

BARCLAYS PORTFOLIOS SICAV

Société d'Investissement à Capital Variable
Registered office: 6, rue Lou Hemmer, L-1748 Senningerberg
Luxembourg
R.C.S. Luxembourg B120390
(the "**Company**")

We are pleased to invite you to attend the

ANNUAL GENERAL MEETING OF SHAREHOLDERS (the "**Meeting**")

of Barclays Portfolios SICAV to be held at the registered office of the Company at 11:00 CET on 20 December 2018, for the purpose of considering and voting upon the following agenda:

AGENDA:

1. Declaration of conflicts of interest arising from transactions subject to Article 441-7 of the law of 10 August 1915 on commercial companies, as amended;
2. Review and approval of the audited annual report of the Company for the financial year ended 31 August 2018;
3. Allocation of results;
4. Discharge of the directors for the financial year ended 31 August 2018;
5. Ratification of the co-optation of Mr. Nicholas O'Donoghue as director of the Company as from 20 November 2018 for a period of one year ending at the next annual general meeting of shareholders to be held in 2019, and acknowledgment of the resignation of Mr. Adrian Wood as director of the Company;
6. Renewal of the mandates of Mr. Patrick Zurstrassen and Mr. Claude Kremer as directors of the Company for a period of one year ending at the next annual general meeting to be held in 2019;
7. Approval of directors' fees;
8. Renewal of the mandate of PricewaterhouseCoopers, *Société cooperative*, as approved statutory auditor of the Company for the financial year beginning on 1 September 2018 and until the next annual general meeting of shareholders approving the accounts for the financial year ending on 31 August 2019.

Voting

Under the conditions set forth in Luxembourg laws and regulations, the notice of the Meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting this being midnight (Luxembourg time) on the fifth day prior to the Meeting, (the "**Record Date**").

Voting Arrangements

Shareholders wishing to participate in the Meeting must confirm their attendance to the Company at the above address to arrive no later than 17 December 2018 in order to exercise the voting rights attached to his/its/her shares that shall be determined by reference to the shares held by this shareholder as at the Record Date.

Shareholders who are unable to attend the Meeting in person are invited to send a duly completed and signed proxy form to the registered office of the Company, c/o Northern Trust Luxembourg Management Company S.A., in writing or by cable, telefax message or any other electronic means capable of evidencing such proxy no later than 18 December 2018.

By Mail to: 6, rue Lou Hemmer, L1748 Senningerberg, Luxembourg

By Fax: +352 27 62 22 390

By Email: BARCLAYS-TA-LUX@ntrs.com

Proxy forms will be sent to registered shareholders with a copy of this notice and can also be obtained from the Company's administrator at the above-mentioned address in Luxembourg.

The audited annual report may be obtained free of charge at the registered office of the Company.

The board of directors

10th December 2018

BARCLAYS PORTFOLIOS SICAV

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PROXY FORM

The undersigned,

Being the holder of _____ shares in Barclays Portfolios SICAV, hereby appoints _____ or failing whom the Chairman of the annual general meeting to be my/our proxy to vote on my/our behalf at the annual general meeting of shareholders of the Barclays Portfolios SICAV to be held at 11h00 CET on 20 December 2018 (the "Meeting") and at any adjournment thereof, the agenda of which is as follows:

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The proxy is instructed to cast my/our votes at his discretion in respect of each of the items of the Meeting, unless indicated to the contrary below:

AS WITNESS my/our hand(s) this _____ 2018.

Signed by

_____ (name(s) of shareholder(s))

_____ (signature(s) of shareholder(s))

NOTES:

- (1) To be valid, this proxy must be completed and deposited with the Company's Registrar no later than 18 December 2018.
- (2) If the Shareholder is a corporation this proxy must be executed under its Common seal or under the hand of some Officer or Attorney duly authorized in that behalf.

- (3) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- (4) A shareholder may appoint a proxy who needs not to be a shareholder of the Company.
- (5) The completion of a proxy does not preclude a shareholder from attendance at the meeting.