will earn dividends in the form of additional shares, which must normally be held by the trustee for three years before being eligible for release.

Pensions

A pension is payable on retirement at contractual retirement date (normally 60), and is calculated either by reference to an executive Director's length of service and pensionable salary or to a money purchase arrangement, depending upon date of hire. Matthew Barrett is not a member of the Group's main pension schemes. A notional fund was accrued on his behalf outside the pension scheme (see page 45 for further details).

Service Contracts

The Group has service contracts with its Chairman, executive Directors and senior executives. Non-executive Directors do not have service contracts. The service contracts do not have a fixed term but provide for a notice period from the Group of one year and normally for retirement at age 60¹. The Committee's policy is that executive Directors' contracts should allow for termination with reasonable notice from the Company, except in circumstances of summary dismissal when notice is not given.

The service contract with Matthew Barrett, who will be standing for re-election at the 2003 AGM, provides for a notice period of one year in line with the other executive Directors. If Mr Barrett's contract is terminated following a change of control of Barclays, pre-determined compensation is payable equivalent to twice annual basic salary, pension contribution, bonus and other benefits. Exceptionally, the Committee decided to retain this provision in Mr Barrett's contract at the time of renewal of his first contract with the Group in March 2002 in order to retain the services of an executive with a global reputation in a competitive market for talent. None of the other executive Directors has a similar clause in their service contracts.

The Committee has considered what arrangements should apply in the event of termination of the contract. The Committee's approach when considering payments in the event of termination is to examine individual circumstances including the reason for termination, contractual notice period and share scheme rules relating to contract termination and take a decision based on this information.

¹ Effective dates of employment contracts: Sir Peter Middleton 1st May 1999; Matthew Barrett 1st January 2002; Chris Lendrum 15th June 1992; John Varley 1st April 1998.

Forward looking statement

The Committee will keep the existing remuneration arrangements, as detailed in this Report, under review during 2003 and ensure that Barclays reward programmes remain competitive and provide appropriate incentive for performance. No significant changes to reward arrangements for executive Directors are expected. However, as usual, there will be individual reviews of base salary, annual bonus (including ESAS) and ISOP awards. The performance targets for incentive plans will also be reviewed to ensure alignment with Group strategy.

Non-executive Directors

The Board determines the fees of non-executive Directors. The Board's policy is that fees should reflect individual responsibilities and membership of Board Committees. The Board, during 2002, has increased the basic fee for our non-executive Directors to £50,000 per annum, to take account of the ever-growing importance, responsibility and time that the role demands.

Barclays encourages its non-executive Directors to build up a holding in the Company's shares. £20,000 of their basic Director's fee is used to buy shares in the Company for each non-executive Director. These shares, together with reinvested dividends, are retained on behalf of the non-executive Directors until they retire from the Board. They are included in the table of Directors' interests in ordinary shares of Barclays PLC on page 51. Non-executive Directors do not participate in share schemes for employees.

Sir Nigel Mobbs will be retiring at the 2003 AGM. Sir Nigel Rudd, Dr Jürgen Zech and Professor Sandra Dawson will be standing for re-election at the 2003 AGM.

2002 Annual Remuneration^(a)

	Salary & fees £000	Benefits (b) £000	Annual cash bonus £000	Integration Bonus £000	2002 Total £000	2001 Total £000	Executive Share Award Scheme ESAS (c)	
							2002 £000	2001 £000
Chairman								
Sir Peter Middleton (d)	513	15	–	–	528	409	–	–
Executive								
MW Barrett	1,100	81	516	–	1,697	1,862	223	331
CJ Lendrum	400	10	150	–	560	664	65	117
JM Stewart (e)	460	12	230	900	1,602	779	–	135
JS Varley	460	9	199	–	668	797	86	149
Non-executive (f)								
TDG Arculus	52	–	–	–	52	43	–	–
HM Cropper	52	–	–	–	52	42	–	–
Sir Brian Jenkins	100	–	–	–	100	100	–	–
Sir Nigel Mobbs	79	–	–	–	79	70	–	–
Sir Nigel Rudd	57	–	–	–	57	49	–	–
SG Russell	58	–	–	–	58	44	–	–
GM Wallace	52	–	–	–	52	26	–	–
Dr Jürgen Zech (g)	21	–	–	–	21	–	–	–
Former Director								
Sir Andrew Large (h)	169	–	–	–	169	175	–	–

Notes

(a) Emoluments include amounts, if any, payable by subsidiary undertakings and by other companies where services are undertaken at the Group's request.

(b) The Chairman and executive Directors receive benefits in kind, which may include life cover, the use of a company owned vehicle, or cash equivalent, and medical health insurance on similar terms to other senior executives.

(c) The amounts shown for ESAS 2002 represent payments which are expected to be made by the trustee to fund the provisional allocation of shares in 2003, including a maximum potential 30% bonus share element. Refer to page 47 for further details about ESAS.

(d) Sir Peter Middleton receives pension payments through the Barclays Bank Retirement Plan. Details of the payments are not included since this is a pension in payment relating to his Barclays service prior to becoming Chairman.

(e) John Stewart led the second phase of the Woolwich integration process for the period from July 2001 to the end of 2002. The Board considered that it was important to the success of the integration process to reward and retain Mr Stewart in this period to maximise shareholder value through further synergies. On 11th July 2001, Mr Stewart was therefore granted a special bonus opportunity of up to a maximum value of £900,000 payable on or before 31st March 2003 based upon the level of his achievement by 31st December 2002 of three performance metrics which include cost savings and business development. The Committee has assessed Mr Stewart's performance and awarded the maximum bonus of £900,000. Mr Stewart has resigned as a Director with effect from 27th February 2003.

(f) Fees to non-executive Directors include an amount of not less than £20,000 which, after tax, is used to buy Barclays PLC ordinary shares for each non-executive Director. Further details are provided on page 43.

(g) Fees for Dr Jürgen Zech are in respect of service since his appointment as non-executive Director on 30th July 2002.

(h) Sir Andrew Large resigned from the Board with effect from 3rd September 2002.



Executive Directors' annual pension accrued assuming retirement at contractual age^{(a)(e)(f)}

	Age at 31st December 2002	Years of service	Accrued pension at 31st December 2001 £000	Pension accrued during 2002 (including increase for inflation) £000	Accrued pension at 31st December 2002 £000	Transfer value of accrued pension at 31st December 2001 £000	Transfer value of accrued pension at 31st December 2002 £000	Increase in transfer value during the year £000	Other contributions made in 2002 £000
Executive									
MW Barrett (b)	58	3	–	–	–	–	–	–	990
CJ Lendrum (c)	55	33	224	14	238	3,146	3,415	269	–
JM Stewart (d)	53	25	235	10	245	3,058	3,218	160	–
JS Varley (c)	46	20	151	16	167	1,502	1,693	191	–

Notes

(a) Pension accrued during 2002 represents the increase in accrued pension which occurred during the entire year. All pensions are reviewed annually, with a guaranteed increase in line with retail price inflation, up to a maximum of 5%.

(b) Matthew Barrett is not a member of the Group's main pension schemes. A notional fund was accrued on his behalf outside the pension scheme. In the event of Mr Barrett's death before retirement, a capital sum of up to four times salary would be payable.

(c) The Group has a closed non-contributory pension scheme, Barclays Bank UK Retirement Fund – 1964 Pension Scheme ('1964 Scheme') which provides that, in the case of death before retirement, a capital sum of up to four times salary is payable, together with a spouse's pension of approximately 50% of the member's prospective pension at retirement. For death in retirement, a spouse's pension of approximately 50% of the member's pre-commutation pension is payable. If a member, granted a deferred pension, dies before their pension becomes payable, their widow/widower will immediately be paid a pension of 50% of their deferred pension. In all circumstances, children's allowances are payable, usually up to the age of 18. Enhanced benefits are payable if a member is unable to work as the result of serious ill health. Chris Lendrum and John Varley are members of the '1964 Scheme' and are entitled to enhanced benefits that will give them two-thirds of their pensionable salary at age 60.

(d) John Stewart is entitled to a pension of up to two-thirds of pensionable salary at age 60. For service to 30th June 2001, Mr Stewart accrued pension rights in The Woolwich Pension Fund. The Woolwich Pension Fund is similar to the '1964 Scheme' except that employees contribute at the rate of 3% of pensionable salary. From 1st July 2001, Mr Stewart became a member of the Group's '1964 Scheme' for future pension accrual. Mr Stewart has resigned as a Director with effect from 27th February 2003.

(e) The accrued pension amounts at the end of the year are the value if the Director left service on that date.

(f) The transfer values have been calculated in a manner consistent with 'Retirement Benefit Schemes – Transfer Values (GN11)' published by the Institute of Actuaries and the Faculty of Actuaries.

 Executive Directors: Illustration of change in value of shares owned beneficially, or held under option or award under employee share plans during the year^{(a)(g)}

	Number at 31st December 2002					Total	Notional	Notional	Change in
	Shares owned beneficially (b)	Executive Share Award Scheme	Executive Share Option Scheme	Incentive Share Option Plan (d)	Sharesave		value based on share price of £5.6875 (e) £000	value based on share price of £3.85 (f) £000	
Executive									
MW Barrett	263,384	185,724	766,628	2,596,000	3,064	3,814,800	5,077	1,731	(3,346)
CJ Lendrum	202,860	91,164	–	348,000	6,626	648,650	1,986	1,140	(846)
JM Stewart (c) (h)	4,050	25,940	396,516	240,000	5,588	672,094	1,095	201	(894)
JS Varley	247,448	195,704	–	360,000	4,096	807,248	2,842	1,706	(1,136)

Notes

(a) The register of Directors' interests which shows full details of Directors' current share awards and options, is available for public inspection at the Group's Head office in London.

(b) The number shown includes shares held under the Profit Sharing Scheme and the Share Incentive Plan.

(c) The number shown under the Executive Share Option Scheme (ESOS) column includes the Barclays shares under option under The Woolwich Executive Share Option Plan (The Woolwich ESOP).

(d) The number of shares shown represent the target award shares under option.

(e) The value is based on the share price as at 1st January 2002. The notional value of shares under option under the Incentive Share Option Plan (ISOP), ESOS, Woolwich ESOP and Sharesave have been set at zero where the market price at 1st January 2002 is lower than the exercise price per share.

(f) The value is based on the share price as at 31st December 2002. The notional value of shares under option under ISOP, ESOS, Woolwich ESOP and Sharesave have been set at zero where the market price at 31st December 2002 is lower than the exercise price per share.

(g) All the numbers in the table have been restated for the 4 for 1 share split approved by shareholders at the AGM on 25th April 2002.

(h) John Stewart resigned as a Director with effect from 27th February 2003.

The closing market price at 31st December 2002 was 385p, during the year the highest and lowest prices were 624p and 355p respectively.

Under ESAS, ISOP, ESOS and The Woolwich ESOP, nothing was paid by a participant on the grant of options.



Executive Directors: shares provisionally allocated and shares under option under Executive Share Award Scheme (ESAS)^{(a)(e)}

	During 2002				Number at 31st December 2002	Nil cost option granted at 3rd anniversary (c)	Date from which exercisable	Awarded in 2003	
	Number at 1st January 2002	Awarded in respect of the results for 2001	Released (b)	Market price at release date £				Latest expiry date	in respect of the results for 2002 (d)
Chairman									
Sir Peter Middleton	9,564	–	(9,564)	5.27	–	–	–	–	–
Executive									
MW Barrett	121,816	63,908	–	–	185,724	–	–	–	60,225
CJ Lendrum	73,988	22,560	(5,384)	5.27	91,164	24,896	23/03/01	25/02/04	17,520
JM Stewart (f)	–	25,940	–	–	25,940	–	–	–	–
JS Varley	213,268	28,828	(46,392)	5.27	195,704	107,740	23/03/01	25/02/04	23,214

Notes

(a) The size of any award under ESAS is subject to the same Group and individual performance criteria as the annual bonus. Awards under ESAS are granted in the form of provisional allocations over Barclays PLC ordinary shares, which do not give rise to any entitlement to these shares. Normally, the trustees will permit the executive to call for the shares from the end of the third year from grant of an award by granting a right to acquire shares (a nil cost option) exercisable for two years. As this nil cost option is part of the structure of an ESAS award described above, which is a deferred share award scheme, it would not be appropriate to attach a performance condition to the exercise of options. If the right is not exercised, the trustees may at the end of the fifth year release all of the shares, including bonus shares equal to 30% of the basic award. If the right is exercised, an executive may lose the opportunity of receiving one-third of the bonus shares. The number of shares shown in the table includes the bonus shares.

(b) The trustees may release additional shares to participants which represent accumulated net dividends in respect of shares under award. During 2002, the trustees released the following accumulated dividend shares – 2,720 to Sir Peter Middleton, 1,544 to Chris Lendrum and 11,972 to John Varley. These are not awarded as part of the original award and consequently are not included in the Released column.

(c) The shares under option shown in this column are already included in the numbers shown at 1st January 2002 and relate to provisional allocations made in 1998 and 1999 except that the figures do not include accumulated dividend shares under option as follows: 1,776 shares for Chris Lendrum and 7,792 shares for John Varley. Under ESAS, a participant pays £1 to exercise an option, irrespective of the number of shares involved. No options were either exercised or lapsed during the year.

(d) The awards in respect of 2002 were made in February 2003. The shares awarded represent shares purchased by the trustees after 18th February 2003 at £3.71 in respect of a recommendation by the Company for an award, including a maximum potential 30% bonus shares, of £223,438 to Matthew Barrett, £65,000 to Chris Lendrum and £86,125 to John Varley.

(e) All the numbers in the table have been restated for the 4 for 1 share split approved by shareholders at the AGM on 25th April 2002.

(f) John Stewart resigned as a Director with effect from 27th February 2003.

Executive Directors: shares under option under Incentive Share Option Plan (ISOP)^{(a)(b)(e)}

	During the year (c)						Shares due to vest in 2003 (d)	Exercise price per share £	Date from which exercisable	Expiry Date
	Number held as at 1st January 2002		Granted		Number held as at 31st December 2002					
	Target Award Shares 000	Maximum number over which potentially exercisable 000	Target Award Shares 000	Maximum number over which potentially exercisable 000	Target Award Shares 000	Maximum number over which potentially exercisable 000				
MW Barrett										
2002										
EP	–	–	40	80	40	80	–	5.20	20/03/05	19/03/12
TSR	–	–	1,960	7,840	1,960	7,840	–	5.20	20/03/05	19/03/12
2001										
EP	40	80	–	–	40	80	–	5.34	12/03/04	11/03/11
TSR	300	1,200	–	–	300	1,200	–	5.34	12/03/04	11/03/11
2000										
EP	40	80	–	–	40	80	80	3.90	18/05/03	17/05/10
TSR	216	864	–	–	216	864	432	3.90	18/05/03	17/05/10
CJ Lendrum										
2002										
EP	–	–	40	80	40	80	–	5.20	20/03/05	19/03/12
TSR	–	–	80	320	80	320	–	5.20	20/03/05	19/03/12
2001										
EP	40	80	–	–	40	80	–	5.34	12/03/04	11/03/11
TSR	80	320	–	–	80	320	–	5.34	12/03/04	11/03/11
2000										
EP	40	80	–	–	40	80	80	3.90	18/05/03	17/05/10
TSR	68	272	–	–	68	272	136	3.90	18/05/03	17/05/10
JM Stewart (f)										
2002										
EP	–	–	40	80	40	80	–	5.20	20/03/05	19/03/12
TSR	–	–	80	320	80	320	–	5.20	20/03/05	19/03/12
2001										
EP	40	80	–	–	40	80	–	5.34	12/03/04	11/03/11
TSR	80	320	–	–	80	320	–	5.34	12/03/04	11/03/11
JS Varley										
2002										
EP	–	–	40	80	40	80	–	5.20	20/03/05	19/03/12
TSR	–	–	80	320	80	320	–	5.20	20/03/05	19/03/12
2001										
EP	40	80	–	–	40	80	–	5.34	12/03/04	11/03/11
TSR	80	320	–	–	80	320	–	5.34	12/03/04	11/03/11
2000										
EP	40	80	–	–	40	80	80	3.90	18/05/03	17/05/10
TSR	80	320	–	–	80	320	160	3.90	18/05/03	17/05/10

Notes

(a) The Register of Directors' interests which shows full details of Directors' current share awards and options, is available for inspection at the Group's head office in London.

(b) For details of the performance targets which must be satisfied for options to become exercisable and the extent to which options will become exercisable see pages 41 and 42.

(c) No options either lapsed or were exercised during the year and therefore are not shown in the table. As there were no options exercised during the year, the table does not show the market price on the exercise date.

(d) The 2000 grant is due to vest on 18th May 2003. The number of shares due to vest represents the number over which an option may be exercised after the third anniversary from grant, as determined by the Committee in respect of the performance conditions attached to the options originally set at the time of the grant of the option. The shares under option that are not due to vest will lapse. The result of the economic profit performance against the target has resulted in two times the Target Award vesting. The result of the relative TSR performance target against the comparator group of companies placed Barclays in 3rd position with a vesting multiplier of two times the Target Award.

(e) All the numbers in the table have been restated for the 4 for 1 share split approved by shareholders at the AGM on 25th April 2002.

(f) John Stewart resigned as a Director with effect from 27th February 2003.

 Executive Directors: shares under option under Sharesave^{(a)(b)(d)}

	During 2002		Information as at 31st December 2002				
	Number held at 1st January 2002	Granted	Number at 31st December 2002	Exercise price per share £	Weighted average exercise price £	Date from which exercisable	Latest expiry date
MW Barrett	3,064	–	3,064	–	3.16	01/11/03	30/04/04
CJ Lendrum	3,912	2,714	6,626	–	2.61	01/11/03	30/04/06
JM Stewart (c)	5,588	–	5,588	–	3.08	01/07/03	31/12/03
JS Varley	4,096	–	4,096	–	4.11	01/11/06	30/04/07

Notes

(a) The Register of Directors' Interests which shows full details of Directors' current share awards and options is available for inspection at the Group's Head office in London.

(b) Please see page 42 for details of the Sharesave scheme. No options were either exercised or lapsed during the year.

(c) John Stewart was previously awarded an option over Woolwich plc shares. This option was rolled over into an option over Barclays PLC shares in accordance with the scheme of arrangement for the acquisition of Woolwich plc. These figures represent option held under the Woolwich plc Sharesave Scheme. Mr Stewart resigned as a Director with effect from 27th February 2003.

(d) All the numbers in the table have been restated for the 4 for 1 share split approved by shareholders at the AGM on 25th April 2002.

Directors: Closed Group incentive schemes (Performance Share Plan (PSP), Executive Share Option Scheme (ESOS) and Woolwich Executive Share Option Plan (ESOP))

In addition, executive Directors continue to have interests under the PSP, ESOS and Woolwich plc 1998 ESOP schemes (as indicated in the table below). No further awards will be made under these schemes. Under PSP, executives were awarded a right to acquire shares, the number of which is determined by the Company's relative TSR performance against a FTSE 100 index comparator group of companies. If ranked in the top 25 positions, awards would vest in full. If ranked below 60th position, none would vest. If between 26th and 60th, vesting would be pro-rata. Under the ESOS, options granted (at market value) to executives were exercisable only if the growth in earnings per share of the Company over a three year period was, at least, equal to the percentage increase in the UK Retail Prices Index plus 6%, over the same period. The performance targets for the 1997, 1998 and 1999 ESOS grants were met.

Under the ESOP, options originally granted over Woolwich plc shares at market value were exercised in 2001 or exchanged, in accordance with the proposals made under the Offer to acquire the Woolwich, for options over Barclays PLC shares. Under the rules of ESOP, the performance conditions attached to the exercise of options were disapplied on acquisition of Woolwich plc by Barclays.

Directors: awards under closed Group incentive schemes^{(a)(e)}

	Number at 1st January 2002	During the year			Number at 31st December 2002	Exercise price per share £	Market Price on exercise date £	Weighted average exercise price	Date from which exercisable	Latest expiry date
		Granted	Exercised	Lapsed						
MW Barrett (b)										
ESOS	766,628	–	–	–	766,628	–	–	4.43	04/10/02	03/10/09
PSP	191,656	–	(191,656)	–	–	n/a	3.88	–	–	–
CJ Lendrum										
ESOS	60,000	–	(60,000)	–	–	1.76	6.06	–	–	–
PSP (c)	55,928	–	(55,928)	–	–	n/a	4.39	–	–	–
JM Stewart (f)										
Woolwich ESOP (d)	536,052	–	(69,420) (70,116)	–	396,516	3.85 4.22	5.59 5.94	3.65	14/12/02	16/02/10
JS Varley										
PSP (c)	55,928	–	(55,928)	–	–	n/a	4.39	–	–	–

Notes

(a) The register of Directors' interests which shows full details of Directors' current share awards and options, is available for public inspection at the Group's head office in London.

(b) The independent trustee of the Barclays Group (PSP and ESOS) employees' benefit trust granted Matthew Barrett a share award in 1999 comprising (i) an option on similar terms to options granted under ESOS and (ii) an award on similar terms to awards granted under PSP except that no exercise price was payable as the award was granted as a provisional allocation. For convenience these are described as granted under ESOS and PSP in the above table.

(c) Under PSP, a participant pays £1 to exercise an award, irrespective of the number of shares involved.

(d) Under The Woolwich ESOP, John Stewart held an option over Woolwich plc shares. This was rolled over into a new option over Barclays PLC shares under the terms of The Woolwich ESOP in accordance with proposals offered to all Woolwich employees participating in The Woolwich ESOP following the acquisition of Woolwich plc.

(e) All the numbers in the table have been restated for the 4 for 1 share split approved by shareholders at the AGM on 25th April 2002.

(f) John Stewart resigned as a Director with effect from 27th February 2003.



Directors: interests in ordinary shares of Barclays PLC^{(a)(e)}

	At 1st January 2002 (b)(e)		At 31st December 2002	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
Chairman				
Sir Peter Middleton	154,376	6,000	163,748	6,000
Executive				
MW Barrett	104,356	–	263,384	–
CJ Lendrum (f)	169,044	–	202,860	–
JM Stewart (c)	4,024	–	4,050	–
JS Varley (f)	178,616	–	247,448	–
Non-executive				
TDG Arculus	9,764	–	11,391	–
HM Cropper	7,972	–	9,703	–
Sir Brian Jenkins	2,540	105,200	3,576	105,200
Sir Nigel Mobbs	44,492	20,000	46,327	20,000
Sir Nigel Rudd	6,928	–	8,604	–
SG Russell	5,084	–	7,125	–
GM Wallace	2,124	–	3,704	–
Dr Jürgen Zech (d)	–	–	2,500	–

Notes

(a) Beneficial interests in the table above represent shares held by Directors, either directly or through a nominee, their spouse and children under 18. They include any interests held through the 1991 UK Profit Sharing Schemes (PSS) and the Share Incentive Plan, but do not include any awards under ESAS, ISOP, PSP, ESOS, Sharesave schemes or under the Woolwich Sharesave or the Woolwich plc 2000 Sharesave Scheme (together The Woolwich Sharesave scheme), or the ESOP. At 31st December 2002, Sir Peter Middleton and the executive Directors together with other senior executives were potential beneficiaries in respect of a total of 70,656,045 Barclays PLC ordinary shares (1st January 2002: 41,920,308) held by the trustees of the Barclays Group Employees' Benefit Trusts. At 12th February 2003, a total of 70,651,234 shares were held by the trustees.

(b) Or date appointed to the Board if later.

(c) At 31st December 2002 John Stewart together with other senior executives from Woolwich plc, was a potential beneficiary in respect of a total of 1,883,196 Barclays PLC ordinary shares held by the trustee of the Woolwich Qualifying Employee Share Ownership Trust. At 12th February 2003 a total of 1,833,196 shares were held by the trustees.

(d) Appointed with effect from 30th July 2002.

(e) Restated for the 4 for 1 share split approved by shareholders at the AGM on 25th April 2002.

(f) Between 31st December 2002 and 12th February 2003, John Varley and Chris Lendrum each purchased 68 ordinary shares through the Share Incentive Plan.