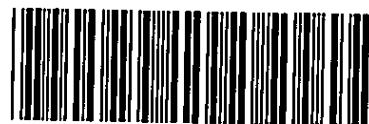


BARCLAYSHARE NOMINEES LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

REGISTERED NUMBER: 1056578

MONDAY



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Directors' Report

For the year ended 31 December 2012

The Directors present their annual report together with the financial statements of Barclayshare Nominees Limited (the "Company") for the year ended 31 December 2012

Business Review

The Company did not carry on any business during the year or the previous year and has not incurred any liabilities. The Company is expected to remain dormant during 2013.

The Company has made neither profit nor loss, nor any other recognised gain or loss. Therefore, no income statement, statement of comprehensive income or statement of changes in equity has been prepared.

Directors

The Directors of the Company, who served during the year, are as shown below

P H Burd
D M Currie
R Dickinson

ON BEHALF OF THE BOARD

A handwritten signature in black ink, appearing to read 'D M Currie', is written over a horizontal line.

D M Currie
Director
15 May 2013

Statement of Financial Position
As at year ended 31 December 2012

	Note	2012 £	2011 £
ASSETS			
Current Assets			
Other receivables	4	<u>2</u>	<u>2</u>
TOTAL ASSETS		<u>2</u>	<u>2</u>
SHAREHOLDER'S EQUITY			
Share capital	5	<u>2</u>	<u>2</u>
TOTAL SHAREHOLDER'S EQUITY		<u>2</u>	<u>2</u>

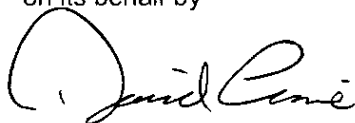
No income statement, statement of comprehensive income or statement of changes in equity has been prepared as the Company has not traded during the year or the preceding financial year. The Directors received no remuneration.

For the year ended 31 December 2012 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006. No members have required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibility for

- ensuring the Company keeps accounting records which comply with section 386 of the Companies Act 2006, and
- preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 396 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements were approved by the Board of Directors on 15 May 2013 and were signed on its behalf by



D M Currie
Director
 15 May 2013

Notes to the Financial Statements**For the year ended 31 December 2012****1 Reporting entity**

These financial statements are prepared for Barclayshare Nominees Limited (the 'Company'), which is dormant. The financial statements are prepared for the Company only. The Company is a wholly owned subsidiary of Barclays Group Holdings Limited and its ultimate parent company is Barclays PLC, both of which prepare consolidated financial statements in accordance with International Financial Reporting Standards ('IFRS'), and accordingly consolidated financial statements have not been prepared.

The Company is a private limited company, incorporated in the United Kingdom and registered in England & Wales.

2 Compliance with international financial reporting standards

The financial statements have been prepared in accordance with IFRS and interpretations issued by the International Financial Reporting Interpretations Committee ('IFRIC') as adopted by the European Union, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

3 Accounting policies

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied.

Basis of preparation

The financial statements have been prepared under the historical cost convention. They are stated in pounds sterling, the currency of the country in which the Company is incorporated.

4 Other receivables

	2012	2011
	£	£
Amounts owed by related parties	2	2

The Directors consider that the carrying value of the Company's other receivables approximates to their fair value.

5. Share capital

Particulars of the Company's share capital were as follows:

The issued share capital of the Company is £2 (2011: £2), comprising 2 (2011: 2) ordinary shares of £1 each.

Notes to the Financial Statements (continued)
For the year ended 31 December 2012

6 Related party transactions

There have been no transactions with related parties requiring disclosure in either 2012 or 2011. The company is dormant and all statutory fees are paid by the parent company.

	Parent Company
Balances outstanding at 31 December 2012	£
Assets	2
	<hr/>
	Parent Company
Balances outstanding at 31 December 2011	£
Assets	2
	<hr/>

7 Parent undertaking and ultimate holding company

The immediate parent undertaking of the Company is Barclays Stockbrokers Limited. The parent undertaking of the smallest group of undertakings that consolidates these financial statements is Barclays Bank PLC. The ultimate holding company and the parent company of the largest group of undertakings that consolidates these financial statements is Barclays PLC. Both companies are incorporated in the United Kingdom and registered in England. Barclays Bank PLC's and Barclays PLC's statutory financial statements are available from Barclays Corporate Secretariat, 1 Churchill Place, London, E14 5HP.

8 Subsidiary undertakings

The Company has no subsidiary undertakings.