

BARCLAYS PLC  
Form 20-F  
February 21, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 20-F**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission file number      Barclays      1-09246  
PLC

**BARCLAYS PLC**

(Exact Name of Registrant as Specified in its Charter)

ENGLAND

Edgar Filing: BARCLAYS PLC - Form 20-F

(Jurisdiction of Incorporation or Organization)

1 CHURCHILL PLACE, LONDON E14 5HP, ENGLAND

(Address of Principal Executive Offices)

**GARTH WRIGHT, +44 (0)20 7116 3170, GARTH.WRIGHT@BARCLAYS.COM**

**1 CHURCHILL PLACE, LONDON E14 5HP, ENGLAND**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange
	On Which Registered
25p ordinary shares	New York Stock Exchange*

Title of Each Class	Name of Each Exchange On Which Registered
American Depositary Shares, each representing four 25p ordinary shares	New York Stock Exchange
4.338% Fixed Rate Senior Notes due 2024	New York Stock Exchange
Floating Rate Senior Notes due 2024	New York Stock Exchange
4.972% Fixed Rate Senior Notes due 2029	New York Stock Exchange
4.61% Fixed Rate Senior Notes due 2023	New York Stock Exchange
Floating Rate Senior Notes due 2023	New York Stock Exchange
4.375 % Fixed Rate Subordinated Notes due 2024	New York Stock Exchange
2.75% Fixed Rate Senior Notes due 2019	New York Stock Exchange
3.65% Fixed Rate Senior Notes due 2025	New York Stock Exchange
2.875% Fixed Rate Senior Notes due 2020	New York Stock Exchange
5.25% Fixed Rate Senior Notes due 2045	New York Stock Exchange
3.25% Fixed Rate Senior Notes due 2021	New York Stock Exchange
4.375% Fixed Rate Senior Notes due 2026	New York Stock Exchange
5.20% Fixed Rate Subordinated Notes due 2026	New York Stock Exchange
3.20% Fixed Rate Senior Notes due 2021	New York Stock Exchange
Floating Rate Senior Notes due 2021	New York Stock Exchange
Floating Rate Senior Notes due 2023	New York Stock Exchange
3.684% Fixed Rate Senior Notes due 2023	New York Stock Exchange
4.337% Fixed Rate Senior Notes due 2028	New York Stock Exchange
4.950% Fixed Rate Senior Notes due 2047	New York Stock Exchange
4.836% Fixed Rate Subordinated Callable Notes due 2028	New York Stock Exchange
3.250% Fixed Rate Senior Notes due 2033	New York Stock Exchange

\*Not for trading, but in connection with the registration of American Depository Shares, pursuant to the requirements to the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuers' classes of capital or common stock as of the close of the period covered by the annual report.

25p ordinary shares 17,132,806,284

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934.

Yes No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of 'large accelerated filer', 'accelerated filer' and 'emerging growth company' in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

The term 'new or revised financial accounting standard' refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Edgar Filing: BARCLAYS PLC - Form 20-F

\*Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

\*If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

## SEC Form 20-F Cross reference information

<b>Form 20-F item number</b>	<b>Page and caption references in this document*</b>
<b>1 Identity of Directors, Senior Management and Advisers</b>	Not applicable
<b>2 Offer Statistics and Expected Timetable</b>	Not applicable
<b>3 Key Information</b>	
A. Selected financial data	180, 182, 205-211, 232 (Notes 10 and 11), 310
B. Capitalization and indebtedness	Not applicable
C. Reason for the offer and use of proceeds	Not applicable
D. Risk factors	85-90
<b>4 Information on the Company</b>	
A. History and development of the company	1, 8-11, 222 (Note 6), 240 (Note 15), 290 (Note 36), 295-296 (Note 41), 305-309
B. Business overview	iii (Market and other data), 169-176, 184-193, 218-219 (Note 2), 265-273 (Note 27)
C. Organizational structure	8, 286-287 (Note 34), 332-335
D. Property, plants and equipment	258 (Note 20), 259-260 (Note 21), 262 (Note 23)
<b>4A Unresolved staff comments</b>	Not applicable
<b>5 Operating and Financial Review and Prospects</b>	
A. Operating results	85-89, 129, 156, 169-176, 178-194, 234-239 (Note 14), 265-273 (Note 27), 404-405
B. Liquidity and capital resources	120-121, 135, 137-145, 147-150, 211, 213, 234-239 (Note 14), 265 (Note 26), 273-275 (Note 28), 276-277 (Note 29), 290 (Note 36), 291-292 (Note 37), 400-406, 419-422
C. Research and development, patents and licenses, etc.	44
D. Trend information	
E. Off-balance sheet arrangements	78, 265 (Note 26), 287-290 (Note 35), 291-292 (Note 37)

F.	Tabular disclosure of contractual obligations	422
G.	Safe harbor	ii (Forward-looking statements)
<b>6</b>	<b>Directors, Senior Management and Employees</b>	
A.	Directors and senior management	5-7, 322-326
B.	Compensation	43, 53-80, 279-280 (Note 32), 293-294 (Note 39), 442
C.	Board practices	5-7, 12-14, 65, 84, 362-363
D.	Employees	52, 184, 187, 191-193, 218-219 (Note 2)
E.	Share ownership	279-280 (Note 32), 293-294 (Note 39), 329-331
<b>7</b>	<b>Major Shareholders and Related Party Transactions</b>	
A.	Major shareholders	45, 321
B.	Related party transactions	293-294 (Note 39), 360, 442
C.	Interests of experts and counsel	Not applicable
<b>8</b>	<b>Financial Information</b>	
A.	Consolidated statements and other financial information	180, 182, 203-213, 214-304, 232 (Note 11), 265-273 (Note 27), 276-277 (Note 29), 307-308, 310
B.	Significant changes	Not applicable
<b>9</b>	<b>The Offer and Listing</b>	
A.	Offer and listing details	310, 320
B.	Plan of distribution	Not applicable
C.	Markets	310, 320
D.	Selling shareholders	Not applicable
E.	Dilution	Not applicable
F.	Expenses of the issue	Not applicable
<b>10</b>	<b>Additional Information</b>	
A.	Share capital	Not applicable
B.	Memorandum and Articles of Association	305-309
C.	Material contracts	63-65



<b>Form 20-F item number</b>	<b>Page and caption references in this document*</b>
D. Exchange controls	316
E. Taxation	312-316
F. Dividends and paying assets	Not applicable
G. Statement by experts	Not applicable
H. Documents on display	316
I. Subsidiary information	286-287 (Note 34), 332-335
<b>11 Quantitative and Qualitative Disclosure about Market Risk</b>	93, 131-134, 155-157, 159-161, 388-395
<b>12 Description of Securities Other than Equity Securities</b>	
A. Debt Securities	Not applicable
B. Warrants and Rights	Not applicable
C. Other Securities	Not applicable
D. American Depositary Shares	310-311, 317-318
<b>13 Defaults, Dividends Arrearages and Delinquencies</b>	Not applicable
<b>14 Material Modifications to the Rights of Security Holders and Use of Proceeds</b>	Not applicable
<b>15 Controls and Procedures</b>	
A. Disclosure controls and procedures	322
B. Management's annual report on internal control over financial reporting	41
C. Attestation report of the registered public accounting firm	203
D. Changes in internal control over financial reporting	41
<b>16A Audit Committee Financial Expert</b>	13
<b>16B Code of Ethics</b>	320
<b>16C Principal Accountant Fees and Services</b>	20-21, 295 (Note 40), 319
<b>16D Exemptions from the Listing Standards for Audit Committees</b>	Not applicable
<b>16E Purchases of Equity Securities by the Issuer and Affiliated Purchasers</b>	46
<b>16F Change in Registrant's Certifying Accountant</b>	Not applicable
<b>16G Corporate Governance</b>	320
<b>17 Financial Statements</b>	Not applicable (See Item 8)
<b>18 Financial Statements</b>	Not applicable (See Item 8)
<b>19 Exhibits</b>	Exhibit Index

\*Captions have been included only in respect of pages with multiple sections on the same page in order to identify the relevant caption on that page covered by the corresponding Form 20-F item number.



## Notes

The terms Barclays or Barclays Group refer to Barclays PLC together with its subsidiaries. Unless otherwise stated, the income statement analysis compares the year ended 31 December 2018 to the corresponding twelve months of 2017 and balance sheet analysis as at 31 December 2018 with comparatives relating to 31 December 2017. The abbreviations £m and £bn represent millions and thousands of millions of Pounds Sterling respectively; the abbreviations \$m and \$bn represent millions and thousands of millions of US Dollars respectively; the abbreviations m and bn represent millions and thousands of millions of Euros respectively.

There are a number of key judgement areas, for example impairment calculations, which are based on models and which are subject to ongoing adjustment and modifications. Reported numbers reflect best estimates and judgements at the given point in time.

Relevant terms that are used in this document but are not defined under applicable regulatory guidance or International Financial Reporting Standards (IFRS) are explained in the results glossary that can be accessed at [home.barclays/results](http://home.barclays/results).

The information in this announcement, which was approved by the Board of Directors on 20 February 2019, does not comprise statutory accounts within the meaning of Section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2018, which contain an unqualified audit report under Section 495 of the Companies Act 2006 (which does not make any statements under Section 498 of the Companies Act 2006) will be delivered to the Registrar of Companies in accordance with Section 441 of the Companies Act 2006.

Barclays is a frequent issuer in the debt capital markets and regularly meets with investors via formal road-shows and other ad hoc meetings. Consistent with its usual practice, Barclays expects that from time to time over the coming quarter it will meet with investors globally to discuss these results and other matters relating to the Barclays Group.

### **Non-IFRS performance measures**

Barclays management believes that the non-IFRS performance measures included in this document provide valuable information to the readers of the financial statements as they enable the reader to identify a more consistent basis for comparing the businesses performance between financial periods and provide more detail concerning the elements of performance which the managers of these businesses are most directly able to influence or are relevant for an assessment of the Barclays Group. They also reflect an important aspect of the way in which operating targets are defined and performance is monitored by Barclays management. However, any non-IFRS performance measures in this document are not a substitute for IFRS measures and readers should consider the IFRS measures as well. Refer to pages 195 to 200 for further information and calculations of non-IFRS performance measures included throughout this document, and the most directly comparable IFRS measures.

Key non-IFRS measures included in this document, and the most directly comparable IFRS measures, are:

Attributable profit excluding litigation and conduct represents attributable profit excluding litigation and conduct charges. The comparable IFRS measure is attributable profit. A reconciliation is provided on pages 197-199;

Average allocated equity represents the average shareholders equity that is allocated to the businesses. The comparable IFRS measure is average equity. A reconciliation is provided on page 200;

Average allocated tangible equity is calculated as the average of the previous month's period end allocated tangible equity and the current month's period end allocated tangible equity. The average allocated tangible equity for the period is the average of the monthly averages within that period. Period end allocated tangible equity is calculated as

13.0% (2017: 12.0%) of risk weighted assets for each business, adjusted for capital deductions, excluding goodwill and intangible assets, reflecting the assumptions the Group uses for capital planning purposes. Head Office allocated tangible equity represents the difference between the Barclays Group's tangible shareholders' equity and the amounts allocated to businesses. The comparable IFRS measure is average equity. A reconciliation is provided on page 196;

Average tangible shareholders' equity is calculated as the average of the previous month's period end tangible equity and the current month's period end tangible equity. The average tangible shareholders' equity for the period is the average of the monthly averages within that period. The comparable IFRS measure is average equity. A reconciliation is provided on page 199;

Basic earnings per share excluding litigation and conduct is calculated by dividing statutory profit after tax attributable to ordinary shareholders excluding litigation and conduct charges, including an adjustment for the tax credit in reserves in respect of other equity instruments, by the basic weighted average number of shares. The comparable IFRS measure is basic earnings per share. A reconciliation is provided on pages 197-199;

Cost: income ratio excluding litigation and conduct represents operating expenses excluding litigation and conduct charges, divided by total income. The comparable IFRS measure is cost: income ratio. A reconciliation is provided on pages 197-199;

Operating expenses excluding litigation and conduct represents operating expenses excluding litigation and conduct charges. The comparable IFRS measure is operating expenses. A reconciliation is provided on pages 197-199;

Operating expenses excluding litigation and conduct, and a GMP charge of £140m represents operating expenses excluding litigation and conduct charges, and a GMP charge of £140m. The comparable IFRS measure is operating expenses. A reconciliation is provided on page 180;

Profit before tax excluding litigation and conduct represents profit before tax excluding litigation and conduct charges. The comparable IFRS measure is profit before tax. A reconciliation is provided on page 197-199;

Return on average allocated equity represents the return on shareholders' equity that is allocated to the businesses. The comparable IFRS measure is return on equity. A reconciliation is provided on page 200;

Return on average allocated tangible equity is calculated as the annualised profit after tax attributable to ordinary equity holders of the parent, including an adjustment for the tax credit in reserves in respect of other equity instruments, as a proportion of average allocated tangible equity. The comparable IFRS measure is return on equity. A reconciliation is provided on page 196;

Return on average allocated tangible equity excluding litigation and conduct is calculated as the annualised profit after tax attributable to ordinary equity holders of the parent excluding litigation and conduct charges, including an adjustment for the tax credit in reserves in respect of other equity instruments, as a proportion of average allocated tangible equity. The comparable IFRS measure is return on equity. A reconciliation is provided on page 196;

Return on average tangible shareholders' equity is calculated as the annualised profit after tax attributable to ordinary equity holders of the parent, including an adjustment for the tax credit in reserves in respect of other equity instruments, as a proportion of average shareholders' equity excluding non-controlling interests and other equity instruments adjusted for the deduction of intangible assets and goodwill. The comparable IFRS measure is return on equity. A reconciliation is provided on page 197-199; and

Tangible net asset value per share is calculated by dividing shareholders' equity, excluding non-controlling interests and other equity instruments, less goodwill and intangible assets, by the number of issued ordinary shares. The components of the calculation have been included on page 199.

### **Forward-looking statements**

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

savings, any commitments and targets, estimates of capital expenditures, plans and objectives for future operations, projected employee numbers, IFRS 9 impacts and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under International Financial Reporting Standards including the continuing impact of IFRS 9 implementation, evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules applicable to past, current and future periods; UK, US, Eurozone and global macroeconomic and business conditions; the effects of any volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Barclays Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; instability as a result of the exit by the United Kingdom from the European Union and the disruption that may subsequently result in the UK and globally; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Barclays Group's control. As a result, the Barclays Group's actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set forth in the Barclays Group's forward-looking statements.

Subject to our obligations under the applicable laws and regulations of the United Kingdom and the United States in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Market and other data**

This document contains information, including statistical data, about certain Barclays markets and its competitive position. Except as otherwise indicated, this information is taken or derived from Datastream and other external sources. Barclays cannot guarantee the accuracy of information taken from external sources, or that, in respect of internal estimates, a third party using different methods would obtain the same estimates as Barclays.

### **Uses of Internet addresses**

This document contains inactive textual addresses to internet websites operated by us and third parties. Reference to such websites is made for information purposes only, and information found at such websites is not incorporated by reference into this document.

### **References to Pillar 3 Report**

This document contains references throughout to the Barclays PLC Pillar 3 Report. Reference to the aforementioned report is made for information purposes only, and information found in said report is not incorporated by reference into this document.



Governance

**This section sets out our corporate governance processes and the role they play in supporting the delivery of our strategy, including reports from the Chairman and each of the Board Committee Chairs.**

Directors' report		Page 2
<b>How we comply with The UK Corporate Governance Code 2016</b>		3
<b>Chairman's introduction</b>		
<b>Who we are</b>	Board of Directors	5
	Group Executive Committee	7
<b>What we did in 2018</b>	Board report	8
	Board Audit Committee report	12
	Board Nominations Committee report	22
	Board Reputation Committee report	27
	Board Risk Committee report	31
		37
<b>How we comply</b>		43
		17

**Other statutory information**

People	47
Remuneration report	53

Governance: Directors report

## How we comply with

### The UK Corporate Governance Code 2016

#### The UK Corporate Governance Code 2016 (The Code)

The Code is not a rigid set of rules. It consists of principles (main and supporting) and provisions. The Listing Rules require companies to apply the main principles and report to shareholders on how they have done so.

You can find our disclosures as follows:

Leadership	Page
Every company should be headed by an effective board which is collectively responsible for the long-term success of the company.	
Board of Directors	5
Composition of the Board	4
There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision.	
Roles on the Board	37
The chairman is responsible for leadership of the board and ensuring its effectiveness on all aspects of its role.	
Roles on the Board	37
As part of their role as members of a unitary board, non-executive directors should constructively challenge and help develop proposals on strategy.	
Roles on the Board	37
Effectiveness	Page
The board and its committees should have the appropriate balance of skills, experience, independence and knowledge of the company to enable them to discharge their respective duties and responsibilities effectively.	
Board of Directors	5
Board Diversity	4
There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board.	
Appointment and re-election of Directors	43

## Edgar Filing: BARCLAYS PLC - Form 20-F

All directors should be able to allocate sufficient time to the company to discharge their responsibilities effectively.	
Board of Directors	5
Attendance	38
Time commitment	39
All directors should receive induction on joining the board and should regularly update and refresh their skills and knowledge.	
Induction	39
Training and Development	39
The board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.	
Information provided to the Board	40
The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	
Review of Board and Board Committee Effectiveness	40
All directors should be submitted for re-election at regular intervals, subject to continued satisfactory performance.	
Composition of the Board	4