

CITIZENS & NORTHERN CORP  
 Form 4  
 November 05, 2007

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 DECAMP R ROBERT

2. Issuer Name and Ticker or Trading Symbol  
 CITIZENS & NORTHERN CORP  
 [CZNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/19/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

PO BOX 57

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WELLSBORO, PA 16901

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	10/19/2007		J <sup>(1)</sup>	V 50 A \$ 19.6777	3,948	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECAMP R ROBERT PO BOX 57 WELLSBORO, PA 16901	X			

## Signatures

Jessica R. Brown for R. Robert DeCamp under Power of Attorney dated 8/23/07 11/05/2007

\_\_Signature of Reporting Person
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend of 10/19/07 posted to D/R Account

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tom" BGCOLOR="#f5f5f5">

*Internal Pricing and Incentives*

Barclays actively manages the composition and duration of the balance sheet and of contingent liabilities through the transfer of liquidity premium directly to business units. Liquidity premiums are charged and credited to businesses according to the behavioural life of assets and liabilities and contingent risk. These transfer pricing mechanisms are designed to ensure that liquidity risk is reflected in product pricing and performance measurement, thereby ensuring that the Liquidity Framework is integrated into business level decision making to drive the appropriate mix of sources and uses of funds.

*Early Warning Indicators*

Barclays monitors a range of market indicators for early signs of liquidity risk either in the market or specific to Barclays, a sample of which are shown in the table below. These are designed to immediately identify the emergence of increased liquidity risk to maximise the time available to execute appropriate mitigating actions. Deterioration in Early Warning Indicators supports the decision to invoke the Group's Contingency Funding Plan, which provides a framework for how the liquidity stress would be managed.

Examples of Early Warning Indicators		
Change in composition of deposits	Deterioration in liquidity stress tests	Rising funding costs
Widening CDS spreads	Change in maturity profile	Repo haircut widening

## **Table of Contents**

Barclays approach to managing risks

### **Management of funding risk**

#### *Contingency Funding Plan and Recovery Resolution Plan*

Barclays maintains a Contingency Funding Plan (CFP), which is designed to provide a framework where a liquidity stress could be effectively managed. The CFP is proportionate to the nature, scale and complexity of the business and is tested to ensure that it is operationally robust. The CFP details the circumstances in which the plan could be invoked, including as a result of adverse movements in Liquidity Early Warning Indicators. As part of the plan the Barclays Treasurer has established a Liquidity Management Committee (LMC). On invocation of the CFP by the Executive Committee (ExCo), the LMC would meet to identify the likely impact of the event on the Group and determine the response, which would be proportionate to the nature and severity of the stress.

The CFP's key objectives are to provide the Group with a range of options to ensure the viability of the firm in a stress, set consistent Early Warning Indicators and enable the Group to be adequately prepared to respond to stressed conditions. The Group continues to work closely with the PRA on developing the resolution plan.

#### **Capital Risk:**

##### **Overview**

Capital risk is the risk that the Group has insufficient capital resources to:

- Meet minimum regulatory requirements in the UK and in other jurisdictions such as the United States and South Africa where regulated activities are undertaken. The Group's authority to operate as a bank is dependent upon the maintenance of adequate capital resources;
- Support its credit rating. A weaker credit rating would increase the Group's cost of funds; and
- Support its growth and strategic options.

##### **Organisation and structure**

Capital Management is integral to the Group's approach to financial stability and sustainability management and is therefore embedded in the way businesses and legal entities operate. Capital demand and supply is actively managed on a centralised basis, at a business level, at a local entity level and on a regional basis taking into account the

regulatory, economic and commercial environment in which Barclays operates.

The Group's Capital Management strategy is driven by the strategic aims of the Group and the risk appetite set by the Board. The Group's objectives are achieved through well embedded capital management practices:

### Primary objectives

Provide a viable and sustainable business offering by maintaining adequate capital to cover the Group's current and forecast business needs and associated risks

Ensure the Group and legal entities maintain adequate capital to withstand the impact of the risks that may arise under the stressed conditions analysed by the Group

Support a strong credit rating

### Core practices

- ; Maintain a capital plan on a short term and medium term basis aligned with strategic objectives, balancing capital generation of the business with business growth and shareholder distributions

- ; Meet minimum regulatory requirements at all times in the UK and in all other jurisdictions that the Group operates in, such as the United States and South Africa where regulated activities are undertaken

- ; Perform Group-wide internal and regulatory stress tests

- ; Maintain capital buffers over regulatory minimums

- ; Develop contingency plans for severe (stress management actions) and extreme stress tests (recovery actions)

- ; Maintain capital ratios aligned with rating agency expectations

### Capital planning

Capital forecasts are managed on a top-down and bottom-up analysis through both Short Term (1 Year) and Medium Term (3 year) financial planning cycles. Barclays' capital plans are developed with the objective of maintaining capital that is adequate in quantity and quality to support the Group's risk profile, regulatory and business needs, including Transform financial targets. As a result, the Group holds a diversified capital base that provides strong loss absorbing capacity and optimised returns.

Barclays' capital plans are continually monitored against relevant internal target capital ratios to ensure they remain appropriate, and that risks to the plan, including possible future regulatory changes, are considered.

Local management ensures compliance with an entity's minimum regulatory capital requirements by reporting to local Asset and Liability Committees with oversight by the Group's Treasury Committee, as required.

### Regulatory requirements

Capital planning is set in consideration of minimum regulatory requirements in all jurisdictions in which the Group operates. Barclays' regulatory capital requirements are determined by the PRA under the Basel III and CRD IV

frameworks.

Under these regulatory frameworks, capital requirements are set in consideration of the level of risk that the firm is exposed to which is measured through both risk-weighted assets (RWAs) and leverage.

Capital held to support the level of risk identified is set in consideration of minimum ratio requirements and internal buffers. Capital requirements are set to support the firm's level of risk both on a going concern basis and in resolution.

### **Target ratios**

The Group's capital plan and target ratios are set in consideration of our risk profile, business and CRD IV requirements. The Group's targets include;

## **Table of Contents**

### **Barclays approach to managing risks**

#### **Management of funding risk**

A CRD IV fully loaded CET1 ratio of greater than 11% in 2016 in line with our Transform targets

A total capital ratio of at least 17% by 2019 comprising;

- CET1 of between 11.5-12% which includes a 10.6% minimum CET1 ratio requirement (including Pillar 2A but excluding counter-cyclical buffer) and an internal management buffer of up to 1.5%

- 2.0% Additional Tier 1(including Pillar 2A)

- 2.9% Tier 2(including Pillar 2A)

#### **Leverage**

In addition to the Group's capital structure, target ratios have also been set in respect of both the PRA's leverage ratio requirement of 3% and the FPC's final recommendations of its leverage review published 31 October 2014.

The review recommends a minimum leverage ratio requirement, a supplementary leverage ratio buffer applicable to globally systemically important banks and a countercyclical leverage ratio buffer. These recommendations would result in a fully phased in leverage ratio of 3.7% for Barclays (based on current G-SIFI and Countercyclical Buffer assumptions) applicable by 2018. We expect however to achieve a leverage ratio of greater than 4% by 2016 in line with our Transform targets.

#### **Regulatory reform**

Additional capital requirements will also arise from other regulatory reforms, including both UK, EU and US proposals on bank structural reform, current EBA Minimum Requirement for own funds and Eligible Liabilities (MREL) proposals under EU Bank Recovery Resolution Requirement Directive (BRRD) and Financial Stability Board (FSB) Total Loss-Absorbing Capacity (TLAC) proposals for globally systemically important banks. Given many of the proposals are still in draft form and subject to change, the impact is still being assessed.

#### **Governance**

The Group and legal entity capital plans are underpinned by the Capital Risk Framework, which includes capital management policies and practices approved by the Treasury Committee. These plans are implemented consistently in order to deliver on the Group objectives.

The Board approves the Group capital plan, stress tests and recovery plan. The Treasury Committee manages compliance with the Group's capital management objectives. The Committee reviews actual and forecast capital demand and resources on a monthly basis. The Board Risk Committee annually reviews risk appetite and then analyses the impacts of stress scenarios on the Group capital forecast in order to understand and manage the Group's projected capital adequacy.

### **Monitoring and managing capital**

Capital is monitored and managed on an ongoing basis through;

**Stress testing:** Internal stress testing is undertaken to quantify and understand the impact of sensitivities on the capital plan and capital ratios, arising from 1 in 7 year and 1 in 25 year stresses. Actual recent economic, market and peer institution stresses are used to inform the assumptions of stress tests and assess the effectiveness of mitigation strategies.

The Group also undertakes stress tests prescribed by the PRA and ECB. Legal entities undertake stress tests prescribed by their local regulators. These stress tests inform decisions on the size and quality of capital buffer required and the results are incorporated into the Group capital plan to ensure adequacy of capital under normal and severe, but plausible stressed conditions.

**Risk mitigation:** As part of the stress testing process actions are identified that should be taken to mitigate the risks that could arise in the event of material adverse changes in the current economic and business outlook.

As an additional layer of protection, the Barclays Recovery Plan defines the actions and implementation strategies available for the Group to increase or preserve capital resources in the event that stress events are more extreme than anticipated. In addition, the strong regulatory focus on resolvability has continued in 2014,

from both UK and international regulators. The Group continues to work with the authorities on recovery and resolution planning (RRP), and the detailed practicalities of the resolution process, including the provision of information that would be required in the event of a resolution, so as to enhance Barclays' resolvability.

**Senior Management awareness and transparency:** Barclays Treasury works closely with Central Risk, businesses and legal entities to support a proactive approach to identifying sources of capital ratio volatilities which are considered in the Group's capital plan. Capital risks against firm-specific and macroeconomic early warning indicators are monitored and reported to Treasury Committee, associated with clear escalation channels to senior management.

Capital management information is readily available at all times to support the Executive Management's strategic and day-to-day business decision making, as may be required.

The Group submits its Board approved ICAAP document to the PRA on an annual basis, which forms the basis of the Individual Capital Guidance (ICG) set by the PRA.

**Capital allocation** Capital allocations are approved by the Group Executive committee and monitored by the Treasury Committee, taking into consideration the risk appetite, growth and strategic aims of the Group. Barclays Bank PLC (BBPLC) is the primary source of capital to its legal entities. Regulated legal entities are, at a minimum, allocated adequate capital to meet their current and forecast regulatory and business requirements.

**Transferability of capital** The Group's policy is for surplus capital held in Group entities to be repatriated to BB PLC in the form of dividends and/or capital repatriation, subject to local regulatory requirements, exchange controls and tax implications. This approach provides optimal flexibility on the re-deployment of capital across legal entities. The Group is not aware of any material impediments to the prompt transfer of capital resources, in line with the above



policy, or repayment of intra-group liabilities when due.

**Foreign exchange risk** The Group has capital resources and risk weighted assets denominated in foreign currencies. Changes in foreign exchange rates result in changes in the Sterling equivalent value of foreign currency denominated capital resources and RWAs. As a result, the Group's regulatory capital ratios are sensitive to foreign currency movements.

The Group's capital ratio management strategy is to minimise the volatility of the capital ratios caused by foreign exchange rate movements. To achieve this, the Group aims to maintain the ratio of foreign currency CET1, Tier 1 and Total capital resources to foreign currency RWAs the same as the Group's consolidated capital ratios.

The Group's investments in foreign currency subsidiaries and branches, to the extent that they are not hedged for foreign exchange movements, translate into GBP upon consolidation creating CET1 capital resources sensitive to foreign currency movements. Changes in the GBP value of the investments due to foreign currency movements are captured in the currency translation reserve, resulting in a movement in CET1 capital.

To create foreign currency Tier 1 and Total Capital resources additional to the CET1 capital resources, the Group issues, where possible, debt capital in non-Sterling currencies. This is primarily achieved by the issuance of debt capital from Barclays PLC or Barclays Bank PLC in USD and EUR, but can also be achieved by subsidiaries issuing capital in local currencies, such as Barclays Africa Group Limited in South Africa.

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

Barclays PLC Pillar 3 Report 2014 | 159

---

**Table of Contents**

Barclays approach to managing risks

**Management of reputation, conduct and environmental risks**

This section provides an analysis of the management of reputation, conduct and environmental risk.

- ; Reputation risk is the risk of damage to the Barclays brand arising from association, action or inaction which is perceived by stakeholders to be inappropriate or unethical (see pages 161 and 162)
- ; Conduct risk is the risk that detriment is caused to our customers, clients, counterparties or the Group and its employees because of inappropriate judgement in the execution of our business activities (see pages 163 and 164)
- ; Environmental risk arises either directly where the Group takes commercial land as collateral; indirectly where environmental issues may impact the credit worthiness of a borrower; or from damage to the Group's image through association with clients, transactions or projects, if perceived by external stakeholders to be environmentally damaging (see page 164)

## **Table of Contents**

Barclays approach to managing risks

## **Management of reputation, conduct and environmental risks**

### **Reputation risk**

The risk of damage to the Group's brand arising from any association, action or inaction which is perceived by stakeholders (e.g. customers, clients, colleagues, shareholders, regulators, opinion formers) to be inappropriate or unethical.

#### Overview

Damage to the Group's brand and consequent erosion of our reputation reduces the attractiveness of the Group to stakeholders and may lead to negative publicity, loss of revenue, regulatory or legislative action, loss of existing and potential client business, reduced workforce morale and difficulties in recruiting talent. Ultimately it may destroy shareholder value.

Reputation risk may arise in many different ways, for example:

- ┆ Failure to act in good faith and in accordance with the Group's values and code of conduct;
- ┆ Failure (real or perceived) to comply with the law or regulation, or association (real or implied) with illegal activity;
- ┆ Failures in corporate governance, management or technical systems;
- ┆ Failure to comply with internal standards and policies;
- ┆ Association with controversial sectors or clients;
- ┆ Association with controversial transactions, projects, countries or governments;
- ┆ Association with controversial business decisions, including but not restricted to, decisions relating to: products (in particular new products), delivery channels, promotions/advertising, acquisitions, branch representation, sourcing/supply chain relationships, staff locations, treatment of financial transactions; and
- ┆ Association with poor employment practices.

In each case, the risk may arise from failure to comply with either stated or expected norms, which are likely to change over time, so an assessment of reputation risk cannot be static. If not managed effectively, stakeholder expectations of responsible corporate behaviour will not be met.

The Group designated reputation risk as a Principal Risk and developed procedures and resources, including the Reputation Risk Principal and Key Risk Framework (the Framework), to support businesses and functions in dealing

with reputation risks arising in their areas of activity. This Framework aligned to the overarching Group ERMF. In 2015 reputation risk has been re-designated as a Key Risk under the Conduct Risk Principal Risk.

The Framework sets out what is required to ensure reputation risk is managed effectively and consistently across the Group. Reputation risk is by nature pervasive and can be difficult to quantify, requiring more subjective judgement than many other risks. The Framework is designed explicitly in the light of that subjectivity and, together with supporting tools, policies and procedures, provides a holistic view of how the Group managed reputation risk during the year.

The following policies, tools and guidance support the Group's businesses and functions in implementing the requirements of the Framework:

- **The Barclays Way (Code of Conduct):** sets out in one place what it means to work in the Group and the standards and behaviours expected of all colleagues. It gives examples of how the Barclays Values should be put into practice in decision-making and highlights the responsibility of individuals to challenge poor practice whenever and wherever it occurs;
- **The Barclays Guide:** outlines the Group's governance framework and contains information about how the Group organises, manages and governs itself;
- **Reputation Risk Appetite:** is the level of risk that the Group is prepared to accept while pursuing its business strategy, recognising a range of possible outcomes as business plans are implemented; and
- **The Barclays Lens:** is an assessment tool made up of five simple questions designed to ensure that the interests of our customers, clients, shareholders and communities are taken into account in the decisions we make every day. The Lens is applied alongside other decision-making tools to help the Group move beyond legal, regulatory and compliance concerns to consider broader societal impacts and opportunities.

## Organisation and Structure

## **Table of Contents**

### **Barclays approach to managing risks**

#### **Management of reputation, conduct and environmental risks**

The reputation risk governance structure links the Board of Barclays Bank PLC, senior management and other fora to create a vehicle for the oversight of reputation risk. The Conduct and Reputational Risk Committee (CRRC) is the designated Key Risk forum for Reputation Risk.

The Group Reputation Committee is a sub-committee of the CRRC, from which it derives its authority. It has license to investigate any matters within its responsibilities and obtain information as required from any employee of the Group, and to make decisions to resolve reputation issues escalated to it.

Each business (and function where appropriate) has a clearly defined procedure for escalation of reputation risks as part of their risk oversight process. This includes a reputation risk sub-committee (or equivalent) of their Executive Committee, which has representation from appropriate specialists e.g.: the Head of Communications. Business Risk Oversight Committee meetings consider all Principal Risks, and reputation risk as a Key Risk under conduct risk, as they relate to the associated businesses or region.

#### **Roles and responsibilities**

The principal responsibility for managing reputation risk lies with each business and function and, firstly, with the individuals responsible for making decisions that could impact Barclays reputation. There will, however, be circumstances where it is necessary to escalate the evaluation of the reputation risk associated with particular decisions beyond an individual, business or function.

The Group's businesses and functions escalate material reputation risk issues to the Group Reputation Committee via their risk oversight process, which has a specified means of considering reputation related issues on an ad hoc basis as they arise (e.g.: a reputation risk sub-committee or equivalent). Issues may merit escalation due to i) the degree of risk involved; ii) the fact that the issue sets a significant precedent; or iii) the fact that the issue impacts on more than one of the Group's businesses.

Each business (and function/region where appropriate) submits quarterly KRI reports to the Group Reputation Risk team, highlighting their most significant current and potential reputation risks and issues and how they are being managed. Reputation risk reporting takes the following forms:

- ¡ Quarterly reporting of key reputation risks via Business Risk Oversight Committees to Group Reputation Committee and CRRC;
  
- ¡ Six monthly reputation risk horizon scan reports, including current and emerging priority reputation risks to BCORR; and

j Ad hoc review of identified reputationally controversial issues/ transactions/relationships by business reputation committees, with escalation to Group Reputation Committee, where required.

## **Table of Contents**

Barclays approach to managing risks

## **Management of reputation, conduct and environmental risks**

### **Conduct risk**

Conduct risk is the risk that detriment is caused to customers, clients, counterparties or the Group because of inappropriate judgement in the execution of the Group's business activities.

#### Overview

The Group defines, manages and mitigates conduct risk with the goal of providing good customer outcomes and protecting market integrity. The Group has defined ten outcomes which are positive indicators that it is delivering good customer outcomes and protecting market integrity:

- ; Culture places customer interests at the heart of our strategy, planning, decision making and judgements;
- ; Strategy is to develop long term banking relationships with our customers by providing products and services that meet their needs and do not cause detriment;
- ; Does not disadvantage or exploit customers, customer segments or markets and does not distort market competition;
- ; Proactively identifies conduct risks and intervene before they crystallise by managing, escalating and mitigating them promptly;
- ; Products, services and distribution channels are designed, monitored and managed to provide value, accessibility, transparency, and to meet the needs of our customers;
- ; Provides banking products and services that meet our customers' expectations and perform as represented. Representations are accurate and comprehensible so customers understand the products and services they are purchasing;
- ; Addresses any customer detriment and dissatisfaction in a timely and fair manner;

- ; Safeguards the privacy of personal data;
  
- ; Does not conduct or facilitate market abuse; and
  
- ; Does not conduct or facilitate financial crime.

## Organisation and Structure

The CRRC is a sub-committee of the BCORR. The principal purpose of the CRRC is to review and monitor the effectiveness of Barclays' management of Conduct and Reputation Risk.

The Conduct Risk Committee (CRC) is a senior executive body responsible for the oversight and challenge of conduct risk and the control environment within Barclays. The output of the CRC are presented to the CRRC and BCORR.

In addition, specific committees monitor conduct risk and the control environment at the business level.

### Roles and responsibilities

The Conduct Risk Principal Risk Framework (PRF) comprises a number of elements that allows the Group to manage and measure its conduct risk profile. The PRF is implemented across the Group:

- ; Vertically, through an organisational structure that requires all businesses to implement and operate their own conduct risk framework that meets the requirements detailed within the ERMF; and

- ; Horizontally, with Group Key Risk Officers (KROs) required to monitor information relevant to their Key Risk from each element of the Conduct Risk PRF.

The primary responsibility for managing conduct risk and compliance with control requirements is with the business where the risk arises. The Conduct Risk Accountable Executive for each business is responsible for ensuring the implementation of and compliance with the Group Conduct Risk framework.

The Conduct Principal Risk Owner is responsible for owning and maintaining an appropriate Group-wide Conduct Risk PRF and for overseeing Group-wide Conduct Risk management.

Businesses are required to report their conduct risks on both a quarterly and an event-driven basis. The quarterly reports detail conduct risks inherent within the business strategy and include forward-looking horizon-scanning analysis as well as backward-looking evidence-based indicators from both internal and external sources.

Business-level reports are reviewed within Compliance. Compliance then creates Group-level reports for consideration by CRC, CRRC and BCORR. The Group periodically assesses its management of conduct risk through



independent audits and addresses issues identified.

Event-driven reporting consists of any risks or issues that breach certain thresholds for severity and probability. Any such risks or issues must be promptly escalated to the business and the appropriate KRO.

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

Barclays PLC Pillar 3 Report 2014 | 163

## **Table of Contents**

### **Barclays approach to managing risks**

### **Management of reputation, conduct and environmental risks**

#### Management of Conduct Risk

Conduct risk management includes the following elements:

**Conduct material risk assessments:** accountable executives must complete a top-down assessment of their business model and strategy. The analysis should take into consideration both internal (e.g. historic and current business strategy and banking activities) and external factors (e.g. economic and regulatory environment). This must identify all conduct risks arising from the business model, strategy or banking activity and must include recommendations and management actions to address the conduct risks identified. These assessments must then be presented to Business Risk Oversight Committees. These assessments are reflected in Conduct Risk Reports.

**Conduct risk appetite:** conduct risk is a non-financial risk and is intrinsic in all of the Group's banking activities. There is no appetite for customer detriment resulting from inappropriate judgements in the execution of its business activities. Conduct risk appetite is aligned to the Group Risk Appetite Framework. BCORR considers and recommends to the Board for approval, via the BEWRC, the Group's conduct risk appetite statement.

**Conduct risk reporting:** accountable executives must produce a quarterly Conduct Risk Report which documents their businesses' approach to understand, monitor, manage and control conduct risk.

**Risk and issue reporting:** risk and issue reporting provides additional senior management visibility of any conduct risks or issues that breach certain severity and probability thresholds. Thresholds have been set across the Group; any risk or issue that breaches these must be reported to BCORR (via CRRC). In addition, any risks or issues that breach more significant probability thresholds must also be escalated promptly to the business and the appropriate KRO.

**Business conduct performance management information:** businesses are expected to evaluate how effectively they are managing conduct risks including against metrics that align with the Key Risk Frameworks and the ten outcomes. Barclays is developing a range of business specific and Group metrics and measures which will further improve its ability to monitor and assess the identification and management of conduct risks.

#### Environmental Risk

The Group has a dedicated Environmental Risk Management team which is a part of the central Credit Risk Management function, recognising that environment is a mainstream credit risk issue. Environmental issues are required considerations in credit risk assessment, and environmental risk standards are included in the Wholesale Credit Risk Control Framework.

The Group's approach to environmental credit risk management addresses risk under any of three categories:

**Direct Risk** can arise when the Group takes commercial land as collateral. In many jurisdictions, enforcement of a commercial mortgage by the bank, leading to possession, potentially renders the Group liable for the costs of

remediating a site if deemed by the regulator to be contaminated, including for pre-existing conditions. In the UK, the Group's approach requires commercial land, if being pledged as collateral, to be subject to a screening mechanism. Assessment of the commercial history of a piece of land and its potential for environmental contamination helps ensure any potential environmental degradation is reflected in the value ascribed to that security. It also identifies potential liabilities which may be incurred by the Group, if realisation of the security were to become a possibility.

**Indirect Risk** can arise when environmental issues may impact the creditworthiness of the borrower. For instance, incremental costs may be incurred in upgrading a business's operations to meet emerging environmental regulations or tightening standards. In other circumstances, failure to meet those standards may lead to fines. Environmental impacts on businesses may also include shifts in the market demand for goods or services generated by our customers, or changing supply chain pressures. Environmental considerations affecting our clients can be varied. The bank has developed a series of environmental risk briefing notes, covering ten broad industry headings ranging from Agriculture and Fisheries to Oil and Gas, from Mining and Metals to Utilities and Waste Management. These briefing notes are available to colleagues in business development and credit risk functions across the organisation, outlining the nature of environmental and social risks of which to be aware, as well as the factors which mitigate those risks.

**Reputation Risk** may arise and cause damage to the Group's image, through association with clients, their transactions or projects if these are perceived by external stakeholders to be environmentally damaging. Where the Group is financing infrastructure projects which have potentially adverse environmental impacts, the Group's Client Assessment and Aggregation policy and supporting Environmental and Social Risk Standard will apply. This policy identifies the circumstances in which the Group requires due diligence to include assessment of specialist environmental reports. These reports will include consideration of a wide range of the project's potential impacts including on air, water and land quality, on biodiversity issues, on locally affected communities, including any material upstream and downstream impacts, and working conditions together with employee and community health and safety. Adherence to the Environmental and Social Risk Standard is the mechanism by which Barclays fulfils the requirements of the Equator Principles. These Principles are an internationally recognised framework for environmental due diligence in project finance. Barclays was one of the four banks which collaborated in developing the Principles, ahead of their launch in 2003 with 10 adopting banks. There are now 80 banks worldwide which have adopted the Equator Principles (see [www.equator-principles.com](http://www.equator-principles.com)).

Further details on the Group approach to environmental risk management can be found at [barclays.com](http://barclays.com), in the section on Citizenship; the way we do business, Sustainability Risk in Lending.

**Table of Contents**

Appendices

**Contents**

	Page
i <u>Appendix A PD, LGD, RWA and Exposure by country</u>	166
i <u>Appendix B Disclosure on asset encumbrance</u>	169
i <u>Appendix C Remuneration disclosures</u>	170
i <u>Appendix D CRD IV reference</u>	172
i <u>Location of risk disclosures</u>	179
i <u>Index of tables</u>	181

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

Barclays PLC Pillar 3 Report 2014 I 165

**Table of Contents****Appendices****Appendix A PD, LGD, RWA and Exposure by country**

The following tables show IRB data for countries in which Barclays is active where the IRB RWA amount is more than 1% of the Group total for any asset class. The countries are shown in descending order of aggregated total RWAs for all asset classes.

**Table 74: PD, LGD, RWA and Exposure values by country for IRB all asset classes****Asset Class all asset classes**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	3.37%	32.2%	93,659	279,633	Brazil	0.41%	46.6%	704	1,159
United States	0.68%	37.8%	20,693	64,969	India	0.26%	54.4%	661	996
South Africa	5.25%	35.1%	20,367	38,472	Belgium	0.78%	49.5%	553	1,906
Italy	3.63%	28.0%	7,115	17,959	Mexico	3.52%	49.5%	547	973
Germany	1.29%	54.2%	4,208	11,876	Korea	0.18%	48.1%	367	1,287
Spain	5.65%	29.9%	3,986	12,875	Austria	0.70%	46.8%	346	816
France	0.24%	40.2%	3,292	10,089	Taiwan	0.40%	45.3%	288	846
Netherlands	0.41%	44.2%	2,457	6,947	Iceland	76.53%	30.6%	287	117
Ireland	0.65%	45.1%	2,422	4,998	China	0.06%	48.8%	216	1,041
Luxembourg	0.49%	45.4%	2,013	6,541	Saudi Arabia	0.05%	45.1%	130	1,851
Japan	0.07%	46.0%	1,289	6,738	Hungary	0.24%	55.1%	79	84
Portugal	4.94%	32.9%	1,247	3,340	Slovenia	0.09%	46.7%	34	40
Jersey	0.95%	32.5%	1,153	1,881	Kuwait	0.04%	45.7%	27	456
Russia	0.38%	59.7%	1,059	1,238	Ghana	3.84%	45.9%	23	20
Switzerland	0.23%	45.2%	747	3,641					

**Table 74a: PD, LGD, RWA and Exposure values by country for IRB central governments and central banks****Asset Class Central Governments and Central Banks**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	0.01%	40.8%	67	4,365	Brazil	0.39%	48.0%	14	35
United States	0.01%	45.0%	70	1,102	India	0.37%	45.0%	70	166

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

South Africa	0.18%	15.8%	134	756	Belgium	0.01%	45.0%	20	383
Italy	0.11%	45.0%	2,015	2,503	Mexico	0.18%	45.0%	36	211
Germany	0.01%	45.0%	159	981	Korea	0.06%	45.0%	41	358
Spain	0.25%	45.0%	52	65	Austria	0.01%	45.0%	20	132
France	0.01%	45.0%	70	952	Taiwan	0.05%	45.0%	26	308
Netherlands	0.01%	45.0%	31	315	Iceland	0.12%	63.0%	1	1
Ireland	0.04%	50.0%	11	42	China	0.05%	53.0%	35	418
Luxembourg	0.01%	45.0%	123	1,234	Saudi Arabia	0.05%	45.0%	112	1,764
Japan	0.06%	45.0%	226	2,446	Hungary	0.24%	48.0%	27	23
Portugal	0.33%	50.0%	84	108	Slovenia	0.09%	46.6%	33	40
Jersey					Kuwait	0.04%	45.0%	19	426
Russia	0.16%	58.0%	7	10	Ghana	5.40%	45.0%	22	14
Switzerland	0.01%	45.0%		67					

**Table 74b: PD, LGD, RWA and Exposure values by country for IRB institutions**

**Asset Class Institutions**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	0.08%	47.4%	3,239	12,267	Brazil	0.37%	45.2%	635	1,022
United States	0.05%	29.2%	1,820	10,153	India	0.47%	51.4%	184	226
South Africa	0.52%	46.2%	575	1,360	Belgium	0.03%	53.3%	418	1,072
Italy	0.45%	45.2%	368	306	Mexico	0.20%	45.0%	103	266
Germany	0.05%	45.7%	1,536	3,534	Korea	0.06%	47.0%	111	471
Spain	0.18%	46.4%	333	370	Austria	0.09%	45.1%	161	448
France	0.05%	37.0%	1,573	4,859	Taiwan	0.09%	45.0%	63	191
Netherlands	0.03%	45.4%	449	1,780	Iceland	85.29%	29.6%	278	105
Ireland	0.21%	45.6%	185	263	China	0.06%	44.8%	143	511
Luxembourg	0.03%	53.1%	148	768	Saudi Arabia	0.05%	46.3%	16	67
Japan	0.06%	45.5%	639	2,904	Hungary	0.41%	45.0%	16	17
Portugal	1.06%	45.0%	82	73	Slovenia				
Jersey	0.29%	45.1%		1	Kuwait	0.08%	51.9%	6	21
Russia	0.26%	55.3%	265	375	Ghana	0.22%	47.9%	1	6
Switzerland	0.03%	43.9%	309	1,991					

**Table of Contents****Appendices****Appendix A PD, LGD, RWA and Exposure by country****Table 74c: PD, LGD, RWA and Exposure values by country for IRB corporates****Asset Class Corporates**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	2.30%	37.4%	44,675	81,212	Brazil	0.26%	60.8%	54	99
United States	0.82%	39.3%	18,795	53,695	India	0.15%	58.1%	407	604
South Africa	3.70%	43.2%	10,666	14,432	Belgium	3.13%	44.7%	113	446
Italy	0.26%	43.1%	610	1,309	Mexico	6.74%	53.9%	408	495
Germany	0.41%	49.0%	1,582	4,794	Korea	0.40%	51.7%	215	458
Spain	4.43%	48.7%	959	1,408	Austria	2.25%	51.1%	164	236
France	0.45%	42.7%	1,644	4,263	Taiwan	0.89%	45.7%	199	347
Netherlands	0.54%	43.7%	1,973	4,842	Iceland	0.29%	38.1%	7	11
Ireland	0.30%	45.2%	2,194	4,653	China	0.09%	51.5%	38	111
Luxembourg	0.70%	44.2%	1,741	4,535	Saudi Arabia	0.05%	54.8%	2	18
Japan	0.14%	49.0%	423	1,388	Hungary	0.13%	63.3%	35	43
Portugal	1.92%	47.1%	146	164	Slovenia				
Jersey	0.94%	32.5%	1,153	1,879	Kuwait	0.04%	68.1%	1	8
Russia	0.42%	61.9%	785	848	Ghana				
Switzerland	0.42%	47.3%	428	1,557					

**Table 74d: PD, LGD, RWA and Exposure values by country for IRB SME retail****Asset Class SME Retail**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	8.64%	34.9%	3,526	7,699	Brazil				
United States					India				
South Africa	4.85%	56.0%	673	1,124	Belgium				
Italy					Mexico				
Germany					Korea				
Spain					Austria				
France	80.28%	21.6%	1	1	Taiwan				
Netherlands					Iceland				

Ireland					China
Luxembourg					Saudi Arabia
Japan					Hungary
Portugal					Slovenia
Jersey	10.25%	14.1%		2	Kuwait
Russia					Ghana
Switzerland					

**Table 74e: PD, LGD, RWA and Exposure values by country for IRB secured retail****Asset Class Secured Retail**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	2.7%	11.8%	19,856	130,902	Brazil	19.5%	20.7%	1	3
United States	6.7%	25.1%	7	19	India				
South Africa	6.7%	13.1%	3,623	13,898	Belgium	8.6%	21.4%	1	6
Italy	4.6%	23.1%	4,120	13,832	Mexico	2.1%	22.9%		1
Germany	16.6%	18.9%	3	9	Korea				
Spain	5.7%	24.9%	2,277	10,683	Austria	0.6%	20.6%		1
France	11.9%	25.7%	5	15	Taiwan				
Netherlands	20.8%	30.0%	4	10	Iceland				
Ireland	44.8%	29.6%	31	40	China	1.3%	24.4%		1
Luxembourg	4.0%	25.7%	1	3	Saudi Arabia	2.7%	19.7%	1	2
Japan					Hungary	2.8%	28.4%		1
Portugal	5.4%	31.2%	935	2,995	Slovenia				
Jersey					Kuwait				
Russia	1.8%	22.8%	2	6	Ghana				
Switzerland	4.0%	25.0%	10	25					

barclays.com/annualreport

Barclays PLC Pillar 3 Report 2014 I 167



**Table of Contents****Appendices****Appendix A PD, LGD, RWA and Exposure by country****Table 74f: PD, LGD, RWA and Exposure values by country for IRB revolving retail****Asset Class Revolving Retail**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	7.0%	77.2%	16,668	38,341	Brazil				
United States					India				
South Africa	6.9%	75.7%	1,714	2,705	Belgium				
Italy					Mexico				
Germany	5.1%	79.2%	927	2,557	Korea				
Spain	16.2%	87.4%	365	350	Austria				
France					Taiwan				
Netherlands					Iceland				
Ireland					China				
Luxembourg					Saudi Arabia				
Japan					Hungary				
Portugal					Slovenia				
Jersey					Kuwait				
Russia					Ghana				
Switzerland									

**Table 74g: PD, LGD, RWA and Exposure values by country for IRB other retail exposures****Asset Class Other Retail Exposures**

Country	PD	LGD	RWA	Exposure	Country	PD	LGD	RWA	Exposure
United Kingdom	13.1%	89.9%	5,628	4,846	Brazil				
United States					India				
South Africa	7.4%	47.9%	2,983	4,197	Belgium				
Italy	90.4%	90.8%	3	10	Mexico				
Germany					Korea				
Spain					Austria				
France					Taiwan				
Netherlands					Iceland				
Ireland					China				
Luxembourg					Saudi Arabia				

Japan  
Portugal  
Jersey  
Russia  
Switzerland

Hungary  
Slovenia  
Kuwait  
Ghana

**Table of Contents****Appendices****Appendix B Disclosure on asset encumbrance**

Asset encumbrance arises from collateral pledged against secured funding and other collateralised obligations. Barclays funds a portion of trading portfolio assets and other securities via repurchase agreements and other similar borrowing and pledges a portion of customer loans and advances as collateral in securitisation, covered bond and other similar structures. Barclays monitors the mix of secured and unsecured funding sources within the Group's funding plan and seeks to efficiently utilise available collateral to raise secured funding and meet other collateralised obligations.

**Template A Assets**

	Carrying amount of encumbered assets	Fair value of encumbered assets	Carrying amount of unencumbered assets	Fair value of unencumbered assets
	010	040	060	090
	£bn	£bn	£bn	£bn
010 Assets of the reporting institution	202.9		1,147.0	
030 Equity instruments	21.0	21.0	29.6	29.6
040 Debt securities	40.8	40.8	115.4	115.4
120 Other assets			476.8	

**Template B Collateral received**

Fair value of encumbered collateral received or own debt securities issued	Fair value of collateral received or own debt securities
---	---

	<b>010</b>	<b>issued</b>
	<b>£bn</b>	<b>available for encumbrance</b>
		<b>040</b>
		<b>£bn</b>
130 <b>Collateral received by the reporting institution</b>	<b>313.4</b>	<b>80.3</b>
150 Equity instruments	<b>52.9</b>	<b>11.1</b>
160 Debt securities	<b>257.0</b>	<b>68.8</b>
230 Other collateral received		
240 <b>Own debt securities issued other than own covered bonds or ABSs</b>		<b>1.7</b>

### Template C Encumbered assets/collateral received and associated liabilities

	<b>Assets, collateral received and own debt securities</b>	<b>issued other than covered bonds and ABSs encumbered</b>
	<b>Matching liabilities, contingent liabilities or securities lent</b>	<b>010</b>
	<b>040</b>	<b>040</b>
	<b>£bn</b>	<b>£bn</b>
010 <b>Carrying amount of selected financial liabilities</b>	<b>259.1</b>	<b>360.1</b>

As at 31 December 2014, £208bn of the Group's assets were encumbered, which primarily related to firm financing of trading portfolio assets and other securities, cash collateral and secured funding against loans and advances to customers. Encumbered assets have been identified in a manner consistent with the Group's reporting requirements under European Capital Requirements Regulation (CRR). Securities and commodities assets are considered encumbered when they have been pledged or used to secure, collateralise or credit enhance a transaction which impacts their transferability and free use.

**Table of Contents****Appendices****Appendix C Disclosures on remuneration****Remuneration**

The following tables show the remuneration awards made to Barclays' Material Risk Takers (MRTs) in respect of the 2014 performance year. Information on decision-making policies for remuneration and the links between pay and performance and Barclays' remuneration policy and process (including information on remuneration design, performance measurement and risk adjustment, deferral and vesting, fixed to variable remuneration ratio and variable remuneration and benefits policy) is contained in the Directors' remuneration report (DRR) of the 2014 Annual Report, which can be found on pages 77 to 110 of the 2014 Annual Report.

The disclosures in the DRR and below reflect the requirements of the Capital Requirements Regulation to the extent applicable to the 2014 performance year.

**MRTs**

MRTs 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 1,277 individuals were MRTs in 2014 (2013: 530).

**MRT aggregate 2014 remuneration by business**

	Personal and Investment Corporate		Group			
	Bank	Banking	Barclaycard	Africa	Functions	Non-Core
	£m	£m	£m	£m	£m	£m
	748	124	11	30	175	44

**MRT aggregate 2014 remuneration by remuneration type**

	Senior management	Other MRTs
	£m	£m
Fixed Pay	25	522

Current year cash bonus	2	44
Current year share bonus	2	39
Deferred cash bonus	3	242
Deferred share bonus	4	245
<b>Total</b>	<b>36</b>	<b>1,092</b>
Long-term incentive award (outcome contingent on future performance)	5	

Value of long-term incentive awards is the face value.

### MRT deferred remuneration

	<b>Senior management</b>	
	<b>Other MRTs £m</b>	<b>£m</b>
<b>Deferred unvested remuneration outstanding at 31 December 2013</b>	<b>210</b>	<b>1,492</b>
Impact of changes in MRT population including leavers during 2013 and joiners in 2014	(82)	166
<b>Deferred unvested remuneration outstanding at 1 January 2014</b>	<b>128</b>	<b>1,658</b>
Deferred remuneration awarded in 2014	40	892
Deferred remuneration reduced in 2014 through performance adjustments	(23)	(150)
Deferred remuneration vested in 2014	(59)	(761)
<b>Deferred unvested remuneration outstanding at 31 December 2014</b>	<b>86</b>	<b>1,639</b>

### MRT joining and severance payments

	<b>Senior management</b>	
	<b>Other MRTs £m</b>	<b>£m</b>
Total sign-on awards		
Total buy-out awards (25 individuals)	4	21
Total severance awards (42 individuals; highest individual award £0.2m)		4

Senior management means members of the Barclays PLC Board and senior managers as defined in the PRA Remuneration Code.



**Table of Contents****Appendices****Appendix C Disclosures on remuneration****MRT aggregate 2014 remuneration by band**

The table below is prepared in Euros in accordance with Article 450 of the Capital Requirements Regulation, at an exchange rate of £1: 1.2626.

**MRT aggregate 2014 remuneration by band**

Remuneration Band	Number of MRTs
1,000,001 to 1,500,000	279
1,500,001 to 2,000,000	132
2,000,001 to 2,500,000	59
2,500,001 to 3,000,000	28
3,000,001 to 3,500,000	19
3,500,001 to 4,000,000	22
4,000,001 to 4,500,000	7
4,500,001 to 5,000,000	5
5,000,001 to 6,000,000	5
6,000,001 to 7,000,000	2
8,000,001 to 9,000,000	1
13,000,001 to 14,000,000	1



**Table of Contents**

## Appendices

## Appendix D CRD IV reference

**Table 75: CRD IV reference**

CRR ref.	High-level summary	Compliance reference
<i>Scope of disclosure requirements</i>		
431 (1)	Requirement to publish Pillar 3 disclosures.	Barclays publishes Pillar 3 disclosures
431 (2)	Firms with permission to use specific operational risk methodologies must disclose operational risk information.	The Operational Risk section on pages 152 and 153 contains a description of the operational risk framework, and required Pillar 3 disclosures.
431 (3)	Institution must have a policy covering frequency of disclosures. Their verification, comprehensiveness and overall appropriateness.	Barclays has a dedicated Pillar 3 policy.
431 (4)	Explanation of ratings decision upon request.	Barclays provides explanations of rating decisions to SMEs whose loan applications were declined in writing, and suggests alternative sources of finance. Barclays participates in a formal appeals process, one of the successful initiatives implemented as part of Business Finance Taskforce, with a government-appointed overseer. In the case of larger corporates, written explanations are not usually requested as direct discussions with relationship managers take place.
<i>Non-material, proprietary or confidential information</i>		
432 (1)	Institutions may omit information that is not material if certain conditions are respected.	Compliance with this provision is covered by Barclays policy.
432 (2)	Institutions may omit information that is proprietary or confidential if certain conditions are respected.	Compliance with this provision is covered by Barclays policy.
432 (3)	Where 432 (1) and (2) apply this must be stated in the disclosures, and more general information must be disclosed.	This table specifies where disclosures are omitted.
432 (4)	Use of 432 (1) or (2) is without prejudice to scope of liability for failure to disclose material information.	
<i>Frequency of disclosure</i>		
433	Disclosures must be published once a year at a minimum, and more frequently if necessary.	Compliance with this provision is covered by Barclays policy. See under Notes on basis of preparation (page 5).
<i>Means of disclosures</i>		
434 (1)	To include of disclosures in one appropriate medium, or provide clear	Most disclosures are contained within this document. Signposting directs the reader to other publications where

	cross-references.	appropriate.
434 (2)	Disclosures made under other requirements (e.g. accounting) can be used to satisfy Pillar 3 if appropriate.	Any cross-references to accounting or other disclosures are clearly signposted in this document. In particular, see page 179 for Location of risk disclosures .
	<i>Risk management objectives and policies</i>	
435 (1) (a)	Disclose information on strategies and processes; organisational structure, reporting systems and risk mitigation/hedging.	Risk management strategy: pages 99 to 110  Credit Risk: pages 111 to 131  Market Risk: pages 136 to 146  Operational Risk: pages 151 to 154  Counterparty Credit Risk: pages 132 to 135  Other Principal Risks:  Funding Risk Capital: pages 158 and 159 in this report, and pages 132 and 133 of the 2014 Annual Report Funding Risk Liquidity: pages 156 to 158 in this report, and page 134 of the 2014 Annual Report Conduct Risk: pages 163 and 164 in this report, and pages 137 and 138 of the 2014 Annual Report Reputation Risk: pages 161 and 162 in this report, and pages 139 and 140 of the 2014 Annual Report
435 (1) (b)		See page 105 for Effectiveness of risk management arrangements . This statement covers all Principal Risks.
435 (1) (c)		Please see page 105. This statement covers all Principal Risks.
435 (1) (d)		See pages 101 to 103 for a description of the risk committees. Pages 40 to 69 of the 2014 Annual Report contains information on Board composition, experience and recruitment.
435 (1) (e)	Inclusion of a declaration approved by the Board on adequacy of risk management arrangements.	Please see pages 34 to 36 of the 2014 Annual Report.
435 (1) (f)	Inclusion of a concise risk statement approved by the Board.	Please see pages 34 to 36 of the 2014 Annual Report.
435 (2)	Information on governance arrangements, including information on Board composition and recruitment, and risk committees.	Please see pages 34 to 36 of the 2014 Annual Report.
435 (2) (a)	Number of directorships held by directors.	Please see pages 40 to 69 of the 2014 Annual Report.
435 (2) (b)	Recruitment policy of Board members, their experience and expertise.	
435 (2) (c)	Policy on diversity of Board membership and results against targets.	
435 (2) (d)	Disclosure of whether a dedicated risk committee is in place, and number of meetings in the year.	
435 (2) (e)	Description of information flow on risk to Board.	Figure on page 102 in the risk management strategy section illustrates the reporting structure to Board committees.

**Table of Contents**

## Appendices

## Appendix D CRD IV reference

**Table 75 continued**

CRR ref.	High-level summary	Compliance reference
<i>Scope of application</i>		
436 (a)	Name of institution.	See under Scope of consolidation (page 9).
436 (b)	Difference in basis of consolidation for accounting and prudential purposes, naming entities that are:	Figure 1: Summary of regulatory scope of consolidation as at
436 (b) (i)	Fully consolidated;	
436 (b) (ii)	Proportionally consolidated;	31 December 2014
436 (b) (iii)	Deducted from own funds;	
436 (b) (iv)	Neither consolidated nor deducted.	
436 (c)	Impediments to transfer of funds between parent and subsidiaries.	There are no such impediments. Please see page 159.
436 (d)	Capital shortfalls in any subsidiaries outside of scope of consolidation.	Entities outside the scope of consolidation are appropriately capitalised.
436 (e)	Making use of articles on derogations from a) prudential requirements or b) liquidity requirements for individual subsidiaries/entities.	Barclays makes use of these provisions according to its waiver from the PRA.
<i>Own funds</i>		
437 (1)	Requirements regarding capital resources table.	Page 16 / Table 5: Capital resources
437 (1) (a)		Page 17 / Table 6: Summary of movements in capital resources
437 (1) (b)		Pages 20 to 22 / Table 8: Summary of terms and conditions of
437 (1) (c)		capital resources.
437 (1) (d) (i)		A more detailed template can be found at <a href="http://barclays.com/">barclays.com/</a>
437 (1) (d) (ii)		<a href="#">annualreport</a>
437 (1) (d) (iii)		Full terms and conditions can be found at <a href="http://barclays.com/">barclays.com/</a>
437 (1) (e)		<a href="#">prospectuses-and-documentation/capital-and-securities-</a>
437 (1) (f)		<a href="#">documentation.html</a> with the exception of three individual notes for confidentiality reasons.
437 (2)	EBA to publish implementation standards for points above.	Barclays follows the implementation standards.

*Capital requirements*

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

438 (a)	Summary of institution's approach to assessing adequacy of capital levels.	Discussions of capital calculations are contained in each risk type management section (credit, market and operational). General discussion on capital planning is on page 158.
438 (b)	Result of ICAAP on demand from authorities.	Barclays has not received this request from its regulator.
438 (c)	Capital requirement amounts for credit risk for each Standardised approach exposure class.	Pages 26 and 27 / Table 11: Detailed view of exposure at default, post-CRM by business (CRD IV comparative)
438 (d)	Capital requirements amounts for credit risk for each	Pages 26 and 27 / Table 11: Detailed view of exposure at default, post-CRM
438 (d) (i)	Internal Ratings Based Approach exposure class.	by business (CRD IV comparative)
438 (d) (ii)		Various other tables
438 (d) (iii)		Pages 66: Barclays shows a nil return for equity investments in 2014.
438 (d) (iv)		
438 (e)	Capital requirements amounts for market risk or settlement risk, or large exposures where they exceed limits.	Capital requirements for market risk are disclosed in Page 78 / Table 53: Minimum capital requirement for market risk.
438 (f)	Capital requirement amounts for operational risk, separately for the basic indicator approach, the Standardised approach, and the advanced measurement approaches as applicable.	Page 96 / Table 70: Risk weighted assets for operational risk
438 (endnote)	Requirement to disclose specialised lending exposures and equity exposures in the banking book falling under the simple risk weight approach.	Specialised lending exposures: Page 56 / Table 31: Corporate exposures subject to the slotting approach Equity exposures under the Simple approach: Page 66: Nil-return for equity investments in 2014.

**Table of Contents**

## Appendices

## Appendix D CRD IV reference

**Table 75 continued**

CRR ref.	High-level summary	Compliance reference
<i>Exposure to counterparty credit risk (CCR)</i>		
439 (a)	Description of process to assign internal capital and credit limits to CCR exposures.	Page 135
439 (b)	Discussion of process to secure collateral and establishing reserves.	Pages 133 and 134
439 (c)	Discussion of management of wrong-way exposures.	Pages 135
439 (d)	Disclosure of collateral to be provided (outflows) in the event of a ratings downgrade.	Liquidity risk management section: pages 156 and 157.
439 (e)	Derivation of net derivative credit exposure.	Page 69 / Table 45: Counterparty credit exposure by approach
439 (f)	Exposure values for mark-to-market, original exposure, standardised and internal model methods.	Page 68/ Table 44: Counterparty credit exposures analysed by financial contract type
439 (g)	Notional value of credit derivative hedges and current credit exposure by type of exposure.	Page 70 / Table 47: Notional value of credit derivative contracts held for hedging purposes
439 (h)	Notional amounts of credit derivative transactions for own credit, intermediation, bought and sold, by product type.	Page 69 / Table 46: Notional exposure associated with credit derivative contracts
439 (i)	Estimate of alpha, if applicable.	The alpha used by Barclays is 1.4. See page 7.
<i>Capital buffers</i>		
440 (1) (a)	Geographical distribution of relevant credit exposures.	The capital buffer is not in force as at the time of publication. However, as a high level indication of the distribution of exposures, table 74 shows the banking book PD, LGD, IRB EAD and RWAs associated with each country in which Barclays operates. Trading book exposures would not currently be material for the calculation of the buffer. They will be disclosed once the calculation of the capital buffer is implemented.
440 (1) (b)	Amount of the institution specific countercyclical capital buffer.	
440 (2)	EBA will issue technical implementation standards related to 440 (1).	Barclays will comply with the standards once applicable.

*Indicators of global systemic importance*

- 441 (1) Disclosure of the indicators of global systemic importance. Discussed on page 8.
- 441 (2) EBA will issue technical implementation standards related to 441 (1). Barclays will comply with the standards once applicable.

*Credit risk adjustments*

- 442 (a) Disclosure of bank s definitions of past due and impaired. Impairment on page 268 of the 2014 Annual Report; online glossary for Past Due . Pages 113 to 120 provide a complete description of credit quality measures.
- 442 (b) Approaches for calculating credit risk adjustments. Pages 116 to 120
- 442 (c) Disclosure of pre-CRM EAD by exposure class. See points 442 (d), (e), (f) below which break down this total.
- 442 (d) Disclosures of pre-CRM EAD by geography and exposure class. Pages 39 to 40 / Table 18: Geographic analysis of credit exposure
- 442 (e) Disclosures of pre-CRM EAD by industry and exposure class. Pages 41 to 43 / Table 19: Industry analysis of credit exposure
- 442 (f) Disclosures of pre-CRM EAD by residual maturity and exposure class. Pages 43 and 44 / Table 20: Residual maturity analysis credit exposures
- 442 (g) Breakdown of impaired, past due, specific and general credit adjustments, and impairment charges for the period, by exposure class or counterparty type. Page 61 / Table 36: Analysis of impaired and past due exposures and allowance for impairment by exposure type
- 442 (g) (i)
- 442 (g) (ii)
- 442 (g) (iii)
- 442 (h) Impaired, past due exposures, by geographical area, and amounts of specific and general impairment for each geography. Page 62 / Table 37: Geographic analysis of impaired and past due exposures and allowance for impairment
- 442 (i) Reconciliation of changes in specific and general credit risk adjustments. Page 62 / Table 38: Analysis of movement on impairment and amounts taken directly to profit and loss
- 442 (i) (i) Page 63 / Table 39: Regulatory adjustments to statutory impairment
- 442 (i) (ii)
- 442 (i) (iii)
- 442 (i) (iv)
- 442 (i) (v)
- 442 endnote Specific credit risk adjustments recorded to income statement are disclosed separately. Page 62 / Table 38: Analysis of movement on impairment and amounts taken directly to profit and loss

**Table of Contents****Appendices****Appendix D CRD IV reference****Table 75 continued**

CRR ref.	High-level summary	Compliance reference
<i>Unencumbered assets</i>		
443	Disclosures on unencumbered assets.	See appendix B.
<i>Use of ECAIs</i>		
444 (a)	Names of the ECAIs used in the calculation of Standardised approach RWAs, and reasons for any changes.	Page 46
444 (b)	Exposure classes associated with each ECAI.	Page 46
444 (c)	Explanation of the process for translating external ratings into credit quality steps.	Page 46
444 (d)	Mapping of external rating to credit quality steps.	Page 46 / Table 23: Relationship of long-term external credit ratings to credit quality steps under the Standardised approach Page 46 / Table 24: Credit quality steps and risk weights under the Standardised approach
444 (e)	Exposure value pre- and post-credit risk mitigation, by credit quality step.	Pages 47 / Table 25: Credit quality step analysis of pre-CRM exposure and capital deductions under the Standardised approach Page 48 / Table 26: Credit quality step analysis of post-CRM exposure and capital deductions under the Standardised approach
<i>Exposure to market risk</i>		
445	Disclosure of position risk, large exposures exceeding limits, FX, settlement and commodities risk.	Page 78 / Table 53: Minimum capital requirement for market risk
<i>Operational risk</i>		
446	Disclosure of the scope of approaches used to calculate operational risk, discussion of advanced methodology and external factors considered.	Pages 96 and 154
<i>Exposure in equities not included in the trading book</i>		
447 (a)	Differentiation of exposures based on objectives.	As per commentary on page 66 The holding of non trading book equity positions is primarily related to the holding investments by the Private Equity business.
447 (b)	Recorded and fair value, and actual prices of exchange traded equity where it differs from fair value.	Page 66 / Table 43: Fair value of, and gains and losses on equity investments
447 (c)		

	Types, nature and amounts of the relevant classes of equity exposures.
447 (d)	Realised cumulative gains and losses on sales over the period.
447 (e)	Total unrealised gains/losses, latent revaluation gains/ losses, and amounts included within Tier 1 capital.
	<i>Exposure to interest rate risk on positions not included in the trading book</i>
448 (a)	Nature of risk and key assumptions in measurement models. Model assumptions on pages 145 and 146.
448 (b)	Variation in earnings or economic value, or other measures used by the bank from upward and downward shocks to interest rates, by currency. Page 79 / Table 54: Net interest income sensitivity (AEaR) by business unit Page 79 / Table 55: Net interest income sensitivity (AEaR) by currency



**Table of Contents**

## Appendices

## Appendix D CRD IV reference

**Table 75 continued**

CRR ref.	High-level summary	Compliance reference
	<i>Exposure to securitisation positions</i>	
449	Exposure to securitisations positions.	
449 (a)	Objectives in relation to securitisation activity.	Page 148
449 (b)	Nature of other risks in securitised assets, including liquidity.	Pages 148 and 149
449 (c)	Risks in re-securitisation activity stemming from seniority of underlying securitisations and ultimate underlying assets.	Page 149
449 (d)	The roles played by institutions in the securitisation process.	Page 148
449 (e)	Indication of the extent of involvement in these roles.	Page 148
449 (f)	Processes in place to monitor changes in credit and market risks of securitisation exposures, and how the processes differ for re-securitisation exposures.	Pages 148 and 149
449 (g)	Description of the institution's policies with respect to hedging and unfunded protection, and identification of material hedge counterparties.	Page 149
449 (h)	Approaches to calculation of RWA for securitisations mapped to types of exposures.	Page 149 Rating methodologies, ECAIs and RWA calculations
449 (i)	Types of SSPEs used to securitise third-party exposures, and list of SSPEs.	Page 148 Sponsoring conduit vehicles
449 (j)	Summary of accounting policies for securitisations:	Page 150 Summary of the accounting policies for securitisation activities
449 (j) (i)	Treatment of sales or financings;	
449 (j) (ii)	Recognition of gains on sales;	
449 (j) (iii)	Approach to valuing securitisation positions;	
449 (j) (iv)	Treatment of synthetic securitisations;	
449 (j) (v)	Valuation of assets awaiting securitisations;	
449 (j) (vi)	Recognition of arrangements that could require the bank to provide support to	

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

	securitised assets.	
449 (k)	Names of ECAIs used for securitisations.	Page 149
449 (l)	Full description of Internal Assessment Approach.	Page 46 / Table 23 Relationship of long-term external credit ratings to credit quality steps under the Standardised approach
449 (m)	Explanation of changes in quantitative disclosures.	Satisfied throughout; we comment on every quantitative table in the securitisation section
449 (n)	Banking and trading book securitisation exposures:	
449 (n) (i)	Amount of outstanding exposures securitised;	Page 88 / Table 64: Outstanding amount of exposures securitised Asset value and impairment charges
449 (n) (ii)	On balance sheet securitisation retained or purchased, and off-balance sheet exposures;	Page 89 / Table 65: Securitisation exposures by exposure class
449 (n) (iii)	Amount of assets awaiting securitisation;	Page 87 / Table 63: Assets awaiting securitisation
449 (n) (iv)	Early amortisation treatment; aggregate drawn exposures, capital requirements;	There is no applicable data to publish in respect of this table
		See page 85
449 (n) (v)	Deducted or 1250%-weighted securitisation positions;	See page 85
		Pages 90 and 91 / Table 66: Securitisation exposures by capital approach
		Pages 92 and 93 / Table 67: Re-securitisation exposures by risk weight band
449 (n) (vi)	Amount of exposures securitised and recognised gains or losses on sales.	Page 86 / Table 62: Securitisation activity during the year
449 (o)	Banking and trading book securitisations by risk band:	
449 (o) (i)	Retained and purchased exposure and associated capital requirements, broken down by risk-weight bands;	Pages 90 and 91 / Table 66: Securitisation exposures by capital approach
		Pages 92 and 93 / Table 67: Re-securitisation exposures by risk weight band
449 (o) (ii)	Retained and purchased re-securitisation exposures before and after hedging and insurance; exposure to financial guarantors broken down by guarantor credit worthiness.	There is no applicable data to publish in respect of this table
		See page 85
449 (p)	Impaired assets and recognised losses related to banking book securitisations, by exposure type.	Page 88 / Table 64: Outstanding amount of exposures securitised Asset value and impairment charges
449 (q)	Exposure and capital requirements for trading book securitisations, separately into traditional.	
449 (r)	Whether the institution has provided financial support to securitisation vehicles.	Any such support would have to be disclosed in Note 39 of the 2014 Annual Report

**Table of Contents**

## Appendices

## Appendix D CRD IV reference

**Table 75 continued**

## CRR ref. High-level summary

*Remuneration disclosures*

450 Remuneration

## Compliance reference

Appendix C contains the remuneration awards made to Barclays Material Risk Takers. See the Directors remuneration report (DRR) of the 2014 Annual Report for other remuneration disclosures.

*Leverage*

451 (1) (a) Leverage ratio, and breakdown of total exposure

Page 34 / Table 15: Leverage ratio

451 (1) (b) exposure

Page 34 / Table 15: Leverage ratio

451 (1) (c)

measure, including reconciliation to financial

Page 34 / Table 15: Leverage ratio

statements, and derecognised fiduciary items.

451 (1) (d) Description of the risk management

See page 158, management of capital risk.

451 (1) (e) approach to

mitigate excessive leverage, and factors that impacted the leverage ratio during the year.

451 (2) EBA to publish implementation standards for points

Barclays follows the implementation standards.

above.

*Use of the IRB approach to credit risk*

452 (a) Permission for use of the IRB approach from authority.

Pages 12 and 13

452 (b) Explanation of:

452 (b) (i) Internal rating scales, mapped to external ratings;

Page 49 / Table 27: Internal default grade probabilities and mapping to external ratings

452 (b) (ii) Use of internal ratings for purposes other than capital requirement calculations;

Page 122 Applications of internal ratings

452 (b) (iii) Management and recognition of credit risk mitigation;

452 (b) (iv) Controls around ratings systems.

Pages 123 and 124 The control mechanisms for the rating system

452 (c) Description of ratings processes for each

Pages 122 and 123. Separate descriptions apply to retail and

452 (c) (i) IRB asset class, provided separately.

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

452 (c) (ii)		wholesale classes collectively; hence this is not repeated for each separate class.
452 (c) (iii)		
452 (c) (iv)		
452 (c) (v)		Pages 125 and 126 / Table 71: IRB credit risk models selected features.
452 (d)	Exposure values by IRB exposure class, separately for Advanced and Foundation IRB.	This is shown throughout the report.
452 (e)-(h)	For each exposure class, disclosed separately by obligor grade:	
452 (e)-(f)	Total exposure, separating loans and undrawn exposures where applicable, and exposure-weighted average risk weight.	Pages 50 to 60 / Tables 28-35: IRB wholesale and retail obligor grade disclosures
452 (g)	Actual specific risk adjustments for the period and explanation of changes.	Page 64 / Table 41: Impairment charges, other value adjustments and individual impairment charges for IRB exposures
452 (h)	Commentary on drivers of losses in preceding period.	
452 (i)	Disclosure of predicted against actual losses for sufficient period, and historical analysis to help assess the performance of the rating system over a sufficient period.	Pages 65 / Table 42: Analysis of expected loss versus actual losses for IRB exposures
452 (j)	For all IRB exposure classes:	
452 (j) (i)	Where applicable, PD and LGD by each country where the bank operates.	Appendix A, Page 166
452 (j) (ii)	<i>Use of credit risk mitigation techniques</i>	
453 (a)	Use of on- and off-balance sheet netting.	Pages 133 to 135
453 (b)	How collateral valuation is managed.	Pages 133 to 135
453 (c)	Description of types of collateral used by Barclays.	Pages 133 to 135
453 (d)	Types of guarantor and credit derivative counterparty, and their creditworthiness.	Pages 133 to 135
453 (e)	Disclosure of market or credit risk concentrations within risk mitigation exposures.	Page 135
453 (f)	For exposures under either the Standardised or Foundation IRB approach, disclose the exposure value covered by eligible collateral.	Page 45 / Table 22: Collateral and guarantees for IRB approach
453 (g)	Exposures covered by guarantees or credit derivatives.	Page 45 / Table 21: Exposures covered by guarantees and credit derivatives Standardised approach
		Page 45 / Table 22: Collateral and guarantees for IRB approach

**Table of Contents**

## Appendices

## Appendix D CRD IV reference

**Table 75 continued**

CRR ref.	High-level summary	Compliance reference
	<i>Use of the Advanced Measurement Approaches to operational risk</i>	
454	Description of the use of insurance or other risk transfer mechanisms to mitigate operational risk	Page 154
	<i>Use of internal market risk models</i>	
455 (a) (i)	Disclosure of the characteristics of the market risk models.	Page 142 / Table 73: Market risk models selected features
455 (a) (ii)	Disclosure of the methodology and description of all-price risk measure and incremental risk charge.	Pages 141 and 142
455 (a) (iii)	Descriptions of stress tests applied to the portfolios.	Page 140
455 (a) (iv)	Methodology for back-testing and validating the models.	Pages 142 to 144
455 (b)	Scope of permission for use of the models.	Page 12 / Table 3: The scope of the Standardised and IRB approaches for credit and counterparty credit risk
455 (c)	Policies and processes to determine which exposures are to be included in the trading book, and to comply with prudential valuation requirements.	Pages 140 and 141
455 (d)	High/Low/Mean values over the year of	Page 77 / Table 51: Analysis of regulatory VaR, SVaR, IRC and APR
455 (d) (i)	VaR, sVaR, all-price risk measure and incremental risk charge.	
455 (d) (ii)		Page 74 / Table 49: The daily average, maximum and minimum values of management VaR
455 (d) (iii)		Page 78 / Table 53: Minimum capital requirement for market risk
455 (e)	The elements of the own fund calculation.	Disclosed in model discussions on page 141.
455 (f)	Weighted average liquidity horizons of portfolios covered by models.	
455 (g)	Comparison of end-of-day VaR measures compared with one-day changes in portfolio s value.	Page 143

**Table of Contents**

## Appendices

## Location of risk disclosures

**Barclays Risk disclosures are located across the Annual Report and Pillar 3 Report.**

	Annual Report	Pillar 3 Report
Material existing and emerging risks		
Insight into the level of risk across our business and portfolios, the material existing and emerging risks and uncertainties we face and the key areas of management focus.	116	n/a
; Business conditions, general economy and geopolitical issues	116	n/a
; UK political and policy environment	116	n/a
; Model risk	116	n/a
; Credit risk	116	n/a
; Market risk	118	n/a
; Funding risk	118	n/a
; Operational risk	119	n/a
; Conduct risk	122	n/a
Risk management		
Overview of Barclays approach to risk management. A more comprehensive overview together with more specific information on policies that the Group determines to be of particular significance in the current operating environment can be found in Barclays PLC 2014 Pillar 3 Report or at barclays.com.	124	99
; Risk management strategy	124	100
; Governance structure	126	104
; Risk governance and assigning responsibilities	127	105
; Principal risks	128	111
; Credit risk management	n/a	132
; Management of credit risk mitigation techniques and counterparty credit risk	130	136
; Market risk management	n/a	147
; Management of securitisation exposures	132	158
; Capital risk management	134	156
; Liquidity risk management	135	151
; Operational risk management	137	163
; Conduct risk management	139	161
; Reputation risk management	n/a	164
; Environmental risk		

## Risk performance

<b>Credit risk:</b>	;	Credit risk overview and summary of performance	143	111
The risk of suffering financial loss should the Group's customers, clients or market counterparties fail to fulfil their contractual obligations.	;	Analysis of maximum exposure and collateral and other credit enhancement held	143	36, 45
	;	Analysis of the balance sheet	143	43, 47
	;	The Group's approach to manage and represent credit quality	146	46, 49
	;	Loans and advances to customers and banks	148	n/a
	;	Analysis of the concentration of credit risk	149	39, 41
	;	Exposures to Eurozone countries	150	n/a
	;	Analysis of specific portfolios and asset types	157	n/a
	;	Analysis of loans on concession programmes	167	n/a
	;	Analysis of problem loans	171	61
	;	Impairment	173	61
<b>Market risk:</b>	;	Market risk overview and measures in the Group	175	72
The risk of a reduction to earnings or capital due to volatility of the trading book positions or an inability to hedge the banking book balance sheet.	;	Balance sheet view of trading and banking books	176	73
	;	Traded market risk	176	74
	;	Business scenario stresses	179	77
	;	Review of regulatory measures	179	77
	;	Capital requirements for market risk	n/a	78
	;	Non-traded market risk	180	78
	;	Foreign exchange risk	181	80
	;	Pension risk review	182	81
	;	Insurance risk review	183	82
<b>Funding risk Capital:</b>	;	Capital risk overview	185	158
The risk that the Group is unable to maintain appropriate capital ratios.	;	CRD IV Capital	186	15
	;	Analysis of capital requirements and RWA movements	n/a	23
	;	Relationship between accounting and regulatory reporting scope	n/a	38
	;	Leverage ratio requirements	189	34
	;	Economic capital	190	n/a

**Table of Contents**

## Appendices

## Location of risk disclosures

	Annual Report	Pillar 3 Report
Risk performance continued		
<b>Funding risk Liquidity:</b>		
The risk that the firm, although solvent, either does not have sufficient financial resources available to enable it to meet its obligations as they fall due, or can secure such resources only at excessive cost.	<ul style="list-style-type: none"> <li>; Liquidity risk overview 192</li> <li>; Liquidity risk stress testing 192</li> <li>; Liquidity pool 195</li> <li>; Funding structure and funding relationships 196</li> <li>; Wholesale funding 197</li> <li>; Term financing 199</li> <li>; Encumbrance 199</li> <li>; Credit ratings 203</li> <li>; Liquidity management at BAGL Group 204</li> <li>; Contractual maturity of financial assets and liabilities 204</li> </ul>	
<b>Operational risk:</b>		
The risk of direct or indirect impacts resulting from human factors, inadequate or failed internal processes and systems or external events.	<ul style="list-style-type: none"> <li>; Operational risk overview 210</li> <li>; Summary of performance in the period 210</li> <li>Operation risk profile 210</li> </ul>	<ul style="list-style-type: none"> <li>96</li> <li>96</li> <li>97</li> </ul>
<b>Conduct risk:</b>		
The risk that detriment is caused to our customers, clients, counterparties or Barclays and its employees because of inappropriate judgement in the execution of our business activities.	<ul style="list-style-type: none"> <li>; Conduct risk overview 212</li> <li>; Summary of performance 212</li> <li>Conduct Reputation measure 212</li> </ul>	<ul style="list-style-type: none"> <li>n/a</li> </ul>
<b>Reputation risk:</b>		
The risk of damage to Barclays brand arising from any association, action or inaction which is perceived	<ul style="list-style-type: none"> <li>; Litigation, investigations and culture change 213</li> <li>; Transparency 213</li> <li>; Remuneration 213</li> <li>; Climate change 213</li> <li>; Reputation tracking 214</li> </ul>	<ul style="list-style-type: none"> <li>n/a</li> <li>n/a</li> <li>n/a</li> <li>n/a</li> <li>n/a</li> </ul>



by stakeholders to be inappropriate or unethical.

<b>Supervision and regulation:</b>	;	Supervision of the Group	215	n/a
The Group's operations,	;	Global regulatory developments	215	n/a
including its overseas offices,	;	European Union developments	216	n/a
subsidiaries and associates,	;	Structural reform of banking groups	217	n/a
are subject to a significant	;	Regulation in the United Kingdom	217	n/a
body of rules and regulations	;	Resolution of UK banking groups	218	n/a
that are a condition for	;	Compensation schemes	218	n/a
authorisation to conduct	;	Influence of European legislation	218	n/a
banking and financial	;	Regulation in Africa	218	n/a
services business.	;	Regulation in the United States	219	n/a

### Pillar 3 Report

Contains extensive information on risk as well as capital management.	;	High level summary of risk and capital profile	n/a	2
	;	Notes on basis of preparation	n/a	5
	;	Scope of application of Basel rules	n/a	6
<b>Risk and capital position review:</b>	;	Group capital resources, requirements and CRD IV comparatives	n/a	15
Provides a detailed breakdown of Barclays regulatory capital adequacy and leverage and how this relates to Barclays risk management.	;	Analysis of credit risk	n/a	35
	;	Analysis of counterparty credit risk	n/a	67
	;	Analysis of credit value adjustment	n/a	83
	;	Analysis of market risk	n/a	71
	;	Analysis of securitisation exposures	n/a	84
	;	Analysis of operational risk	n/a	95

**Table of Contents**

## Appendices

## Index of tables

Table		Page
Table 1	Barclays PLC balance sheet – statutory versus regulatory view	10
Table 2	Regulatory calculation drivers split by IFRS account classification	11
Table 3	The scope of the Standardised and IRB approaches for credit and counterparty credit risk	12
Table 4	Summary of the scope of application of regulatory methodologies for market and operational risk	13
Table 5	Capital resources	16
Table 6	Summary of movements in capital resources	17
Table 7	CRD IV regulatory capital	18
Table 8	Summary of terms and conditions of capital resources	20
Table 9	Risk weighted assets by risk type and business (CRD IV Comparative)	23
Table 10	Movements in risk weighted assets (RWAs, CRD IV Comparative)	23
Table 11	Detailed view of exposure at default, post-CRM by business (CRD IV Comparative)	26
Table 12	Detailed view of credit risk RWAs by business (CRD IV Comparative)	28
Table 13	Exposure at default associated with counterparty credit risk by business (CRD IV Comparative)	30
Table 14	Risk weighted assets of counterparty credit risk exposures by business units (CRD IV Comparative)	32
Table 15	Leverage ratio	34
Table 16	Minimum capital requirements and exposure for credit risk	36
Table 17	Banking book reconciliation of IFRS balance sheet and credit risk calculation	38
Table 18	Geographic analysis of credit exposure	39
Table 19	Industry analysis of credit exposure	41
Table 20	Residual maturity analysis credit exposures	43
Table 21	Exposures covered by guarantees and credit derivatives- Standardised approach	45
Table 22	Collateral and guarantees for IRB approach	45
Table 23	Relationship of long-term external credit ratings to credit quality steps under the Standardised approach	46
Table 24	Credit quality steps and risk weights under the Standardised approach	46
Table 25	Credit quality step analysis of pre-CRM exposure and capital deductions under the Standardised approach	47
Table 26	Credit quality step analysis of post-CRM exposure and capital deductions under the Standardised approach	48
Table 27	Internal default grade probabilities and mapping to external ratings	49
Table 28	IRB wholesale obligor grade disclosure for central governments & central banks	50
Table 29	IRB wholesale obligor grade disclosure for institutions	52
Table 30	IRB wholesale obligor grade disclosure for corporates	54
Table 31	Corporate exposures subject to the slotting approach	56
Table 32	IRB retail obligor grade disclosure for SME	57
Table 33	IRB retail obligor grade disclosure for secured retail	58

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

Table 34	IRB retail obligor grade disclosure for revolving retail	59
Table 35	IRB retail obligor grade disclosure for other retail exposures	60
Table 36	Analysis of impaired and past due exposures and allowance for impairment by exposure type	61
Table 37	Geographic analysis of impaired and past due exposures and allowance for impairment	62
Table 38	Analysis of movement on impairment and amounts taken directly to profit and loss	62
Table 39	Regulatory adjustments to statutory Impairment	63
Table 40	Analysis of regulatory impairment allowance by regulatory exposure class	63
Table 41	Impairment charges, other value adjustments and individual impairment charges for IRB exposures	64
Table 42	Analysis of expected loss versus actual losses for IRB exposures	65
Table 43	Fair value of, and gains and losses on equity investments	66
Table 44	Counterparty credit exposures analysed by financial contract type	68
Table 45	Counterparty credit exposure by approach	69
Table 46	Notional exposure associated with credit derivative contracts	69
Table 47	Notional value of credit derivative contracts held for hedging purposes	70
Table 48	Balance sheet split by trading and banking books	73
Table 49	The daily average, maximum and minimum values of management VaR	74
Table 50	Principal asset and liability balances subject to market risk in the Investment Bank, BNC and Head Office	76
Table 51	Analysis of regulatory DVaR, SVaR, IRC and APR	77
Table 52	Breakdown of the major regulatory risk measures by portfolio	77
Table 53	Minimum capital requirement for market risk	78
Table 54	Net interest income sensitivity (AEaR) by business unit	79
Table 55	Net interest income sensitivity (AEaR) by currency	79
Table 56	Economic Capital for non-traded risk by business unit	79
Table 57	Analysis of equity sensitivity	80
Table 58	Functional currency of operations	81
Table 59	Analysis of insurance risk	82
Table 60	CVA capital charge	83
Table 61	Reconciliation of exposures and capital requirements relating to securitisations	85
Table 62	Securitisation activity during the year	86
Table 63	Assets awaiting securitisation	87

**Table of Contents**

## Appendices

## Index of tables

Table		Page
Table 64	Outstanding amount of exposures securitised Asset value and impairment charges	88
Table 65	Securitisation exposures by exposure class	89
Table 66	Securitisation exposures by capital approach	90
Table 67	Re-securitisation exposures by risk weight band	92
Table 68	Aggregate amount of securitised positions retained or purchased by geography banking book	93
Table 69	Aggregate amount of securitised positions retained or purchased by geography trading book	94
Table 70	Risk weighted assets for operational risk	96
Table 71	IRB credit risk models selected features	125
Table 72	Analysis of expected performance versus actual results	128
Table 73	Market risk models selected features	142
Table 74	PD, LGD, RWA and Exposure values by country for IRB all asset classes	166
Table 74a	PD, LGD, RWA and Exposure values by country for IRB central governments & central banks	166
Table 74b	PD, LGD, RWA and Exposure values by country for IRB institutions	166
Table 74c	PD, LGD, RWA and Exposure values by country for IRB corporates	167
Table 74d	PD, LGD, RWA and Exposure values by country for IRB SME retail	167
Table 74e	PD, LGD, RWA and Exposure values by country for IRB secured retail	167
Table 74f	PD, LGD, RWA and Exposure values by country for IRB revolving retail	168
Table 74g	PD, LGD, RWA and Exposure values by country for IRB other retail exposures	168
Table 75	CRD IV reference	172

---

**Table of Contents**

**Barclays PLC Notice of Annual General Meeting**  
**[Letter from the Group Chairman](#)**

**This document is important and requires your immediate attention**

When considering what action you should take, you are recommended to seek your own personal advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser who is authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Barclays PLC (the Company) please send this Notice of AGM and the accompanying proxy form to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Dear Shareholder,

This year's Annual General Meeting (AGM) will be held on Thursday, 23 April 2015 at the Royal Festival Hall, London, at 11:00am. The Notice of AGM, which is set out in the following pages, describes the business that will be proposed and sets out the procedures for your participation and voting. The AGM is important to Barclays as a valuable opportunity for the Board to consider with shareholders the performance of the Group.

This is my last AGM as Barclays Chairman. Barclays announced in September 2014 that John McFarlane will succeed me. John is standing for election at the AGM and, subject to your approval of his election as proposed under resolution 4, he will assume the position of Chairman with effect from the conclusion of the AGM, when I will retire from the Barclays Board.

In addition, Sir John Sunderland will retire with effect from the conclusion of the AGM. John has made an outstanding contribution to Barclays and to the work of the Board since joining almost ten years ago and has also provided great support to me personally, particularly in leading the search for my successor, in helping to refresh the Board and identifying successors for us both. On your behalf, I would like to thank John and wish him well for the future.

You will see from the Notice of AGM that this year your Board is recommending the appointment of two Directors, Crawford Gillies and John McFarlane, and the reappointment of 11 Directors. All of the Directors, with the exception of John McFarlane, who joined the Board at the start of 2015, were subject to a formal performance appraisal and the Board considers that they will continue to make a valuable contribution to the work of the Board and to Barclays. Further information is set out on page 2 of this document.

If you are unable to attend the meeting to vote in person, please complete and submit your proxy form following the instructions on page 12. Submitting a proxy form will ensure your vote is recorded but will not prevent you from

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

attending the meeting itself. If you have any questions on the business to be discussed, we would like to hear from you ahead of the meeting. Please send your questions to me, care of the Company Secretary, at Barclays PLC, 1 Churchill Place, London E14 5HP. Whilst we cannot answer questions individually, we intend to provide responses to the topics most frequently raised. My speech, and that of the Group Chief Executive, will be available on [barclays.com/agm](http://barclays.com/agm) from the day of the meeting.

All resolutions at the AGM will be put to a vote on a poll, rather than being decided by a show of hands. Your Directors believe that this results in a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they are able to attend the meeting. On a poll, each shareholder has one vote for every share held. The results of the voting on the resolutions will be announced to the London Stock Exchange and published on our website shortly after the conclusion of the meeting.

The Board believes that all of the proposals set out in the Notice of AGM are in the best interests of shareholders as a whole and the Company and unanimously recommends that you vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Finally, I would like to acknowledge and sincerely thank shareholders for the support I have received during my time as your Chairman. It has been a privilege to serve Barclays and I wish the Company every continuing success.

**Sir David Walker**

Group Chairman

Barclays PLC

2 March 2015

Barclays PLC. Registered in England. Registered No. 48839. Registered office. 1 Churchill Place, London E14 5HP

## **Table of Contents**

### **The Board**

A number of changes to the Barclays Board have taken place since the 2014 AGM, with the retirements of Fulvio Conti and Simon Fraser and the appointments of Crawford Gillies and John McFarlane. In making new appointments, the Board took into account the skills and experience lost when Directors retired, in addition to the expertise and qualities needed to ensure the Board remains diverse and contains the right balance of skills, knowledge and experience to support the delivery of Barclays' strategic objectives.

Each Director, with the exception of John McFarlane who became a Director on 1 January 2015, was subject to a rigorous performance evaluation process, details of which can be found in our 2014 Annual Report.

We consider each Director to be fully effective and that the contribution and individual perspective they bring to the Board and its discussions are valuable. In determining the independence of the non-executive Directors, the Board considered both the guidance on independence set out in the UK Corporate Governance Code (the Code), in addition to its own criteria on independence, which can be found in Corporate Governance in Barclays, available from [barclays.com/investorrelations](http://barclays.com/investorrelations). Having considered these guidelines the Board considers that all non-executive Directors standing for re-election demonstrate the essential characteristics of independence deemed necessary by the Board. For the purposes of the Code, however, the Board has decided not to designate Wendy Lucas-Bull as independent, owing to her position as chairman of Barclays Africa Group Limited, which is majority owned by Barclays.

### **Directors standing for appointment**

<b>Crawford Gillies,</b> Non-executive Director	<b>John McFarlane,</b> Non-executive Director
---	--

**Resolution: 3**   **Resolution: 4**

**Directors standing for reappointment**

<b>Mike Ashley,</b> Non-executive Director	<b>Tim Breedon,</b> Non-executive Director	<b>Reuben Jeffery III,</b> Non-executive Director	<b>Antony Jenkins,</b> Group Chief Executive	<b>Wendy Lucas-Bull,</b> Non-executive Director	<b>Tushar Morzaria,</b> Group Finance Director
---	---	--	---	--	---

**Resolution: 5    Resolution: 6    Resolution: 7    Resolution: 8    Resolution: 9    Resolution: 10**

<b>Dambisa Moyo,</b> Non-executive Director	<b>Frits van Paasschen,</b> Non-executive Director	<b>Sir Michael Rake,</b> Deputy Chairman and Senior Independent Director	<b>Steve Thieke,</b> Non-executive Director	<b>Diane de Saint Victor,</b> Non-executive Director
--	---	---	--	---

**Resolution: 11    Resolution: 12    Resolution: 13    Resolution: 14    Resolution: 15**



## **Table of Contents**

### **Notice of AGM**

Notice is hereby given that the 2015 Annual General Meeting (the AGM) of Barclays PLC (the Company) will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am to transact the following business:

### **Resolutions**

The resolutions numbered 1 to 19 and 21 are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 20 and 22 to 24 are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

### **Report and Accounts**

#### **1. That the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2014, now laid before the meeting, be received.**

We are required by the Companies Act 2006 (the Act) to present to the AGM the Reports of the Directors and Auditors and the audited accounts of the Company for each financial year (in this case for the year ended 31 December 2014).

The Company's Articles of Association permit the Board to pay interim and final dividends. We use this authority rather than seek shareholder approval of the final dividend, as to do so would delay its payment to you. The final dividend for the financial year ended 31 December 2014 will be paid on 2 April 2015.

### **Directors' Remuneration Report**

#### **2. That the Directors' Remuneration Report (other than the part containing the abridged Directors' Remuneration Policy) for the year ended 31 December 2014, now laid before the meeting, be approved.**

The Act requires quoted companies to present to their shareholders for approval a Directors' Remuneration Report. Our Directors' Remuneration Report for the year ended 31 December 2014 appears on pages 77 to 110 of the 2014 Annual Report, which is available at [barclays.com/annualreport](http://barclays.com/annualreport). The Directors' Remuneration Report contains an abridged version of the Directors' Remuneration Policy, which was approved at the AGM in 2014. This part of the Directors' Remuneration Report will not be subject to a vote at this meeting. A summary remuneration report can be found in the Strategic Report, which is also available online. This shareholder vote is advisory and therefore does not directly affect the remuneration paid to any Director.

### **Appointment of Directors joining the Board since the last AGM**

The Company's Articles of Association and provision B.7.1 of The UK Corporate Governance Code (the Code) provide that any new Director appointed by the Board during the year may hold office only until the next AGM, when that Director must stand for appointment by the shareholders. Crawford Gillies and John McFarlane have each joined the Board since the last AGM and are accordingly seeking appointment by shareholders.

### 3. That Crawford Gillies be appointed a Director of the Company.

**Skills and experience:** Crawford was appointed to the Board as a non-executive Director with effect from 1 May 2014 and will succeed Sir John Sunderland as the Chairman of the Board Remuneration Committee at the conclusion of the AGM. He has over three decades of business and management experience, initially with Bain & Company, a firm of international management consultants, where he held the position of managing director Europe from 2001 to 2005. Since 2007 he has been on the board of Standard Life plc, where he has chaired the remuneration committee. He was chairman of the law firm Hammonds, now Squire Sanders (2006–2009), has chaired Control Risks Group Holdings Ltd since 2007 and formerly chaired Touch Bionics. He joined the board of MITIE Group PLC in 2012. He has also held public sector posts in England and Scotland. He was formerly an independent member of the Department of Trade & Industry (now the Department for Business, Innovation and Skills) and chaired its audit & risk committee. He is currently chairman of Scottish Enterprise and he is a former chairman of the Confederation of British Industry.

**Independent:** Yes

**Other current principal external appointments:** Board Member, The Edinburgh Academy; Member, Advisory Board of The School for CEOs.

**Committee membership:** Board Audit Committee; Board Remuneration Committee.

### 4. That John McFarlane be appointed a Director of the Company.

**Skills and experience:** John was appointed to the Board as a non-executive Director with effect from 1 January 2015 and will succeed Sir David Walker as Chairman at the conclusion of the 2015 AGM. John is currently chairman of Aviva plc, having joined the Aviva board in September 2011 before becoming chairman in July 2012, and chairman of FirstGroup plc. He will step down from both of these positions at the conclusion of each company's 2015 AGM. John has a strong track record as a CEO and subsequently as a chairman, and brings to Barclays extensive experience of investment, corporate and retail banking, as well as insurance, strategy, risk and cultural change. John served as Chief Executive Officer of Australia and New Zealand Banking Group (ANZ) from 1997 to 2007 and prior to that was a group executive director at Standard Chartered. He has also held senior positions at Citicorp, including as managing director of Citicorp Investment Bank and later head of Citicorp and Citibank in the UK and Ireland. His past non-executive directorships include Royal Bank of Scotland Group and Capital Radio.

**Independent:** Yes

**Other current principal external appointments:** Director, Westfield Group; Director, Old Oak Holdings Ltd.

**Committee membership:** Board Corporate Governance and Nominations Committee; Board Enterprise Wide Risk Committee.

**Table of Contents**

Notice of AGM

[continued](#)

Annual reappointment of Directors

Section B.7.1 of the Code recommends that all Directors of FTSE 350 companies should be subject to annual reappointment by shareholders. The Directors standing for reappointment in light of this provision are listed in resolutions 5 to 15 below.

**5. That Mike Ashley be reappointed a Director of the Company.**

**Skills and experience:** Mike joined the Board as a non-executive Director in September 2013. He was formerly Head of Quality and Risk Management for KPMG Europe LLP (ELLP), which formed part of the KPMG global network, where his responsibilities included the management of professional risks and quality control. He was a member of the ELLP board and was also KPMG UK's designated ethics partner. Mike has over 20 years' experience as an audit partner, during which he was the lead audit partner for several large financial services groups, including HSBC Holdings and Standard Chartered PLC, and also for the Bank of England. Mike has an in-depth understanding of auditing and the associated regulatory issues, with specific experience of large, global banks.

**Independent:** Yes

**Other current principal external appointments:** Member, Institute of Chartered Accountants in England and Wales Ethics Standards Committee; Member, HM Treasury's Audit Committee; Vice Chair, European Financial Reporting Advisory Group's Technical Expert Group; Chairman, Government Internal Audit Agency; Board Member, Charity Commission of England and Wales.

**Committee membership:** Board Audit Committee (Chairman); Board Conduct, Operational and Reputational Risk Committee; Board Corporate Governance and Nominations Committee; Board Financial Risk Committee; Board Enterprise Wide Risk Committee.

**6. That Tim Breedon be reappointed a Director of the Company.**

**Skills and experience:** Tim was appointed to the Board as a non-executive Director in November 2012. Tim held a number of roles at Legal & General Group plc (L&G) before joining its board as group director (Investments) and becoming group chief executive, a position he held from January 2006 to June 2012. Tim was a director of the Association of British Insurers (ABI), and also served as its chairman. He was also chairman of the UK Government's non-bank lending taskforce, an industry-led taskforce that looked at the structural and behavioural barriers to the development of alternative debt markets in the UK. Tim was a director of the Financial Reporting Council and was on the board of the Investment Management Association. Tim has over 25 years of experience in financial services and has extensive knowledge and experience of regulatory and government relationships. He brings to the Board the experience and knowledge of leading a financial services company, combined with an understanding of the UK and

EU regulatory environment and risk management. His customer focus and understanding of investor issues, gained both at L&G and the ABI, is of particular relevance to Barclays.

**Independent:** Yes

**Other current principal external appointments:** Non-executive Director, Ministry of Justice; Trustee, Marie Curie Cancer Care.

**Committee membership:** Board Financial Risk Committee (Chairman); Board Audit Committee; Board Conduct, Operational and Reputational Risk Committee; Board Corporate Governance and Nominations Committee; Board Remuneration Committee; Board Enterprise Wide Risk Committee.

#### **7. That Reuben Jeffery III be reappointed a Director of the Company.**

**Skills and experience:** Reuben joined the Board in July 2009 as a non-executive Director. He is currently CEO and a president of Rockefeller & Co Inc. and Rockefeller Financial Services Ltd. Reuben served in the US government as Under Secretary of State for Economic, Energy and Agricultural Affairs, as chairman of the Commodity Futures Trading Commission and as a special assistant to the President on the staff of the National Security Council. Before his government service, Reuben spent 18 years at Goldman, Sachs & Co, 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 corporate attorney with Davis Polk & Wardwell. Reuben has a broad range of financial services experience, particularly investment banking, and in addition brings extensive insight into the US political and regulatory environment.

**Independent:** Yes

**Other current principal external appointments:** Member, International Advisory Council of the China Securities Regulatory Commission; Member, Advisory Board of Towerbrook Capital Partners LP; Director, Financial Services Volunteer Corps; Member of the International Advisory Committee, J Rothschild Capital Management.

**Committee membership:** Board Conduct, Operational and Reputational Risk Committee (Chairman); Board Corporate Governance and Nominations Committee; Board Financial Risk Committee; Board Enterprise Wide Risk Committee.

#### **8. That Antony Jenkins be reappointed a Director of the Company.**

**Skills and experience:** Antony was appointed Group Chief Executive in August 2012. Previously Antony was Chief Executive of Barclays Retail and Business Banking business. He has been a member of the Group Executive Committee since 2009.

Antony started his career at Barclays, where he completed the Barclays Management Development Programme, before going on to hold various roles in retail and corporate banking. He then moved to Citigroup, working in both London and New York, before rejoining Barclays as Chief Executive of Barclaycard. Antony has represented Barclays as a non-executive Director on the board of Absa Group Limited (now Barclays Africa Group Limited). He was also on the board of Visa Europe Ltd and the board of Motability Operations Group plc. Since becoming Group Chief Executive, Antony has taken the lead in the development of Barclays Transform programme, including the introduction of a new Purpose and Values, with the aim of making Barclays the Go-To Bank for customers and clients.

**Other current principal external appointments:** Member, Board of Directors of the Institute of International Finance; Member, International Advisory Panel of the Monetary Authority of Singapore; Trustee Director, Business

in the Community.

**Committee membership:** Group Executive Committee.

4 I Barclays PLC Notice of Meeting 2015

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

**Table of Contents**

**9. That Wendy Lucas-Bull be reappointed a Director of the Company.**

**Skills and experience:** Wendy was appointed to the Board as a non-executive Director in September 2013. She is currently chairman of Barclays Africa Group Limited (formerly Absa Group Limited), one of the largest financial services groups in Africa and majority owned by Barclays. She has held senior board positions at the Development Bank of Southern Africa, the South African Financial Markets Advisory Board, Eskom, Aveng Ltd and Nedbank Group Limited. Wendy has also held positions on the boards of Telkom SA, Alexander Forbes Ltd, Dimension Data PLC and Anglo American Platinum Ltd. Wendy's extensive experience provides the Board with valuable retail, commercial, asset management and investment banking expertise. Her widespread experience stems from board level positions in South African banks, having led some of South Africa's blue chip companies, most notably as CEO of one of the largest retail banks in South Africa, serving as a senior executive of one of the major investment banks in South Africa, as well as her years of providing consultancy services to the largest banks, financial exchanges and insurers in South Africa and Internationally. As a CEO she has a track record of successful financial turnaround and cultural transformation of a major South African bank. Her in-depth knowledge of banking in Africa also provides an invaluable insight into banking in the region. Wendy has led or participated in a number of conduct related consultations throughout her career, and such knowledge and experience contributes greatly toward discussions on the culture at Barclays.

**Independent:** No. Wendy is chairman of Barclays Africa Group, which is majority owned by Barclays. The Code suggests that such a business relationship should be taken into account when determining a Director's independence. The Board considers that Wendy demonstrates the essential characteristics of independence expected by the Board and set out in Barclays' Charter of Expectations, but has decided not to designate her as an independent Director for the purposes of the Code.

**Other current principal external appointments:** Director, Afrika Tikkun NPC; Director, Peotona Group Holdings.

**Committee membership:** Board Conduct, Operational and Reputational Risk Committee.

**10. That Tushar Morzaria be reappointed a Director of the Company.**

**Skills and experience:** Tushar joined the Board and Group Executive Committee of Barclays in October 2013 as Group Finance Director. Prior to this, he was CFO, Corporate and Investment Bank at JP Morgan Chase, a role he held on the merger of the investment bank and the wholesale treasury/security services business at JP Morgan. Prior to the merger, he was CFO of the investment bank and held various other roles during his career at JP Morgan. Tushar qualified as an accountant at Coopers & Lybrand Deloitte and for most of his career he has worked in investment banking, having held various roles at SG Warburg, JP Morgan and Credit Suisse. Tushar has over 20 years of strategic financial management experience, which has proved invaluable in his role as Group Finance Director.

**Other current principal external appointments:** None

**Committee membership:** Group Executive Committee.

### **11. That Dambisa Moyo be reappointed a Director of the Company.**

**Skills and experience:** Dambisa joined the Board in May 2010 as a non-executive Director. She is an international economist and commentator on the global economy, with a background in financial services. After completing a PhD in Economics, she worked for Goldman Sachs in the debt capital markets, hedge funds coverage and global macroeconomics teams. Dambisa has also worked for the World Bank and formerly served as a non-executive director of Lundin Petroleum AB (publ). Dambisa's background as an economist, in particular her knowledge and understanding of global macroeconomic issues and African economic, political and social issues, provides an important contribution to the Board's discussion of Barclays' business and citizenship strategy.

**Independent:** Yes

**Other current principal external appointments:** Non-executive Director, SABMiller PLC; Non-executive Director, Barrick Gold Corporation.

**Committee membership:** Board Conduct, Operational and Reputational Risk Committee; Board Audit Committee; Board Financial Risk Committee.

### **12. That Frits van Paasschen be reappointed a Director of the Company.**

**Skills and experience:** Frits was appointed to the Board as a non-executive Director in August 2013. Frits is an experienced director and CEO, most recently CEO of Starwood Hotels and Resorts Worldwide Inc, one of the world's largest hotel companies. He served as a non-executive director for two NYSE listed companies, Jones Apparel Group and Oakley. He previously served as the CEO and president of Coors Brewing Company and has held various senior management positions with Nike, Inc. and Disney Consumer Products. Frits' extensive global and commercial experience and role as a CEO of an international business provides valuable strategic insight. In particular, his experience in developing and marketing brands, and a broad knowledge of enhancing business performance and the customer experience in a retail environment, is highly beneficial to many aspects of Barclays' business.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** None

### **13. That Sir Michael Rake be reappointed a Director of the Company.**

**Skills and experience:** Sir Michael joined the Board in January 2008 as a non-executive Director. He was appointed Senior Independent Director in October 2011 and Deputy Chairman in July 2012. Sir Michael spent over 30 years with KPMG, where he was senior partner of the UK firm and chairman of KPMG International. Sir Michael is chairman of BT Group plc and was previously chairman of the UK Commission for Employment and Skills, chairman of Business in the Community, chairman of easyJet plc and a director of the Financial Reporting Council. Sir Michael has substantial financial and commercial experience gained in the UK, Continental Europe and the Middle East. He also has significant experience, both as chairman and a board member, of listed companies.

**Independent:** Yes

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

**Other current principal external appointments:** President, Confederation of British Industry; Director, McGraw-Hill Financial, Inc.

**Committee membership:** Board Corporate Governance and Nominations Committee; Board Enterprise Wide Risk Committee.

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

Barclays PLC Notice of Meeting 2015 I 5



**Table of Contents**

Notice of AGM

[continued](#)

**[14. That Steve Thieke be reappointed a Director of the Company.](#)**

**Skills and experience:** Steve was appointed to the Board as a non-executive Director in January 2014. He has four decades of experience in financial services, both in regulation and investment banking. Steve worked for the Federal Reserve Bank of New York for 20 years, where he held several senior positions in credit and capital markets operations and banking supervision and later he became a non-executive director at the FSA. He has also held senior roles in investment banking and risk management with JP Morgan, where he spent 10 years. He was head of the Fixed Income Division, co-head of Global Markets, president and chairman of JP Morgan Securities, Inc. and head of the Corporate Risk Management Group, retiring from JP Morgan in 1999. He has significant board level experience, both in executive and non-executive roles, including spending seven years as a director of Risk Metrics Group, where latterly he served as chairman of the board, and nine years on the board of PNC Financial Services Corp.

**Independent:** Yes

**Other current principal external appointments:** None

**Committee membership:** Board Financial Risk Committee; Board Remuneration Committee.

**[15. That Diane de Saint Victor be reappointed a Director of the Company.](#)**

**Skills and experience:** Diane was appointed as a non-executive Director in March 2013. She is currently general counsel and company secretary and a member of the group executive committee of ABB Limited, the publicly listed international power and automation technologies company based in Switzerland. Her responsibilities include head of Legal and Integrity. She was formerly senior vice president and general counsel of the Airbus Group (formerly EADS), the European aerospace and defence company. Diane's legal experience and her knowledge of regulatory and compliance matters allows her to provide a unique perspective to the Board and its Committees.

**Independent:** Yes

**Other current principal external appointments:** Member, Advisory Board of The World Economic Forum's Davos Open Forum.

**Committee membership:** Board Audit Committee; Board Conduct, Operational and Reputational Risk Committee.

Reappointment of auditors

**[16. That PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, be reappointed as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM](#)**

**at which accounts are laid before the Company.**

The Act requires that auditors are reappointed at each AGM at which accounts are presented. The Board, on the unanimous recommendation of the Board Audit Committee, which has evaluated the effectiveness and independence of the Company's external auditors, is proposing the reappointment of PricewaterhouseCoopers LLP.

Auditors' remuneration

**17. That the Directors be authorised to set the remuneration of the auditors.**

The Board may set the remuneration of the auditors if authorised to do so by the shareholders. This resolution seeks that authority. Details of the remuneration paid to the Company's external auditors for 2014 and details of how the Board monitors the effectiveness and independence of the external auditors may be found in the 2014 Annual Report.

Political donations

**18. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the Act) the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised to:**

**(a) make donations to political organisations not exceeding £25,000 in total; and**

**(b) incur political expenditure not exceeding £100,000 in total, in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2016 or on 30 June 2016, whichever is the earlier, provided that the maximum amounts referred to in (a) and (b) may consist of sums in any currency converted into sterling at such rate as the Board may in its absolute discretion determine. For the purposes of this resolution, the terms political donations, political organisations and political expenditure shall have the meanings given to them in sections 363 to 365 of the Act.**

Barclays does not give any money for political purposes in the UK nor does it make any donations to political organisations or incur political expenditure within or outside of the EU. However, the definitions of political donations and political expenditure used in the Act are very wide. As a result, they may cover activities that form part of relationships that are an accepted part of engaging with our stakeholders to ensure that issues and concerns affecting our operations are considered and addressed, but which would not be considered as political donations or political expenditure in the layman's sense. The activities referred to above are not designed to support any political party nor to influence public support for any political party. The authority we are requesting is similar to that given by shareholders at the AGM in 2014 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

General authority to allot shares and equity securities

**19. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 21 (if passed), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to:**

- (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,415,195,502, \$77,500,000, 40,000,000 and ¥4,000,000,000; and**
- (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,750,391,004 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for, or to convert any securities into, ordinary shares in the Company granted under paragraph (a) of this resolution 19) in connection with an offer by way of a rights issue:**
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
  - (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessary,**

**Table of Contents**

**and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter, such authorities to apply (unless previously renewed, varied or revoked by the Company in general meeting) for the period expiring at the end of the AGM of the Company to be held in 2016 or the close of business on 30 June 2016, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.**

Resolution 19 is divided into two parts which, in total, will give the Board authority to allot all of the preference shares (denominated in Sterling and other currencies) that were created in 2008 and, in certain circumstances (explained below), ordinary shares up to an amount approximately equal to two-thirds of the Company's current issued ordinary share capital (excluding shares held in treasury). As at 27 February 2015, the Company did not hold any treasury shares.

Paragraph (a) of the resolution will give the Board a general authority to allot all of the unissued preference shares in the Company and up to a maximum aggregate nominal amount of £1,375,195,502 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 27 February 2015.

Paragraph (b) of the resolution will give authority to the Board to allot up to a further one-third of the current issued ordinary share capital, provided that the allotment is made in connection with a rights issue (an offer made to existing shareholders allowing them to purchase ordinary shares in proportion to their existing holding) in favour of holders of equity securities (which would include ordinary shareholders).

The amount in paragraph (b) would be reduced by the nominal amount of ordinary shares already issued or assigned under the authority conferred by paragraph (a) of this resolution, so that we would not have the power to issue in total more than two-thirds of the current issued ordinary share capital pursuant to the authority granted by this resolution. However, if resolution 21 is passed, we would have the additional authority to allot shares or grant rights to subscribe for, or to convert any security into, shares up to an amount approximately equal to 20% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 27 February 2015, as further described in resolution 21.

Resolution 19 is in line with guidance issued by The Investment Association (the IA). The Directors are also seeking renewed authority under resolution 21 for the issuance of contingent Equity Conversion Notes (ECNs) that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances. This

additional authority for ECNs is not contemplated by the guidance issued by the IA but has been discussed with the IA.

We have no present intention to make use of the authority sought under this resolution 19. The authority is, however, sought to ensure that the Company has maximum flexibility in managing the Group's capital resources and responding to business opportunities. We seek annual renewal of this authority in accordance with best practice.

This authority would remain in force until the end of the AGM in 2016 or the close of business on 30 June 2016, whichever is the earlier. Where the additional authority described in paragraph (b) of this resolution is used, all Directors would be required to stand for reappointment at the next AGM, although our usual practice is that Directors stand for reappointment annually.

Authority to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders

**20. That, in substitution for all existing powers, but without prejudice to any power granted pursuant to resolution 22 (if passed) and subject to the passing of resolution 19, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority granted by resolution 19 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:**

**(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 19, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):**

**(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**

**(ii) to holders of other equity securities (as defined in section 560 of the Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and**

**(b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 19 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution) up to a nominal amount of £206,279,325 representing no more than 5% of the issued ordinary share capital as at 27 February 2015; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights, such powers to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next AGM after this resolution is passed (or, until the close of business on 30 June 2016, whichever is earlier) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the**

**Directors may allot equity securities under any such offer or agreement as if the power had not expired.**

If we allot new equity securities or sell treasury shares for cash (other than in connection with an employee share scheme), we are required by the Act to first offer the securities to existing shareholders in proportion to their existing holdings (known as pre-emption rights) but we may seek shareholder approval to disapply pre-emption rights or issue equity securities on a non-pre-emptive basis.

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

Barclays PLC Notice of Meeting 2015 I 7

**Table of Contents**

Notice of AGM

**continued**

The effect of this resolution is to renew the authority given to us in previous years to allot equity securities (which for these purposes includes the sale of treasury shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. It would also allow us to allot a limited number of equity securities for cash (up to approximately 5% of the current issued ordinary share capital) without first offering them to existing shareholders. In addition, the Company is again seeking authority under resolution 22 for the issuance of ECNs, or shares to be issued upon conversion or exchange of ECNs, without first offering those equity securities to existing shareholders.

The authority in this resolution 20 would remain in force until the end of the AGM in 2016 or the close of business on 30 June 2016, whichever is the earlier.

We seek annual renewal of this authority in accordance with best practice. We have no present intention to make use of the authority contemplated by this resolution 20 but wish to ensure that the Company has maximum flexibility in managing the Group's capital resources and responding to business opportunities. The Company does not intend to issue more than 7.5% of its issued ordinary share capital on a non-pre-emptive basis in any three-year period in exercise of the authority contemplated by this resolution 20. However, if passed, resolutions 21 and 22 would allow this level to be exceeded for the issuance of ECNs, or upon conversion or exchange of ECNs.

Additional general authority to allot equity securities in relation to the issuance of contingent Equity Conversion Notes (ECNs)

**21. That, in addition to any authority granted pursuant to resolution 19 (if passed), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £825,000,000 in relation to any issue by the Company or any member of the Barclays Group of ECNs that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Directors consider that such an issuance of ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Barclays Group from time to time, such authority to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM of the Company to be held in 2016 (or, until the close of business on 30 June 2016, whichever is earlier) but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.**

The effect of this resolution 21 is to give the Directors the authority to allot ECNs, or shares issued upon conversion or exchange of ECNs up to an aggregate nominal amount of £825,000,000, representing approximately 20% of the Company's issued ordinary share capital as at 27 February 2015. As at 27 February 2015, the Company did not hold any shares in treasury. Please see Appendix 1 for more information on the ECNs.

The authority sought in this resolution 21 renews (and is in the same form as) the authority granted by the Company's shareholders at the AGM in 2014 in relation to ECNs. Appendix 1 explains how we have calculated the size of the authorities we are seeking. This authority is in addition to the authority proposed in resolution 19, which is the usual authority sought on an annual basis in line with guidance issued by the IA. Although this authority is not contemplated by the guidance issued by the IA, it has been discussed with the IA.

The authority sought in this resolution 21 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Barclays Group. The authority will remain in force until the end of the AGM in 2016 or the close of business on 30 June 2016, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.

Authority to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes (ECNs)

**22. That, in addition to the power granted pursuant to resolution 20 (if passed), and subject to the passing of resolution 21, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority granted by resolution 21, free of the restriction in section 561 of the Act, such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM of the Company to be held in 2016 (or, until the close of business on 30 June 2016, whichever is earlier) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.**

The effect of this resolution 22 is to give the Directors authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, without first offering them to existing shareholders. This will allow the Company to manage its capital in the most efficient and economic way for the benefit of shareholders. If passed, this resolution will authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of £825,000,000, representing approximately 20% of the Company's issued ordinary share capital as at 27 February 2015, such authority to be exercised in connection with the issue of ECNs. The authority sought in this resolution 22 renews (and is in the same form as) the authority granted by the Company's shareholders at the AGM in 2014 in relation to ECNs. Appendix 1 contains more information on the ECNs.

The authority sought in this resolution 22 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Barclays Group. The authority will remain in force until the end of the AGM in 2016 or the close of business on 30 June 2016, whichever is earlier. The Company is intending to seek a similar authority on an annual basis.



**Table of Contents**

Purchase of own shares

**23. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) on the London Stock Exchange of up to an aggregate of 1,650,234,602 ordinary shares of 25p each in its capital, and may hold such shares as treasury shares, provided that:**

**(a) the minimum price (exclusive of expenses) which may be paid for each ordinary share is not less than 25p;**

**(b) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of:**

**(i) 105% of the average of the market values of the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which the purchase is made; and**

**(ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003); and**

**(c) unless previously renewed, varied or revoked by the Company in general meeting, the authority conferred by this resolution shall expire at the end of the AGM of the Company to be held in 2016 or the close of business on 30 June 2016, whichever is the earlier (except in relation to any purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date).**

This resolution would enable the Company to buy back its own ordinary shares in the market. We consider it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources. However, we would only use the authority if we were satisfied at the time that to do so would be in the interests of shareholders and would lead to an increase in the Group's earnings per share.

The authority would be restricted to a maximum of 1,650,234,602 ordinary shares. This is not more than 10% of the issued share capital as at 27 February 2015.

Should we decide to purchase some of the Company's own shares, existing rights to subscribe for shares would represent a marginally increased proportion of the current issued share capital. Details are as follows:

• The total number of ordinary shares that may be issued on the exercise of outstanding options as at 27 February 2015 is 131,778,262, which represents approximately 0.80% of the issued share capital at that date. As at 27 February 2015 there were no warrants over ordinary shares outstanding.

• If the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of ordinary shares subject to outstanding options would represent approximately 0.89% of the issued share capital as at 27 February 2015.

Under the Act, the Company may hold any shares bought back in treasury, which may then either be sold for cash, transferred for the purposes of an employees' share scheme (subject, if necessary, to approval by shareholders at a general meeting) or cancelled. The Company therefore has the choice of either cancelling or holding in treasury any of its shares which it purchases. If the Company buys any of its shares under the authority given by this resolution, we will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. In relation to treasury shares, we would also have regard to any investor guidelines in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale which may be in force at the time of any such purchase, holding or resale.

General meetings

**24. That the Directors be authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice, such authority to expire at the end of the AGM of the Company to be held in 2016 or the close of business on 30 June 2016, whichever is the earlier.**

The Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of general meetings at shorter notice. Barclays wishes to retain the option of calling general meetings, other than an AGM, on 14 clear days' notice and the effect of this resolution is to continue to give the Directors the power to call general meetings on a notice period of not less than 14 clear days. However, as Barclays has a global shareholder base, in practice, we would always aim to give a longer notice period to ensure overseas shareholders in particular are able to participate fully. The 14-day notice period would therefore only be used in exceptional circumstances where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If this authority is used, the Company would then expect to explain, in its next Annual report, the reasons for taking this exceptional action. The resolution is valid up to the end of the next AGM or the close of business on 30 June 2016, whichever is the earlier, and it is our intention to renew the authority at each AGM. The Company offers the facility for all shareholders to vote by electronic means. This is accessible to all shareholders and would be available if the Company was to call a meeting on 14 clear days' notice. The Company also provides the ability to appoint proxies electronically through CREST and shareholders can vote online at [barclays.com/investorrelations/vote](http://barclays.com/investorrelations/vote).

By order of the Board

**Lawrence Dickinson**

Company Secretary

Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

2 March 2015

1 Churchill Place

London E14 5HP

Registered in England, Company No. 48839

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

Barclays PLC Notice of Meeting 2015 I 9

## **Table of Contents**

### **Appendix 1**

#### **Your questions answered on Equity Conversion Notes (ECNs)**

##### **Why is Barclays seeking renewed authority to issue ECNs?**

To continue to operate as a bank, Barclays must meet minimum regulatory capital requirements in the countries in which it operates. To maintain an efficient capital structure that protects the interests of ordinary shareholders under prudential regulatory requirements (introduced under the Capital Requirements Directive (CRD IV) and Prudential Regulation Authority (PRA) guidelines from 1 January 2014), Barclays currently anticipates it will need to hold around 2.0% of its Risk-Weighted Assets (RWAs) in the form of Additional Tier 1 Capital (AT1). AT1 must be in the form of Contingent Capital, sometimes called CoCos. The capital issued to meet this requirement can currently be in the form of Permanent Write Down Notes or ECNs and may be issued by the Company or another member of the Barclays Group.

The Company has issued £4.3 billion equivalent of AT1 ECNs to date at a £1.65 equivalent conversion price (which would, in the circumstances described below, result in the issue of ordinary shares of an aggregate nominal value of £663 million). Shareholder approval is once again being sought in resolutions 21 and 22 (in an amount equal to last year's annual authority) to authorise the issue of further ECNs (and shares to be issued on conversion or exchange of ECNs) and to provide flexibility to Barclays in managing its capital structure efficiently. Barclays has no current intention to use CoCos as part of compensation structures.

##### **What is a Trigger Event and what will happen?**

Should Barclays' fully-loaded CRD IV Common Equity Tier 1 (CET1) ratio fall below 7% (the Trigger Event), the current outstanding ECNs would be converted into, or exchanged for, new Barclays ordinary shares. Permanent Write Down Notes would cease to have any value upon a Trigger Event.

##### **What steps can Barclays take before or on a Trigger Event?**

In advance of and after a Trigger Event, Barclays' management can be expected to take certain actions under the Recovery Plan it is required to maintain by its regulators. Should Barclays' capital ratios fall, Barclays would be required to commence planned recovery actions to improve its capital position (e.g., by reducing RWAs, through a rights issue of ordinary shares or by seeking financial support from certain investors) well in advance of a Trigger Event. In the case of the launch of a rights issue, Barclays' ordinary shareholders would be offered the opportunity to acquire new ordinary shares in proportion to their existing Barclays shareholding (subject to legal, regulatory or practical restrictions).

The terms and conditions of ECNs issued by Barclays to date have included a mechanism to give shareholders the opportunity to purchase the ordinary shares issued on conversion or exchange of ECNs, on a pro rata basis, where

practicable and subject to applicable laws and regulations, at the same conversion price as the holders of the ECNs would have acquired the ordinary shares. This is known as a Conversion Share Offer. The Directors intend, if permitted by law and regulation, to retain a Conversion Share Offer in future issuances of ECNs by Barclays. However, in October 2014 the European Banking Authority (EBA) published a report on the monitoring of AT1 instruments by EU institutions, in which it indicated that mechanisms such as the Conversion Share Offer should not form part of the terms and conditions of AT1 issuance. The Directors continue to evaluate the EBA report and the potential impact it may have on Barclays' ability to include a Conversion Share Offer in future issuances of ECNs.

The circumstances in which a Trigger Event might be expected to occur are considered to be remote given the level of capital Barclays holds in excess of the trigger level and the recovery actions it would take should such a situation seem likely to arise.

**Will all ECNs be in the form of AT1 Capital?**

Yes. It is not Barclays' current intention to issue Tier 2 ECNs.

**How does AT1 Capital provide a more efficient capital structure?**

Barclays is required to hold Tier 1 Capital to meet regulatory requirements. Tier 1 Capital may constitute CET1 and AT1. At the time of its 2014 results announcement, Barclays confirmed a target CET1 ratio of greater than 11% and expects to reach a range of 11.5% to 12.0% in the end state. With current expectations of a further 2.0% of AT1, this implies total Tier 1 Capital in the range of 13.5% to 14.0% in the end state. Achieving this Tier 1 range with a proportion of AT1 is expected to be cheaper than issuing the total target amount in CET1, therefore resulting in a lower weighted-average cost of capital for shareholders. Holding AT1 also allows Barclays to reduce the risk that it is restricted in its ability to make certain discretionary distributions, including paying dividends to ordinary shareholders.

**At what price will ECNs be converted into or exchanged for ordinary shares?**

The terms and conditions for ECNs specify a conversion price or a mechanism for setting a conversion price, which is the rate at which the ECNs will be exchanged for ordinary shares. Barclays has £4.3 billion equivalent of ECNs currently outstanding, which were issued at a £1.65 equivalent conversion price. The resolutions continue to give the Directors authority to set the specific terms and conditions of the ECNs (including a conversion price or mechanism for setting a conversion price) after considering market conventions and conditions at the time of issuance.

**How have you calculated the size of the authorities you are seeking?**

These authorities are set at a level to provide maximum flexibility to Barclays in managing its capital structure efficiently given evolving regulatory requirements and market appetite for this form of capital instrument.

**Table of Contents**

**Notes**

**(a) Entitlements under CREST**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of shares registered in the register of members at 6:00pm on Tuesday, 21 April 2015 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6:00pm on Tuesday, 21 April 2015 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

**(b) Appointing a proxy**

A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more people (called proxies) to attend, speak and vote on his/her behalf. They need not be Barclays shareholders. If more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares. A proxy will have the same number of votes on a show of hands as if the member who appointed the proxy was at the meeting.

**(c) Corporate representatives**

A corporate shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

**(d) Persons nominated by shareholders**

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act (Nominated Persons). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

**(e) Documents available for inspection**

The following documents, which are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, 1 Churchill Place, London E14 5HP, will also be available for inspection at the Royal Festival Hall from 10:30am on Thursday, 23 April 2015 until the end of the meeting: (i) copies of the executive Directors' service contracts; and (ii) copies of the non-executive Directors

letters of appointment.

**(f) Total shares and voting rights**

As at 27 February 2015 (being the latest practicable date before publication of this document) the Company's issued share capital comprised 16,502,346,024 ordinary shares of 25 pence each. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 27 February 2015 was 16,502,346,024.

**(g) Forward-looking statements**

The appendix to the Notice of AGM contains certain forward-looking statements with respect to Barclays' expectations of the impact of these resolutions on its regulatory capital requirements. Barclays cautions readers that no forward-looking statement is a guarantee of future events and circumstances and that the actual impact of the resolutions could differ materially from its expectations. Any forward-looking statements made herein speak only as of the date they are made. Except as required by the Prudential Regulation Authority, the Financial Conduct Authority, the London Stock Exchange plc (LSE) or applicable law, Barclays expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Barclays' expectations with regard thereto. The reader should, however, consult any additional disclosures that Barclays has made or may make in documents it has published or may publish via the Regulatory News Service of the LSE and/or has filed or may file with the US Securities and Exchange Commission.

**(h) Shareholder information**

A copy of this Notice of AGM and other information required by section 311A of the Act can be found at [barclays.com/agm](http://barclays.com/agm).

**(i) Shareholder right to ask a question**

Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

**(j) Members' statement of audit concerns**

Section 527 of the Act allows shareholders who meet the threshold requirements of that section to require the Company to publish a statement on its website setting out any matter relating to: (i) the audit of the accounts to be laid at the meeting (including the auditor's report and the conduct of the audit); or (ii) any circumstances connected with the auditor ceasing to hold office since the last meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. This is known as a members' statement of audit concerns. If such a request is received, the Company cannot require those shareholders requesting publication of the statement to meet its costs of complying with that request. The Company must also forward a copy of the statement to the auditor at the same time that it makes it available on the website. Where a members' statement of audit concerns is received it will be included in the business of the meeting at which the accounts are laid.

**(k) Electronic communication**

You may not use any electronic address provided in either this Notice of AGM or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

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

Barclays PLC Notice of Meeting 2015 I 11



## Table of Contents

### Shareholders Questions and Answers

## Voting arrangements

### Who is entitled to vote?

Shareholders who want to attend, speak and vote at the AGM must be entered on the Company's register of members by no later than 6:00pm on Tuesday, 21 April 2015, or if the AGM is adjourned, no later than 6:00pm two days before the time fixed for the adjourned meeting.

### How do I vote?

There are four ways in which you can vote:

- You can vote in person at the AGM to be held on Thursday, 23 April 2015;
- You can appoint a proxy online to vote on your behalf on our website at [barclays.com/investorrelations/vote](http://barclays.com/investorrelations/vote). You will need your Voting ID, Task ID and Shareholder or Sharestore Reference Number, which are shown on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can log into or register at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11:00am on Tuesday, 21 April 2015;
- You can sign and return your Proxy Form appointing the Chairman or another person to vote for you. You should return your form to our Registrar, Equiniti, in the enclosed pre-paid envelope so that it is received by no later than 11:00am on Tuesday, 21 April 2015; or
- If you are a CREST member, you may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the explanatory notes on the Proxy Form. You will find details below of how to withdraw your proxy if you change your mind. Completion and return of the Proxy Form will not preclude members from attending and voting at the meeting should they wish to do so.

Voting on resolutions at the AGM will be by poll. This means that you will be asked to complete a Poll Card if you attend in person. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

### **What if I plan to attend the AGM and vote in person?**

If you want to vote in person at the AGM there is no need to complete your Proxy Form or appoint a proxy online using your Shareholder Voting Instruction Card. Attached to the Proxy Form and on the rear of the Shareholder Voting Instruction Card is a Poll Card for use by those attending the AGM. You should bring the Poll Card with you to the meeting.

### **If my shares are held in Barclays Sharestore how do I vote?**

All Sharestore members can choose to attend, speak and vote at the AGM. If you are a Sharestore member and do not want to attend but do want to vote, you must return your Proxy Form so that Equiniti Corporate Nominees Limited can appoint whichever person you name on the Proxy Form to attend and vote on your behalf. If you return the Proxy Form but do not insert the name of your proxy then the Chairman of the meeting will vote on your behalf.

Alternatively, you can appoint a proxy to vote on your behalf on our website at [barclays.com/investorrelations/vote](http://barclays.com/investorrelations/vote). To be valid, proxy appointments must be received no later than 11:00am on Tuesday, 21 April 2015.

### **I have chosen not to receive hard copy shareholder documents, how can I vote?**

If you have chosen not to receive hard copy shareholder documents and would like to vote, you can appoint a proxy online at Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)). Alternatively, if you would like to vote by appointing a proxy using a Proxy Form, please contact our Registrar.

### **I have been nominated by a shareholder to enjoy information rights, can I vote?**

No. If you are not a shareholder you do not have a right to vote or to appoint a proxy. However, the agreement that you have with the person who nominated you to enjoy information rights may give you the right to be appointed as their proxy, or to have someone else appointed as a proxy for the AGM and to attend, speak and vote on their behalf. If you have any questions you should contact the registered shareholder (the custodian or broker) who looks after your investment on your behalf.

### **How will my shares be voted if I appoint a proxy?**

The person you name on your Proxy Form must vote in accordance with your instructions. If you do not give them any instructions, a proxy may vote or not vote as he or she sees fit on any business of the AGM. Please see the explanatory notes on the reverse of the Proxy Form.

### **Can I appoint anyone to be a proxy?**

Yes. You can appoint your own choice of proxy or you can appoint the Chairman as your proxy. Your proxy does not need to be a Barclays shareholder.

### **Can I appoint more than one proxy?**

Yes. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy you should photocopy the Proxy Form and indicate in the box that this is one of multiple instructions.

### **Can I change my mind once I have appointed a proxy?**

Yes. If you change your mind, you can send a written statement to that effect to our Registrar. The statement must arrive with our Registrar by 11:00am on Tuesday, 21 April 2015, or you should bring it along to the AGM.

**How will the votes be counted?**

Each of the resolutions set out in the Notice of AGM will be voted upon on a poll. The passing of resolutions 1 to 19 and 21 are determined by a majority of votes. Resolutions 20 and 22 to 24 are being proposed as special resolutions and will therefore require a 75% majority of the votes cast for them to be passed.

Our Registrar counts the proxy votes received before the AGM and then counts the votes cast at the AGM. An independent third party, Electoral Reform Services, has been appointed by Barclays to monitor the shareholder voting process.

**When will the results of the voting be declared?**

The preliminary results of voting on the resolutions to be proposed at the AGM will be displayed in the exhibition area shortly after the AGM. The final results will be announced to the London Stock Exchange and will appear on our website at [barclays.com/agm](http://barclays.com/agm).

**Corporate shareholders**

**I am a corporate shareholder what do I need to do to attend the AGM?**

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the AGM. Please contact our Registrar if you need further guidance on this.

## **Table of Contents**

### **Questions**

#### **Can I ask a question at the AGM?**

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

Please try to keep your questions short and relevant to the business of the AGM. We want all shareholders to have the opportunity to ask questions.

#### **Can I ask a question about customer issues?**

If you would like to ask a question about a personal customer matter at the AGM you should go to the Customer Relations Point in the Exhibition Area, which is staffed by Senior Customer Relations personnel.

#### **Can I ask a question about my personal shareholding?**

If you would like to ask a question about your personal shareholding you should go to the Shareholder Enquiry Point in the Exhibition Area. This is staffed by our Registrar and Barclays Stockbrokers and will be open both before and after the AGM.

### **General questions**

If you have any further questions about the AGM or your shareholding, please contact our Registrar using the contact details below.

#### **Do you provide this Notice in alternative formats?**

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

Copies of this Notice are available in large print, Braille or on audio CD.

If you would like a copy in any of these forms, please contact our Registrar, Equiniti, on:

0871 384 2055<sup>Y</sup> (in the UK); or

+44 121 415 7004 (from overseas)

### Shareholder information

If you need help, contact our Registrar, Equiniti.

Web	Telephone	Postal address
www.shareview.co.uk	0871 384 2055 <sup>Y</sup> (in the UK)	Equiniti
	+44 121 415 7004 (from overseas)	Aspect House, Spencer Road Lancing, West Sussex BN99 6DA United Kingdom

<sup>Y</sup>Calls cost 8p per minute plus network extras. Lines open 8.30am to 5.30pm Monday to Friday, excluding public holidays.

**Table of Contents**

**Additional information for shareholders attending the Annual General Meeting**

The AGM will be held at the Royal Festival Hall, Southbank Centre, Belvedere Road, London SE1 8XX

**AGM details**

Date Thursday, 23 April 2015

Time The AGM will start promptly at 11:00am

You should allow at least 20 minutes for security and registration formalities

Schedule for the day

9:30am ; Registration desks open  
; Tea and coffee available  
; Q&A registration opens

10:15 10:30am ; Barclays at 325 Exhibition  
; Exhibition curator, Professor Leslie Hannah, will introduce the Exhibition

10:40 10:55am ; Performance by Barclaybrass in the Meeting Room

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

- 11:00am ; The AGM starts in the Meeting Room
- 1:00pm ; Light refreshments available  
(approximately) (after the conclusion of the AGM)
- 1:00 1:15pm ; Performance by Barclaybrass in the Exhibition Area
- 1:15pm onwards ; Professor Leslie Hannah, Barclays archivists and Barclays leaders will meet shareholders in the Exhibition Area
- 2:30pm ; Venue closes

The final poll results are expected to be released to the London Stock Exchange on Thursday, 23 April 2015. They will be available on [barclays.com/agm](http://barclays.com/agm) and will be displayed in reception at 1 Churchill Place, London, E14 5HP.

### Travelling to the AGM

The nearest tube stations are Waterloo on the Bakerloo, Northern, Jubilee and Waterloo & City lines, Embankment on the District and Circle lines and Charing Cross on the Northern and Bakerloo lines. The nearest overground train stations are Waterloo and Charing Cross. Buses stop on Waterloo Bridge, York Road, Belvedere Road and Stamford Street.

A map showing the location of the venue can be found below or you can find more information at [www.southbankcentre.co.uk/visiting-us/royal-festival-hall](http://www.southbankcentre.co.uk/visiting-us/royal-festival-hall)

[Barclays at 325: a curated exhibition](#)

In 2015 Barclays will be 325 years old. This longevity is an extraordinary achievement, especially against the backdrop of multiple financial crises, international conflicts, and the agricultural, industrial and now technological revolution.

Two years into one of the most intense periods of transformation in the bank's history, we have an opportunity to reflect on just how far we've come. Not just since 2012, but since 1690.

To help us do this, Professor Leslie Hannah, visiting professor at the London School of Economics and co-author of *Barclays: The Business of Banking 1690 – 1996*, has curated a special 325th anniversary exhibition to be displayed at this year's AGM.

From pioneering international trade finance and large-scale branch banking, to the world's first cash machine and mobile cheque deposit technology, the exhibition will track Barclays' evolution over 325 years.

## **Helpful information**

### **Security**

For safety reasons, security checks will be carried out on entry to the Royal Festival Hall. Please note that you will be asked to leave large bags in the cloakroom and small bags may be searched. Cameras, video recorders or tape recorders should not be used during the AGM. Mobile phones and other electronic communication devices should be turned off.

### **Cloakroom facilities**

Cloakroom facilities will be available in the registration area.

### **Registration**

Attendance Cards should be presented to our Registrar's staff who will be available as you arrive at the venue. Corporate representatives, proxies and guests and Barclays Stockbrokers clients should register at the registration desks, which will be clearly signposted.

### **Persons with special needs**

The Royal Festival Hall is easily accessible by wheelchair users and has lift access. Barclays staff will be on hand to guide you to the lifts.

Speech to text and hearing induction loop facilities will be available at the AGM. The AGM will also be signed.

An audio CD containing extracts from the 2014 Strategic Report is available, free of charge, either on request in writing from our Registrar or at the AGM.



**First aid**

First aid facilities will be available. Please approach any member of Barclays staff.

**Refreshments**

Tea and coffee will be available before the AGM. After the business of the AGM has been concluded, light refreshments will be available.

**Go online**

[Further information on our Annual Report barclays.com/annualreport](http://barclays.com/annualreport)

**Table of Contents**

**Table of Contents**

Printed on Cocoon Preprint made from 100% FSC ® Recycled certified fibre sourced from de-inked post-consumer waste. The printer and the manufacturing mill are both credited with ISO14001 Environmental Management Systems Standard and both are FSC ® certified. By printing this publication on Cocoon Preprint, the environmental impact was reduced by: 1,352 kg of landfill, 200 kg CO2 and greenhouse gases, 28,109 litres of water, 2,590 kWh of energy and 2,196 kg of wood.

Source: Carbon footprint data evaluated by Labelia Conseil in accordance with the Bilan Carbone methodology. Calculations are based on a comparison between the recycled paper used versus a virgin fibre paper according to the latest European BREF data (virgin fibre paper) available.

Registered office:

1 Churchill Place, London E14 5HP

Registered in England.

Registered No: 48839

9913845

Designed by Fishburn®

[thisisfishburn.com](http://thisisfishburn.com)

**Table of Contents**

Barclays PLC BARCLAYS

Proxy Form for the Annual General Meeting (AGM)

The AGM will be held at the Royal Festival Hall, Southbank Centre,  
Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am

Voting ID:

You can vote your Barclays shares online at

[Barclays.com/investorrelations/vote](http://Barclays.com/investorrelations/vote)

Task ID:

or

Shareholder Reference Number:

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

I/We hereby appoint the Chairman of the meeting, or as my/our proxy to attend, speak and vote on my/our behalf at the AGM of Barclays PLC (the Company) to be held on Thursday, 23 April 2015 and at any adjournment of that meeting.

Resolutions

The full wording of the resolutions and biographical details of all Directors standing for appointment and reappointment at the 2015 AGM are in the Notice of Annual General Meeting which has been sent to you with this form. Please write an X in the For, Against or Vote Withheld box for each resolution below. If you do not complete the boxes below, the person you appoint as proxy can decide whether, and how, he or she votes in relation to any matter which is properly put before the meeting.

Important: fold along this line

For Against Vote Withheld

1. To receive the Reports of the Directors and Auditors and the audited accounts for the year ended 31 December 2014.
2. To approve the Directors' Remuneration Report (other than the part containing the abridged Directors' Remuneration Policy) for the year ended 31 December 2014.
3. To appoint Crawford Gillies as a Director of the Company.
4. To appoint John McFarlane as a Director of the Company.
5. To reappoint Mike Ashley as a Director of the Company.
6. To reappoint Tim Breedon as a Director of the Company.
7. To reappoint Reuben Jeffery III as a Director of the Company.
8. To reappoint Antony Jenkins as a Director of the Company.
9. To reappoint Wendy Lucas-Bull as a Director of the Company.
10. To reappoint Tushar Morzaria as a Director of the Company.
11. To reappoint Dambisa Moyo as a Director of the Company.
12. To reappoint Frits van Paasschen as a Director of the Company.
13. To reappoint Sir Michael Rake as a Director of the Company.
14. To reappoint Steve Thieke as a Director of the Company.
15. To reappoint Diane de Saint Victor as a Director of the Company.

For Against Vote Withheld

16. To reappoint PricewaterhouseCoopers LLP as Auditors of the Company.
17. To authorise the Directors to set the remuneration of the Auditors.
18. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.
19. To authorise the Directors to allot shares and equity securities.
20. To authorise the Directors to allot equity securities for cash or to sell treasury shares other than on a pro rata basis

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

to shareholders.

21. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.

22. To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes.

23. To authorise the Company to purchase its own shares.

24. To authorise the Directors to call general meetings (other than an AGM) on not less than 14 clear days' notice. Please indicate with an X if this Proxy Form is one of multiple instructions being given. Please refer to note 4 overleaf.

Signature(s)

Date

Please note that your votes must be received by our Registrar no later than 11:00am on Tuesday, 21 April 2015.

2674-151-S

Barclays PLC. Registered in England. Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP

++++

**Table of Contents**

++++

Barclays PLC BARCLAYS

Attendance Card

The AGM will be held at the Royal Festival Hall, Southbank Centre,  
Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am

Clear space

Information for shareholders attending the 2015 AGM

If you plan to attend the AGM, please bring this card with you. Doors open at 9:30am. Please allow at least 20 minutes for registration. You will be given full instructions on what to do with this card at the appropriate time during the meeting.

Travelling to the AGM

The nearest tube stations are Waterloo on the Bakerloo, Northern, Jubilee and Waterloo & City lines, Embankment on the District and Circle lines and Charing Cross on the Northern and Bakerloo lines. The nearest overground train stations are Waterloo and Charing Cross. Buses stop on Waterloo Bridge, York Road, Belvedere Road and Stamford Street.

Strand

Temple

Victoria Embankment

Charing

Cross

Embankment

Waterloo Bridge

River Thames

Blackfriars Bridge

Royal

Festival

Hall

Upper Ground

Westminster

River Thames

Belvedere Road

York Road

Stamford Street

Waterloo Road

Waterloo

The Cut

Waterloo East

Southwark

How to ask a question at the AGM

If you intend to ask a question relating to the business of the meeting

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

If you would like to ask a question about a personal customer matter

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

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

If you have a question about your personal shareholding

If you would like to ask a question about your personal shareholding you should go to the Shareholder Enquiry Point in the Exhibition Area. This is staffed by our Registrar and Barclays Stockbrokers and will be open both before and after the AGM.

Barclays PLC. Registered in England.

Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP

Important information

How we want to communicate with you

Shareholder Reference Number

We would like to take this opportunity to find out how you want us to communicate with you. Please see the options below. Please note that we will not send paper shareholder documents to you unless you have positively told us that you would like to receive them.

Your options

1. Email If you would like to receive an email to tell you when shareholder information is available on the website and when you can vote online, please join Shareview at [www.shareview.co.uk](http://www.shareview.co.uk). Please see overleaf for more information about how to join.

2. Website If you do not want to receive hard copy documents you do not need to take any further action. We will notify you by letter when the information is available to view on our website and when you can vote online.

2674-153-S

3. Paper If you would like to continue to receive paper documentation, please tell us which of the following documents you would like to receive and return the form to our Registrar in the enclosed pre-paid envelope. If both boxes are ticked, we will only send a Strategic Report to you.

Strategic Report: This document is about 40 pages long and gives you a clear overview of our company and its

financial position. Full Annual Report: This document is about 350 pages long and gives you very detailed financial and other information.

If you have told us in the last 12 months how you would like us to communicate with you, you do not need to take any action.

Please note that Barclays reserves the right to send you shareholder information by post should we feel it is appropriate.

**Table of Contents**

Barclays PLC

Poll card for the Annual General Meeting (AGM)

The AGM will be held at the Royal Festival Hall, Southbank Centre,  
Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am

BARCLAYS

This card should only be completed during the meeting

Holders of ordinary shares as well as proxies and authorised representatives of corporations are entitled to vote.

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

Signature(s)

Date

Resolutions

For Against Vote Withheld

1. To receive the Reports of the Directors and Auditors and the audited accounts for the year ended 31 December 2014.
2. To approve the Directors' Remuneration Report (other than the part containing the abridged Directors' Remuneration Policy) for the year ended 31 December 2014.
3. To appoint Crawford Gillies as a Director of the Company.
4. To appoint John McFarlane as a Director of the Company.
5. To reappoint Mike Ashley as a Director of the Company.
6. To reappoint Tim Breedon as a Director of the Company.
7. To reappoint Reuben Jeffery III as a Director of the Company.
8. To reappoint Antony Jenkins as a Director of the Company.
9. To reappoint Wendy Lucas-Bull as a Director of the Company.
10. To reappoint Tushar Morzaria as a Director of the Company.
11. To reappoint Dambisa Moyo as a Director of the Company.
12. To reappoint Frits van Paasschen as a Director of the Company.
13. To reappoint Sir Michael Rake as a Director of the Company.
14. To reappoint Steve Thieke as a Director of the Company.
15. To reappoint Diane de Saint Victor as a Director of the Company.

For Against Vote Withheld

16. To reappoint PricewaterhouseCoopers LLP as Auditors of the Company.
17. To authorise the Directors to set the remuneration of the Auditors.
18. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.
19. To authorise the Directors to allot shares and equity securities.
20. To authorise the Directors to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders.
21. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.
22. To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes.
23. To authorise the Company to purchase its own shares.
24. To authorise the Directors to call general meetings (other than an AGM) on not less than 14 clear days' notice.

Barclays PLC. Registered in England. Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP

To join Shareview, please follow these 3 easy steps:

We encourage shareholders to join Shareview. We send Shareview members regular, up to date information about



## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

their shareholding and Barclays directly to their inbox. You can also vote your Barclays shares online.

Step 1

Go to [shareview.co.uk](http://shareview.co.uk)

Step 2

Register for electronic communications by following the instructions on screen

Step 3

You will be sent an activation code in the post the next working day

If you have any questions, please contact our Registrar.

**Table of Contents**

Barclays PLC

Explanatory notes

BARCLAYS

1. Voting

If you want to attend and vote at the Barclays AGM, you must be entered on the Company's register of members by no later than 6:00pm on Tuesday, 21 April 2015, or if the meeting is adjourned, no later than 6:00pm two days before the time fixed for the adjourned meeting.

2. Vote online

You can appoint a proxy to vote your shares online at

[Barclays.com/investorrelations/vote](http://Barclays.com/investorrelations/vote). To log on you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on the front of this form. Alternatively, you can join Shareview (details below). Your votes must be registered by no later than 11:00am on Tuesday, 21 April 2015.

3. Proxy

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

Write the full name of the person you have chosen as your proxy in the box on the Proxy Form unless you wish to appoint the Chairman of the meeting. If no name is inserted, the Chairman of the meeting will be authorised to vote on your behalf.

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

4. Multiple proxies

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

5. Revoking your proxy

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

6. Authority and timing

To be valid, you must return this Proxy Form, together with a certified copy of the power of attorney or other authority (if any) under which it is executed, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8JF United Kingdom, in the pre-paid envelope provided, so that it is received by no later than 11:00am on Tuesday, 21 April 2015.

7. Joint shareholders

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

8. Vote Withheld

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

9. Corporate shareholders

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

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

10. Euroclear electronic proxy appointment service (CREST)

If you are a user of the CREST system (including a CREST Personal Member), you may appoint one or more proxies

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

or give an instruction to a proxy by having an appropriate CREST message transmitted. To be valid, the CREST message must be received by the receiving agent (ID RA19) no later than 11:00am on Tuesday, 21 April 2015. For this purpose the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the receiving agent is able to retrieve the message. After this time, changes of instructions to proxies appointed through CREST should be communicated to the proxy by other means. If you are a CREST personal member or other CREST sponsored member, you should contact your CREST sponsor for help with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Contact our Registrar by:

Web

[www.shareview.co.uk](http://www.shareview.co.uk)

Telephone

0871 384 2055\* (in the UK)

+44 121 415 7004 (from overseas)

Postal address

Equiniti

Aspect House, Spencer Road, Lancing,  
West Sussex BN99 6DA United Kingdom

\*Calls cost 8p per minute plus network extras. Lines open 8:30am to 5:30pm Monday to Friday, excluding public holidays.

Barclays PLC. Registered in England. Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP

**Table of Contents**

Barclays PLC Sharestore

Proxy Form for the Annual General Meeting (AGM)

The AGM will be held at the Royal Festival Hall, Southbank Centre,

Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am

BARCLAYS

+

Voting ID:

You can vote your Barclays shares online at

[Barclays.com/investorrelations/vote](http://Barclays.com/investorrelations/vote)

Task ID:

or

Sharestore Reference Number:

+

You can vote your Barclays shares by completing and sending this

form back in the enclosed pre-paid envelope. Before completing

this form, please read the explanatory notes on the rear.

I/We hereby instruct Equiniti Corporate Nominees Limited to appoint the Chairman of the meeting, or to attend, speak and vote on my/our behalf at the AGM of Barclays PLC (the Company) to be held on Thursday, 23 April 2015 and at any adjournment of that meeting.

Resolutions

The full wording of the resolutions and biographical details of all Directors standing for appointment and reappointment at the 2015 AGM are in the Notice of Annual General Meeting which has been sent to you with this form. Please write an X in the For, Against or Vote Withheld box for each resolution below. If you do not complete the boxes below, the person you appoint as proxy can decide whether, and how, he or she votes in relation to any matter which is properly put before the meeting.

Important: fold along this line

For Against Vote Withheld

1. To receive the Reports of the Directors and Auditors and the audited accounts for the year ended 31 December 2014.

2. To approve the Directors' Remuneration Report (other than the part containing the abridged Directors' Remuneration Policy) for the year ended 31 December 2014.

3. To appoint Crawford Gillies as a Director of the Company.

4. To appoint John McFarlane as a Director of the Company.

5. To reappoint Mike Ashley as a Director of the Company.

6. To reappoint Tim Breedon as a Director of the Company.

7. To reappoint Reuben Jeffery III as a Director of the Company.

8. To reappoint Antony Jenkins as a Director of the Company.

9. To reappoint Wendy Lucas-Bull as a Director of the Company.

10. To reappoint Tushar Morzaria as a Director of the Company.

11. To reappoint Dambisa Moyo as a Director of the Company.

12. To reappoint Frits van Paasschen as a Director of the Company.

13. To reappoint Sir Michael Rake as a Director of the Company.

14. To reappoint Steve Thieke as a Director of the Company.

15. To reappoint Diane de Saint Victor as a Director of the Company.

For Against Vote Withheld

16. To reappoint PricewaterhouseCoopers LLP as Auditors of the Company.

17. To authorise the Directors to set the remuneration of the Auditors.

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

18. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.
19. To authorise the Directors to allot shares and equity securities.
20. To authorise the Directors to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders.
21. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.
22. To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes.
23. To authorise the Company to purchase its own shares.
24. To authorise the Directors to call general meetings (other than an AGM) on not less than 14 clear days' notice. Please indicate with an X if this Proxy Form is one of multiple instructions being given. Please refer to note 4 overleaf.

Signature(s)

Date

Please note that your votes must be received by Equiniti no later than 11:00am on Tuesday, 21 April 2015.

2674-152-S

+

Equiniti Financial Services Limited. Registered in England and Wales. Registered No. 6208699. Registered office: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. Barclays PLC. Registered in England. Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP

+

**Table of Contents**

Barclays PLC Sharestore

Attendance Card

The AGM will be held at the Royal Festival Hall, Southbank Centre,  
Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am

BARCLAYS

Clear space

Information for shareholders  
attending the 2015 AGM

If you plan to attend the AGM,  
please bring this card with you.

Doors open at 9:30am. Please allow  
at least 20 minutes for registration.

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

Travelling to the AGM

The nearest tube stations are Waterloo on the Bakerloo, Northern, Jubilee and Waterloo & City lines, Embankment on the District and Circle lines and Charing Cross on the Northern and Bakerloo lines. The nearest overground train stations are Waterloo and Charing Cross. Buses stop on Waterloo Bridge, York Road, Belvedere Road and Stamford Street.

Strand

Temple

Victoria Embankment

Charing

Cross

Embankment

Waterloo Bridge

River Thames

Blackfriars Bridge

Royal

Festival

Hall

Upper Ground

Westminster

River Thames

Belvedere Road

York Road

Stamford Street

Waterloo Road

Waterloo

The Cut

Waterloo East

Southwark

How to ask a question at the AGM

If you intend to ask a question relating to the business of the meeting

You should register your question at one of the Question Registration Points in the Exhibition Area before the meeting starts. You can also register your question once the AGM has started at the Question Registration Point outside the

## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

meeting room. Any questions raised but not answered at the meeting will be reviewed personally by the Chairman after the AGM and a reply will be sent out to you within 14 days.

If you would like to ask a question about a personal customer matter

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

If you have a question about your personal shareholding

If you would like to ask a question about your personal shareholding you should go to the Shareholder Enquiry Point in the Exhibition Area. This is staffed by Equiniti and Barclays Stockbrokers and will be open both before and after the AGM.

Equiniti Financial Services Limited. Registered in England and Wales. Registered No. 6208699. Registered office: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. Barclays PLC. Registered in England.

Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP

+ Important information

+

How we want to communicate with you

Sharestore Reference Number

2674-154-S

We would like to take this opportunity to find out how you want us to communicate with you. Please see the options below. Please note that we will not send paper shareholder documents to you unless you have positively told us that you would like to receive them.

Your options

1. Email If you would like to receive an email to tell you when shareholder information is available on the website and when you can vote online, please join Shareview at [www.shareview.co.uk](http://www.shareview.co.uk). Please see overleaf for more information about how to join.

+ 2. Website If you do not want to receive hard copy documents you do not need to take any further action. You can view information on our website.

3. Paper If you would like to continue to receive paper documentation, please tell us which of the following documents you would like to receive and return the form to Equiniti in the enclosed pre-paid envelope. If both boxes are ticked, we will only send a Strategic Report to you.

Strategic Report: This document is about 40 pages long and gives you a clear overview of our company and its

financial position. Full Annual Report: This document is about 350 pages long and gives you very detailed financial and other information.

If you have told us in the last 12 months how you would like us to communicate with you, you do not need to take any action.

Please note that Barclays reserves the right to send you shareholder information by post should we feel it is appropriate.

+

**Table of Contents**

Barclays PLC Sharestore

Poll card for the Annual General Meeting (AGM)

The AGM will be held at the Royal Festival Hall, Southbank Centre,  
Belvedere Road, London SE1 8XX on Thursday, 23 April 2015 at 11:00am

BARCLAYS

This card should only be completed during the meeting

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

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

Signature(s)

Date

Resolutions

For Against Vote Withheld

1. To receive the Reports of the Directors and Auditors and the audited accounts for the year ended 31 December 2014.
2. To approve the Directors' Remuneration Report (other than the part containing the abridged Directors' Remuneration Policy) for the year ended 31 December 2014.
3. To appoint Crawford Gillies as a Director of the Company.
4. To appoint John McFarlane as a Director of the Company.
5. To reappoint Mike Ashley as a Director of the Company.
6. To reappoint Tim Breedon as a Director of the Company.
7. To reappoint Reuben Jeffery III as a Director of the Company.
8. To reappoint Antony Jenkins as a Director of the Company.
9. To reappoint Wendy Lucas-Bull as a Director of the Company.
10. To reappoint Tushar Morzaria as a Director of the Company.
11. To reappoint Dambisa Moyo as a Director of the Company.
12. To reappoint Frits van Paasschen as a Director of the Company.
13. To reappoint Sir Michael Rake as a Director of the Company.
14. To reappoint Steve Thieke as a Director of the Company.
15. To reappoint Diane de Saint Victor as a Director of the Company.

For Against Vote Withheld

16. To reappoint PricewaterhouseCoopers LLP as Auditors of the Company.
  17. To authorise the Directors to set the remuneration of the Auditors.
  18. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.
  19. To authorise the Directors to allot shares and equity securities.
  20. To authorise the Directors to allot equity securities for cash or to sell treasury shares other than on a pro rata basis to shareholders.
  21. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.
  22. To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes.
  23. To authorise the Company to purchase its own shares.
  24. To authorise the Directors to call general meetings (other than an AGM) on not less than 14 clear days' notice.
- Equiniti Financial Services Limited. Registered in England and Wales. Registered No. 6208699. Registered office: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. Barclays PLC. Registered in England. Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP



## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

To join Shareview, please follow these 3 easy steps:

We encourage shareholders to join Shareview. We send Shareview members regular, up to date information about their shareholding and Barclays directly to their inbox. You can also vote your Barclays shares online.

Step 1

Go to [shareview.co.uk](http://shareview.co.uk)

Step 2

Register for electronic communications by following the instructions on screen

Step 3

You will be sent an activation code in the post the next working day

If you have any questions, please contact Equiniti.

**Table of Contents**

Barclays PLC Sharestore

Explanatory notes

BARCLAYS

1. Voting

If you want to attend and vote at the Barclays AGM, you must be entered on the Barclays Sharestore register of members by no later than 6:00pm on Tuesday, 21 April 2015, or if the meeting is adjourned, no later than 6:00pm two days before the time fixed for the adjourned meeting.

2. Vote online

You can appoint a proxy to vote your shares online at

[Barclays.com/investorrelations/vote](http://Barclays.com/investorrelations/vote). To log on you will need your Voting ID, Task ID and Sharestore Reference Number which are printed on the front of this form. Alternatively, you can join Shareview (details below). Your votes must be registered by no later than 11:00am on Tuesday, 21 April 2015.

3. Proxy

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

Write the full name of the person you have chosen as your proxy in the box on the Proxy Form unless you wish to appoint the Chairman of the meeting. If no name is inserted, the Chairman of the meeting will be authorised to vote on your behalf.

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

4. Multiple proxies

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

5. Revoking your proxy

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

6. Authority and timing

To be valid, you must return this Proxy Form, together with a certified copy of the power of attorney or other authority (if any) under which it is executed, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8JF United Kingdom, in the pre-paid envelope provided, so that it is received by no later than 11:00am on Tuesday, 21 April 2015.

7. Joint Sharestore members

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

8. Vote Withheld

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

9. Corporate Sharestore members

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

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

Contact Equiniti by:

Web

[www.shareview.co.uk](http://www.shareview.co.uk)

Telephone

0871 384 2055\* (in the UK)

+44 121 415 7004 (from overseas)

Postal address

Equiniti

Aspect House, Spencer Road, Lancing,

West Sussex BN99 6DA United Kingdom

\*Calls cost 8p per minute plus network extras. Lines open 8:30am to 5:30pm Monday to Friday, excluding public holidays.

Equiniti Financial Services Limited. Registered in England and Wales. Registered No. 6208699. Registered office: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom.

Barclays PLC. Registered in England. Registered No. 48839. Registered office: 1 Churchill Place, London E14 5HP