



# Barclays PLC

## Notice of Annual General Meeting 2024

To be held at 11:00 am (BST)  
on Thursday 9 May 2024 at the SEC (Scottish Event Campus)  
Armadillo, Exhibition Way, Glasgow G3 8YW  
and electronically on an online platform

**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 duly authorised professional advisor.

If you have sold or transferred all your shares in Barclays PLC, please send this document and the accompanying documents to the person you sold or transferred your shares to, or the bank, stockbroker or other agent who arranged the sale or transfer for you, for transmission to the purchaser or transferee.





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## References

The term 'Company' refers to Barclays PLC. The terms 'Barclays' or 'Group' refer to Barclays PLC together with its subsidiaries. The term 'Board' refers to the Barclays PLC Board of Directors.

## 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 Barclays.

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', 'achieve' or other words of similar meaning. Forward-looking statements can be made in writing but also may be made verbally by members of the Board (including, without limitation, during presentations at the AGM) in connection with this document. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances.

Barclays cautions readers that no forward-looking statement is a guarantee of future events and circumstances and that the actual outcomes may differ materially from those expressed in the forward-looking statement. Further, whilst the resolutions set out herein, if passed, empower the Board to take potential actions in respect of the Company, whether such actions are taken will depend on future events and circumstances. Forward-looking statements speak only as at the date they are made. Factors that could impact Barclays' future financial condition and performance include those factors identified in Barclays PLC's 2023 Annual Report, which is available on [barclays.com/investor-relations](https://www.barclays.com/investor-relations).

Subject to Barclays PLC's obligations under the applicable laws and regulations of any relevant jurisdiction (including, without limitation, the UK and the US) 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.

## Key dates and times

Telephone registration opens whereby shareholders can contact the Registrar for telephone dial-in details to listen to the AGM and ask questions by telephone

**10:00 am**  
**Monday 29 April 2024**

Last time/day for receipt of Proxy Forms

**11:00 am**  
**Tuesday 7 May 2024**

Last time/day to contact the Registrar for AGM online platform access log in for proxies and corporate representatives

**5:00 pm**  
**Tuesday 7 May 2024**

Last time/day to be entered on Company's register of members in order to attend and vote at the AGM

**6:30 pm**  
**Tuesday 7 May 2024**

Telephone registration closes

**10:00 am**  
**Thursday 9 May 2024**

Question registration opens on AGM online platform

AGM

**11:00 am**  
**Thursday 9 May 2024**

 Please monitor our website for any updates on arrangements for the AGM at [home.barclays/agm](https://home.barclays/agm)

Copies of this document are available in large print or Braille. An audio CD is also available.

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

+44 (0)371 384 2055\*  
(UK & international telephone number)

\*Lines open 8:30 am to 5:30 pm (UK time) Monday to Friday, excluding public holidays in England and Wales.



# Letter from the Group Chairman

**Nigel Higgins**  
Group Chairman



## Dear Fellow Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (AGM) which we are holding on Thursday 9 May 2024 at 11:00 am at the SEC Armadillo, Exhibition Way, Glasgow G3 8YW and electronically on an online platform.

This is the first time in Barclays' history that we have held our AGM in Scotland. We have a world-class campus in Glasgow with over 6,000 employees who make an invaluable contribution to the overall success of the Group. As a Board, we are looking forward to meeting with colleagues, customers and clients from Scotland during our visit to Glasgow.

The campus is the Group's flagship building for sustainability. Renewable energy powers the campus buildings with all heating and cooling coming from our onsite Sustainability Centre. It also benefits from 900m<sup>2</sup> of solar panels, industry leading waste recycling rates, on site composting and zero/low carbon transport route options on our doorstep. These leading sustainability standards have been recognised through multiple awards.

## AGM arrangements

This document contains important information about the AGM and the resolutions on which shareholders are asked to vote. It is important you read the entire document before deciding how to vote. The following pages contain the Notice of AGM, setting out the business that will be proposed and the procedures for voting on the relevant resolutions.

Part 1 of this document contains the resolutions, Part 2 contains the explanatory notes relating to each of the resolutions, and Part 3 provides answers to questions you may have about how to attend and participate in the AGM. Part 4 contains important notes relevant to the AGM, Part 5 contains details of the Directors standing for appointment or reappointment and Part 6 contains contact information for shareholders.

This year we are again holding the AGM as a combined physical and electronic meeting (known as a hybrid meeting) to enable you, our shareholders, to attend the AGM in the way that best suits you, whether that is joining us in person for the physical meeting or attending electronically using the AGM online platform.

Any changes to the AGM arrangements will be published on our website at [home.barclays/agm](https://www.barclays.com/uk/notice-of-agm) and announced through the London Stock Exchange. I would ask that shareholders continue to monitor the website for any announcements and updates.

## Your questions

You will be able to ask questions as a shareholder about the business of the meeting at the AGM, whether in person at the physical meeting, using the AGM online platform or on the telephone.

You can also submit questions in advance of the meeting in writing to me, care of the Group Company Secretary, at Barclays PLC, 1 Churchill Place, London E14 5HP or by email to [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com).

We will consider all questions received and, if appropriate, address them at the AGM or in written responses. As in prior years, for frequently asked questions, we may place responses on the Company's website prior to the AGM.

## Your vote

You will be able to vote at the AGM either in person if you attend the physical meeting, or on the AGM online platform if you attend electronically, or by appointing a proxy in advance of the meeting using one of the methods detailed in this document.

You are encouraged to vote on the resolutions in advance of the AGM by completing and submitting a Proxy Form appointing the Chair of the meeting as your proxy, as this will ensure your votes are cast in accordance with your wishes. Submitting a Proxy Form will ensure that your vote is recorded but will not prevent you from attending and voting at the meeting in person or electronically. See Part 3 of this document for further information on how to appoint a proxy. As in previous years, all resolutions at the AGM will be put to a vote on a poll, rather than being decided by a show of hands, in accordance with the Company's Articles of Association. 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 as soon as reasonably possible after the conclusion of the AGM.

## Letter from the Group Chairman (continued)

### Your Directors

In accordance with the Company's Articles of Association, all Directors on the Board will be seeking appointment or reappointment at the AGM. Their biographies are set out in Part 5 of this document.

Each of the Directors in office at the end of 2023 who is seeking appointment or reappointment was subject to an individual effectiveness review, further details of which can be found in our 2023 Annual Report which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport).

The Board considers that each of the Directors is discharging his or her duties and responsibilities effectively and continues to make a strong contribution to the work of the Board and Barclays. Each Director brings valuable skills and experience to the Board and its Committees and continues to commit to Barclays in line with agreed time commitments.

Tim Breedon has now served on the Board for over 11 years. The Board reviews annually the independence of all Non-Executive Directors and, in light of the length of Tim's tenure, his independence was subject to a more rigorous review, further details of which are included in Part 5 of this document. The Board is satisfied that all of the Non-Executive Directors continue to be independent.

Sir John Kingman joined the Board on 1 June 2023 as a Non-Executive Director and therefore his appointment by shareholders is proposed at this AGM. Sir John is also Chair of Barclays Bank UK PLC and has a deep background in financial services, with strong skills and experience gained from his executive and non-executive career.

### Maximum ratio of variable to fixed remuneration

In October 2023, the UK regulators removed the requirement for UK banks to apply a maximum ratio of variable to fixed remuneration no higher than 2:1 for employees whose professional activities could have a material impact on a bank's risk profile (Material Risk Takers or MRTs), meaning that firms such as Barclays can now set the maximum ratios that they consider to be appropriate. To align our remuneration approach for MRTs with the updated regulations, we are recommending a resolution that would enable the Company to adopt such maximum ratio or ratios of variable to fixed remuneration for MRTs as it considers

appropriate within the Group's remuneration framework. The Board Remuneration Committee determined that the 2:1 cap would continue to apply in Barclays for the 2023 performance year and that it would consider this further in respect of 2024 and future years. Whether or not the Company changes the cap in the future, pay across the Group will continue to be managed in line with Barclays' remuneration philosophy, which includes a focus on rewarding sustainable performance.

The maximum variable remuneration of the Executive Directors of Barclays PLC is governed by the Directors' Remuneration Policy that shareholders approved at our 2023 AGM, and is therefore outside the scope of this resolution.

### Recommendation

The Board believes that all of the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of resolutions 1 to 27, as the Directors intend to do in respect of their own beneficial holdings.

I very much look forward to being able to welcome you to this year's AGM.

### Nigel Higgins

Group Chairman, Barclays PLC  
20 March 2024

#### You can attend the AGM:

##### At the SEC Armadillo, Exhibition Way, Glasgow G3 8YW

##### Electronically on the AGM online platform

A user guide to the AGM online platform is included in Part 3D of this document.

##### You can listen to the AGM and ask questions by telephone

If you are unable to access the AGM online platform, or would prefer to listen to the AGM and ask questions by telephone, please contact our registrar, Equiniti, for dial-in details – contact details are on page 31 of this document.

##### Please note that participation by telephone only will not constitute formal attendance at the AGM and shareholders will not be able to vote on any resolutions by telephone.

Instead you will need to vote either by submitting your Proxy Form in advance of the meeting or by voting on the AGM online platform.

**+** Please see Part 3 of this document for further details. Please refer to our website, [home.barclays/annualreport](https://www.barclays.com/annualreport), for any updates on arrangements for the AGM. Any changes to the AGM arrangements will also be announced on the London Stock Exchange.

# Part 1

## Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting (the AGM) of Barclays PLC will be held at SEC Armadillo, Exhibition Way, Glasgow G3 8YW, and electronically on an online platform, on Thursday 9 May 2024 at 11:00 am to transact the following business:

### Resolutions

The resolutions numbered 1 to 20, and 23 are proposed as Ordinary Resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 21, 22, 24, 25, 26 and 27 are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

Explanatory notes to the resolutions are set out in Part 2 of this document.

### 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 2023 (the 2023 Annual Report) now laid before the meeting, be received.

### Directors' Remuneration Report

2. That the Directors' Remuneration Report (other than the part containing a summary of the Directors' Remuneration Policy which is set out on pages 201 to 206 of the Directors' Remuneration report) for the year ended 31 December 2023, as set out on pages 191 to 229 of the 2023 Annual Report, now laid before the meeting, be approved.

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

3. That Sir John Kingman be appointed a Director of the Company.

### Annual reappointment of Directors

4. That Robert Berry be reappointed a Director of the Company.
5. That Tim Breedon be reappointed a Director of the Company.
6. That Anna Cross be reappointed a Director of the Company.
7. That Mohamed A. El-Erian be reappointed a Director of the Company.
8. That Dawn Fitzpatrick be reappointed a Director of the Company.
9. That Mary Francis be reappointed a Director of the Company.
10. That Brian Gilvary be reappointed a Director of the Company.
11. That Nigel Higgins be reappointed a Director of the Company.
12. That Marc Moses be reappointed a Director of the Company.
13. That Diane Schueneman be reappointed a Director of the Company.
14. That C.S. Venkatakrisnan be reappointed a Director of the Company.
15. That Julia Wilson be reappointed a Director of the Company.

### Reappointment of Auditors

16. That KPMG 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.

### Auditors' remuneration

17. That the Board Audit Committee, acting for and on behalf of the Board, be authorised to set the remuneration of the Auditors.

### 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 parties, and/or independent election candidates, not exceeding £25,000 in total;
- (b) make donations to political organisations, other than political parties, not exceeding £25,000 in total; and
- (c) 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 2025 or on 30 June 2025, whichever is the earlier, unless such authority has been previously renewed, revoked or varied by the Company in a general meeting, and provided that the maximum amounts referred to in (a), (b) and (c) may consist of sums in any currency converted into Pound Sterling at such rate as the Board may in its absolute discretion determine.

For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Act.

## Part 1 Notice of Annual General Meeting (continued)

### Maximum ratio of variable to fixed remuneration

19. That the Company and its subsidiaries be authorised to determine and apply such maximum ratio or ratios of the variable to fixed components of total remuneration for 'Material Risk Takers' as the Company considers appropriate, in accordance with applicable regulations.

### General authority to allot shares and equity securities

20. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 23, 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 £1,300,739,086, \$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 £2,521,478,173 (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 20) 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,

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 authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2025 or the close of business on 30 June 2025, 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.

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

21. That, in substitution for all existing authorities, but without prejudice to any authority granted pursuant to resolutions 22 and 24, if passed, and subject to the passing of resolution 20, the Directors be generally authorised pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority granted by resolution 20 and/or to sell ordinary shares held by the Company as treasury shares for cash by virtue of section 560(3) of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, such authority 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 20, such authority 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,

- (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 20 and/or sale of treasury shares 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 £189,110,863 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 14 March 2024; 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 authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2025 or the close of business on 30 June 2025, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## Part 1 Notice of Annual General Meeting (continued)

### Additional authority to allot equity securities for cash and/or to sell treasury shares other than on a pro rata basis to shareholders

22. That, in addition to any authority granted pursuant to resolutions 21 and 24, if passed, and subject to the passing of resolution 20, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £189,110,863 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 14 March 2024; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2025 or the close of business on 30 June 2025, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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

23. That, in addition to any authority granted pursuant to resolution 20, 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 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 regulatory capital requirements or targets applicable to the Group from time to time, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2025 or the close of business on 30 June 2025, whichever is the 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.

### Authority to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent ECNs

24. That, in addition to any authorities granted pursuant to resolutions 21 and 22, if passed, and subject to the passing of resolution 23, the Directors be generally authorised 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 23, free of the restriction in section 561 of the Act, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2025 or the close of business on 30 June 2025, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

### Purchase of own shares

25. 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) of up to an aggregate of 1,512,886,904 ordinary shares of 25p each in its capital on such terms and in such manner as the Directors shall from time to time determine, 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 market values of the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days prior to the day on which the purchase is made; and



## Part 1 Notice of Annual General Meeting (continued)

- (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out, including when the shares are traded on different trading venues; 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 2025 or the close of business on 30 June 2025, 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).

### General meetings

- 26. 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 2025 or the close of business on 30 June 2025, whichever is the earlier.

### Adoption of new Articles of Association (New Articles)

- 27. That the New Articles produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association (Existing Articles), with effect from the conclusion of the meeting.

By Order of the Board

#### Hannah Ellwood

Group Company Secretary,  
Barclays PLC  
20 March 2024  
1 Churchill Place, London E14 5HP  
Registered in England  
Company No. 48839

# Part 2

## Explanatory Notes

This section is divided into two parts:

### **Part 2A**

Summary of amendments to the  
Company's Articles of Association

### **Part 2B**

Explanatory notes to Resolutions

## Part 2A Summary of amendments to the Company's Articles of Association

### Summary of amendments to the Company's Articles of Association

It is proposed that the New Articles be adopted with effect from the conclusion of the AGM, principally to increase the Company's flexibility in respect of certain matters, ensure compliance with the Act and reflect developments in market practice since the Existing Articles were adopted in 2021.

A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection by shareholders on the Company's website at [home.barclays/agm](https://home.barclays/agm) and at the Company's registered office, 1 Churchill Place, London E14 5HP, during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the AGM. The principal changes to the Existing Articles included in the proposed New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature have not been summarised, but are visible on the marked up copy available for inspection on the Company's website ([home.barclays/agm](https://home.barclays/agm)).

### Uncertificated shares (Article 12)

The New Articles set out further detail on how the Company may manage uncertificated shares in line with evolving market practice and provide the Board with increased flexibility in dealing with uncertificated shares. When the Company has the power to sell or dispose of an uncertificated share, the New Articles contain an additional power of the Board to appoint any person to take such steps in the name of the holder of an uncertificated share as may be required to effect the sale or disposal of the uncertificated share and to take such other action that the Board considers appropriate to effect such sale or disposal.

The New Articles also provide that the Company will be entitled to assume that the entries on any record of securities maintained by it in accordance with the uncertificated securities rules, and regularly reconciled with the relevant operator register, are a complete and accurate reproduction of the particulars in the operator register of securities and the Company shall not be liable in respect of any action done in reliance on this assumption.

### Untraced shareholders and unclaimed dividends (Articles 29, 30 and 128)

The New Articles modify the provisions relating to untraced shareholders (being shareholders who are no longer in communication with the Company and to whom dividends or other payments have failed/remain uncashed for a specified period of time). In line with evolving market practice, the New Articles reduce the period of time that must elapse before the Company is entitled to sell the shares of an untraced shareholder from 12 years to six years, during which time at least three dividends in respect of the shares in question have become due for payment and all dividends, warrants and cheques which have been sent in respect of the shares in question have remained uncashed or unclaimed.

The Company's right to sell such shares remains conditional upon: (i) a notice (in hard copy or electronic form) first being sent to the shareholder's last known address following expiration of the six-year period; and (ii) the expiration of three further months following the notice under (i) being served, during which the relevant shareholder has not contacted the Company.

The New Articles also provide that, following the sale of such shares, the sale proceeds and any uncashed or unclaimed dividends or other amounts in respect of such shares are forfeited and immediately belong to the Company to use as the Board thinks fit. This modifies the position under the Existing Articles which provide for a six-year period following forfeiture of such shares, within which the Company holds the net proceeds of the sale of the shares as a debtor to the untraced shareholder, and it is only after the expiration of this six-year period that the Company is entitled to such sale proceeds.

The New Articles also reduce the period of time that must elapse before an unclaimed dividend can be forfeited from 12 years to six years.

The proposed amendments are to align with current market practice and to balance the administrative burden on the Company with the need to safeguard shareholder rights.

### Security at shareholder meetings (Article 56)

The New Articles provide that the Board or the Chair can put in place arrangements for a general meeting, including in relation to security and health and safety. Only the Chair has this power pursuant to the Existing Articles. The New Articles confirm that a notice of meeting does not have to give details of any such arrangements or restrictions.

The New Articles also grant power to the Chair to take such action as the Chair thinks necessary to facilitate the orderly conduct of the business of a meeting. The Board considers that these amendments are necessary in order to provide flexibility and facilitate the good order of the meeting and the safety of attendees. The cross-reference to Article 56 in Article 42.7 has also been updated.

### Directors' aggregate fee cap (Article 88)

To ensure sufficient headroom in the aggregate cap on Directors' fees, the New Articles increase the aggregate Directors' fee that may be paid to the Directors of the Company from £2,000,000 to £3,000,000 (excluding for the avoidance of doubt any remuneration payable to executive directors and any other amounts payable under any other provision of the Articles of Association of the Company). The Company has no current intention to make any material changes to Directors' fees beyond ordinary course changes from time to time; however, the current limit was set in 2010 and this proposed fee increase will bring the Company's fee limit more into line with the limits of other large financial services groups. Further information on the Company's approach to Directors' remuneration can be found in the Directors' Remuneration report for the year ended 31 December 2023, as set out on pages 191 to 229 of the 2023 Annual Report.

### Notices to shareholders (Article 138)

The New Articles provide that the Company may choose to serve notices or other information in hard copy form alone to some or all shareholders and/or not to serve notices or other information to a particular shareholder where necessary or appropriate to deal with legal, regulatory, or practical problems in, or under the laws of, any territory. This is to provide flexibility in circulating large hard copy documents and to enable compliance with local laws and regulations of jurisdictions in which overseas shareholders are situated.

## **Part 2A** Summary of amendments to the Company's Articles of Association (continued)

### **Notice when post not available (Article 139)**

The New Articles provide that, when the postal service in the United Kingdom is suspended or restricted, in addition to publishing notice of a general meeting in a newspaper in the United Kingdom, the Company will also be required to post the notice on its website and provide the notice by electronic means to those shareholders who have provided the Company with an email address for such purpose. This is to ensure compliance with notice requirements under the Act.

## Part 2B Explanatory notes to Resolutions

### Resolution 1 (Ordinary Resolution)

#### Report and accounts

Barclays is required by 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 2023), which are available at [home.barclays/annualreport](https://www.barclays.com/annualreport).

### Resolution 2 (Ordinary Resolution)

#### Directors' Remuneration Report

This resolution seeks shareholder approval for the Directors' Remuneration Report for the year ended 31 December 2023 (other than the part containing the summary of the Directors' Remuneration Policy, which is set out on pages 201 to 206 of the 2023 Annual Report), as required by the Act. The Directors' Remuneration report appears on pages 191 to 229 of the 2023 Annual Report, which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport).

This shareholder vote is advisory and therefore does not directly affect the remuneration paid to any Director.

The Directors' Remuneration Policy was approved by shareholders at the AGM held on 3 May 2023 for a period of up to three years and therefore is not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again not later than the 2026 AGM. A summary of the Directors' Remuneration Policy can be found on pages 201 to 206 of the 2023 Annual Report.

### Resolutions 3 to 15 (Ordinary Resolutions)

#### Appointment and reappointment of Directors

The Company's Articles of Association 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.

Provision 18 of the UK Corporate Governance Code (the Code) recommends that all directors of premium listed companies should be subject to annual reappointment by shareholders. Biographies for all Directors seeking appointment or reappointment, which set out their respective skills, experience and contribution, can be found in Part 5 of this document and on pages 145 to 148 of the 2023 Annual Report.

Having regard to these and the outcome of each of the Director's individual effectiveness reviews in respect of each Director in office at the end of 2023, the Board is confident that each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

As a result of Tim Breedon having served on the Board for over 11 years at the time of the AGM, the Board has carried out a rigorous assessment of Tim's contribution and independence.

The Board considers that Tim remains independent and continues to provide effective challenge, advice and support to management on business performance and decision-making. For more information on the Board's assessment of Tim's independence, see Part 5 of this document.

In addition, the Board has determined (including by considering each Director's length of tenure) that all current Non-Executive Directors standing for appointment or reappointment at the 2024 AGM are independent. You can read more about the review of Board and Director effectiveness and the Board's review of the independence of the Non-Executive Directors on pages 160 to 165 of the 2023 Annual Report.

### Resolution 16 (Ordinary Resolution)

#### Reappointment of Auditors

At each AGM when accounts are presented, the Company is required by the Act to appoint Auditors. The Board, on the unanimous recommendation of the Board Audit Committee, is proposing to shareholders the reappointment of KPMG LLP as Auditors. Details of how the effectiveness and independence of the external Auditors is monitored and assessed can be found in the Board Audit Committee report within the 2023 Annual Report, which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport).

### Resolution 17 (Ordinary Resolution)

#### Remuneration of Auditors

The Directors may set the remuneration of the external Auditors if authorised to do so by the shareholders. This resolution seeks authority for the Board Audit Committee to set the external Auditors' remuneration for 2024. Under the Competition and Markets Authority's Statutory Audit Services Order 2014, the Board Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board. Details of the remuneration

paid to the Company's external Auditors for 2023 can be found on page 501 of the 2023 Annual Report, which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport).

### Resolution 18 (Ordinary Resolution)

#### Authority to make political donations

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 the UK.

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 the Group's stakeholders (including, but not limited to, government, politicians, policymakers and civil servants) to ensure that factors, issues and concerns affecting the business and operations of Barclays 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 or political outcome.

The authority the Company is requesting is similar to that given by shareholders at the AGM in 2023 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

### Resolution 19 (Ordinary Resolution)

#### Maximum ratio of variable to fixed remuneration

Since 2014, UK regulations have required certain banks, including Barclays, to apply a maximum 1:1 ratio of variable to fixed remuneration for employees whose professional activities could have a material impact on the bank's risk profile, known as Material Risk Takers (MRTs), or up to a 2:1 ratio if shareholders approve the adoption of that higher maximum. Barclays shareholders approved the adoption of a maximum ratio of up to 2:1 for Barclays MRTs around the time that these regulations first came into effect.

In October 2023, the PRA and FCA updated those regulations so that banks including Barclays are now permitted to set maximum variable pay ratios for MRTs as they consider to be appropriate, without being limited to no more than 2:1. The Board Remuneration Committee determined that the 2:1 cap would continue to apply in Barclays for the 2023 performance year and that it would

## Part 2B Explanatory notes to Resolutions (continued)

consider this further in respect of 2024 and future years. While the Committee has not yet taken any further decision in relation to the cap or caps that might be appropriate to apply in Barclays in the future, this resolution acknowledges the updated regulations and confirms the flexibility that they permit.

Whether or not the Committee changes the cap in the future, pay across the Group will continue to be managed in line with Barclays' remuneration philosophy, which includes a focus on rewarding sustainable performance.

For each of the Executive Directors of Barclays PLC, the maximum annual bonus award and Long Term Incentive Plan award is set out in the Directors' Remuneration Policy, that shareholders approved at the 2023 AGM (a summary of which can be found on pages 201 to 206 of the 2023 Annual Report) which is unchanged by this resolution or by the updated regulations.

The Directors' Remuneration Policy continues to apply until a new policy is approved by shareholders. No new Directors' Remuneration Policy is proposed for 2024.

### Resolution 20 (Ordinary Resolution)

#### General authority to allot shares and equity securities

Resolution 20 is divided into two parts which, in total, will give the Board authority to allot all of the preference shares (denominated in Pound 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 14 March 2024, 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 £1,260,739,086 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 14 March 2024.

Paragraph (b) of the resolution will give authority to the Board to allot ordinary shares up to two-thirds of the current issued ordinary share capital, provided 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 holdings) 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 any ordinary shares already issued or assigned under the authority conferred by paragraph (a) of this resolution, so that the Company 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.

The Directors are also seeking renewed authority under resolution 23 for the issuance of ECNs that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances.

If resolution 23 is passed, the Board 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 21.81% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 14 March 2024, as further described in resolution 23.

The Directors are aware of the latest Investment Association (IA) Share Capital Management Guidelines published in February 2023, which updated the previous guidance, to incorporate within the scope of the allotment authority all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided that they will limit paragraph (b) of the allotment authority to rights issues in line with past practice but will keep emerging market practice under review. The Directors consider the current limitation to rights issues provides sufficient flexibility to the Company at present.

The Board has no current plans to make use of the authority sought under resolution 20. The authority is, however, sought to ensure that the Company retains flexibility in managing the Group's capital resources. Annual renewal of this authority is sought in accordance with best practice.

This authority would remain in force until the end of the AGM in 2025 or the close of business on 30 June 2025, whichever is the earlier, unless previously renewed, varied or revoked.

### Resolution 21 (Special Resolution)

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

If the Company allots new equity securities or sells treasury shares for cash (other than in connection with an employee share scheme or any scrip dividend programme that may be operated by the Company from time to time), it is required by the Act to first offer the securities to existing shareholders in proportion to their existing holdings (known as pre-emption rights) but the Board may seek shareholder approval to disapply pre-emption rights or issue equity securities on a non-pre-emptive basis.

The effect of resolution 21 is to renew the authority given to the Board 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. Resolution 21 would grant the authority to allot a limited number of equity securities (5% of the issued ordinary share capital as at 14 March 2024) for cash without first offering them to existing shareholders. This 5% can be used for general corporate purposes.

The Company is also requesting authority to allot equity securities up to an additional 5% of the issued share capital for specified additional purposes, as set out in resolution 22 below.

In addition, the Company is again seeking authority under resolutions 23 and 24 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 resolution 21 would remain in force until the end of the AGM in 2025 or the close of business on 30 June 2025, whichever is the earlier, unless previously renewed, varied or revoked.

Annual renewal of the authority in resolution 20 is sought in line with the Pre-Emption Group's Statement of Principles on Disapplying Pre-emption Rights published in November 2022 (the Statement of Principles).

## Part 2B Explanatory notes to Resolutions (continued)

In respect of the authorities sought under resolutions 20, 21 and 22, the Directors acknowledge the provisions of the Statement of Principles. However, at this time, the Directors consider it appropriate to retain the previous limits of 5% of the issued ordinary share capital of the Company in each of resolutions 21 and 22 and have not adopted the increased limits of 10% set out in the Statement of Principles, and not to specifically provide for follow-on offers. The Directors will keep emerging market practice under review but consider that the limits of 5% provide sufficient flexibility to the Company at present.

The Board has no current plans to make use of the authority contemplated by resolution 21, but wishes to ensure that the Company retains flexibility in managing the Group's capital resources.

The Directors confirm their intention to follow the shareholder protections in Part 2B of the Statement of Principles.

### Resolution 22 (Special Resolution)

#### **Additional authority to allot equity securities for cash and/or to sell treasury shares other than on a pro rata basis to shareholders**

Resolution 22 would give the Directors the authority to allot additional equity securities or sell treasury shares (up to approximately 5% of the issued ordinary share capital as at 14 March 2024) for cash, without first offering them to existing shareholders.

Together with resolution 21, if passed, this would give the Company the authority to disapply pre-emption rights over 10% of its issued ordinary share capital, up to a nominal amount of £378,221,726 as at 14 March 2024.

In line with the Statement of Principles, the authority to allot the additional 5% requested in resolution 22 would be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

The authority in resolution 22 would remain in force until the end of the AGM in 2025 or the close of business on 30 June 2025, whichever is the earlier, unless previously renewed, varied or revoked.

In respect of resolution 22, the Directors consider that the authority sought at this year's AGM will benefit Barclays and its shareholders. While the Board has no current plans to make use of the authority contemplated by resolution 22, there may be occasions in the future when the Directors need the flexibility to finance acquisitions or capital investments by issuing shares for cash without a pre-emptive offer to existing shareholders.

### Resolution 23 (Ordinary Resolution) and Resolution 24 (Special Resolution)

#### **Authority to allot equity securities: (i) in relation to the issuance of contingent ECNs; and (ii) for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent ECNs**

Barclays must meet minimum regulatory capital requirements in the countries in which it operates. This means that Barclays is required to issue capital instruments which qualify as eligible regulatory capital in order to satisfy these requirements.

ECNs are issued and designed to qualify towards Barclays' Tier 1 capital requirements as Additional Tier 1 (AT1) capital instruments. In order to qualify as AT1 capital, securities must satisfy certain regulatory requirements. This includes a requirement that the relevant securities include a provision under which the principal amount of the securities is written down or converted into Common Equity Tier 1 (CET1) capital upon the occurrence of a specified trigger event. ECNs satisfy this requirement because they would be converted into, or exchanged for, new ordinary shares in the Company if Barclays' fully loaded CET1 ratio fell below 7%.

It is Barclays' current expectation that any future ECNs issued by the Company will contain the same capital trigger, subject to any future dialogue we may have with the Prudential Regulatory Authority. The terms and conditions for ECNs specify (among other things) the defined trigger point as well as a conversion price or a mechanism for setting a conversion price, which is the rate at which the ECNs will be converted into or exchanged for ordinary shares.

As at 14 March 2024, Barclays had only issued AT1 capital instruments in the form of ECNs. As at 14 March 2024, Barclays had approximately £13.3 billion equivalent of ECNs in issue.

The effect of resolution 23 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 21.81% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 14 March 2024. As at 14 March 2024, the Company did not hold any shares in treasury.

The effect of resolution 24 is to give the Directors authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, up to the same aggregate nominal amount on a non-pre-emptive basis (i.e. without first offering them to existing shareholders).

The authorities sought in resolutions 23 and 24 renew (and are in the same form as) the authorities granted by the Company's shareholders at each AGM since 2013 in relation to ECNs and will be utilised where considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group.

The authorities sought in resolutions 23 and 24 are in addition to the authorities proposed in resolutions 20, 21 and 22, which are the usual authorities sought on an annual basis. The nominal amount of ordinary shares which may be issued on a non-pre-emptive basis upon conversion of the ECNs under resolutions 23 and 24 is equal to the amount approved every year since 2013.

The authorities sought in resolutions 23 and 24 will remain in force until the end of the AGM in 2025 or the close of business on 30 June 2025, whichever is the earlier, unless previously renewed, varied or revoked. The Company intends to seek similar authorities on an annual basis.

### Resolution 25 (Special Resolution)

#### **Purchase of own shares**

During 2023, Barclays undertook two share buyback programmes: a £500 million share buyback commenced in March 2023 and completed in April 2023 and a £750 million share buyback commenced in July 2023 and completed in October 2023.

## Part 2B Explanatory notes to Resolutions (continued)

The buybacks resulted in the repurchase in aggregate of 836,645,490 of the Company's ordinary shares with an aggregate nominal value of approximately £209m (this represented approximately 5.5% of the Company's issued share capital as at 31 December 2023).

On 21 February 2024, the Company announced a share buyback of up to £1 billion. The share buyback commenced on 21 February 2024 and will end no later than 20 November 2024 (subject to regulatory approval remaining in place).

Barclays strategic plan in relation to capital returns is to return at least £10 billion of capital to shareholders between 2024 and 2026, through dividends and share buybacks, with a continued preference for buybacks. The Company plans to keep total dividend stable at 2023 level in absolute terms, with progressive dividend per share growth driven through share count reduction as a result of increased share buybacks. Dividends will continue to be paid semi-annually. This multiyear plan is subject to supervisory and Board approval, anticipated financial performance and our published CET1 ratio target range of 13-14%.

Resolution 25 would renew the authority for the Company to buy back its own ordinary shares in the market. The Board considers 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, the authority would only be used if the Board was satisfied at the time that to do so would be for the benefit of the Company and of its shareholders generally, taking into account relevant factors and circumstances at that time.

The authority would be restricted to a maximum of 1,512,886,904 ordinary shares. This is not more than 10% of the issued share capital as at 14 March 2024.

To the extent that purchases are made to the fullest extent permitted under the share buyback and/or should the Board decide to purchase some of the Company's own shares pursuant to this authority, existing rights to subscribe for shares would represent a marginally increased proportion of the issued share capital as at 14 March 2024. Details are as follows:

- the total number of ordinary shares that may be issued on the exercise of outstanding options as at 14 March 2024 is 193,740,407 which represents approximately 1.28% of the issued share capital at that date. As at 14 March 2024, there were no warrants over ordinary shares outstanding; and
- if the Company were to purchase shares up to the maximum permitted by resolution 25, the proportion of ordinary shares subject to outstanding options would represent approximately 1.42% of the issued share capital as at 14 March 2024.

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 employee 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 resolution 25, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury, based on the interests of the Company and shareholders as a whole at the relevant time. In relation to treasury shares, the Board 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.

The authority will remain in force until the end of the AGM in 2025 or the close of business on 30 June 2025, whichever is the earlier, unless previously renewed, varied or revoked.

### Resolution 26 (Special Resolution)

#### General meetings

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. To retain flexibility, Barclays wishes to retain the option of calling general meetings, other than an AGM, on 14 clear days' notice. The effect of resolution 26 is to continue to give the Directors the power to call general meetings on a notice period of not less than 14 clear days. In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

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 clear days' notice period would therefore only be used in exceptional circumstances where the flexibility needed 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, Barclays 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 AGM in 2025 or the close of business on 30 June 2025, whichever is the earlier.

### Resolution 27 (Special Resolution)

#### Adoption of new Articles of Association

Resolution 27 proposes the adoption of the New Articles in place of the Existing Articles with effect from the conclusion of the meeting. The changes being introduced in the New Articles are summarised in Part 2A of this document and are primarily to increase the Company's flexibility in respect of certain matters, ensure compliance with the Act and reflect developments in market practice since the Existing Articles were last amended. A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection on the Company's website at [home.barclays/agm](https://www.barclays.com/home/barclays/agm) and (upon prior appointment) at the Company's registered office, 1 Churchill Place, London E14 5HP, during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting.



# Part 3

## Shareholder information

This section is divided into four parts:

### Part 3A

Frequently asked questions

### Part 3B

Information for shareholders attending the AGM physically in person

### Part 3C

Information for shareholders attending the AGM electronically via an online platform

### Part 3D

AGM online platform user guide

#### Key dates and times

Telephone registration opens whereby shareholders can contact the Registrar for telephone dial-in details to listen to the AGM and ask questions by telephone

10:00 am  
**Monday 29 April 2024**

Last time/day for receipt of Proxy Forms

11:00 am  
**Tuesday 7 May 2024**

Last time/day to contact the Registrar for AGM online platform access log in for proxies and corporate representatives

5:00 pm  
**Tuesday 7 May 2024**

Last time/day to be entered on Company's register of members in order to attend and vote at the AGM

6:30 pm  
**Tuesday 7 May 2024**

Telephone registration closes

10:00 am  
**Thursday 9 May 2024**

Question registration opens on AGM online platform

AGM

11:00 am  
**Thursday 9 May 2024**



Please monitor our website for any updates on arrangements for the AGM at [home.barclays/agm](https://home.barclays/agm)

## Part 3A Frequently asked questions

### How will I know if arrangements for the AGM change?

Any changes to the AGM arrangements will be published on the Company's website at [home.barclays/agm](https://www.barclays.com/uk/retail/individuals/what-to-do/annual-general-meeting) and announced on the London Stock Exchange.

Shareholders should continue to monitor [home.barclays/agm](https://www.barclays.com/uk/retail/individuals/what-to-do/annual-general-meeting) for any announcements and updates.

### Attendance

#### How can I attend the AGM?

Only shareholders, appointed proxies or corporate representatives are entitled to attend, vote and speak at the AGM.

You can attend the AGM:

- in person at the SEC Armadillo, Exhibition Way, Glasgow G3 8YW (see Part 3B for details)
- electronically on the AGM online platform, using a computer or device (see Parts 3C and 3D for details).

Attendees are reminded that their personal data will be processed for the purposes of the AGM in line with our privacy notice, a copy of which is available at

[home.barclays/agmprivacy](https://www.barclays.com/uk/retail/individuals/what-to-do/annual-general-meeting).

#### Can I attend the AGM in person?

Yes, please see Part 3B of this document for more information about attending the physical AGM. Up-to-date information will be published on our website at [home.barclays/agm](https://www.barclays.com/uk/retail/individuals/what-to-do/annual-general-meeting).

Attached to the Proxy Form and on the rear of the Shareholder Voting Instruction Card is a Poll Card for use if you are planning to attend the physical AGM in person. You should bring the Poll Card with you to the meeting.

### How do I attend the AGM electronically/online?

Please refer to Parts 3C and 3D for instructions on how you can attend the AGM electronically using the AGM online platform. You will be able to submit questions through the AGM online platform, or should you wish to, speak and ask questions by telephone - see Part 3C of this document for more details.

#### Can I listen to the AGM on the telephone?

If you are unable to attend the AGM in person or on the AGM online platform and would prefer to listen to the AGM on the telephone, please contact our registrar, Equiniti, for dial-in details any time from 10:00 am on Monday 29 April until 10:00am on Thursday 9 May 2024 – please email Equiniti at [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) or otherwise contact them using the contact details set out on page 31 of this document.

In order to provide you with dial-in details, Equiniti will require:

- your name and address;
- your Shareholder Reference Number (SRN) (which can be found on your Proxy Form and/or Attendance Card); and
- a valid email address.

These details are required in order to ensure that only shareholders can listen to the AGM on the telephone. When you have successfully registered, you will be provided with the dial-in telephone number, meeting access code and unique PIN you will need to enter in order to listen to the AGM and/or ask questions by telephone.

Please note that participation by telephone only will not constitute formal attendance at the AGM and shareholders will not be able to vote on any resolutions by telephone. Instead you will need to vote by submitting your Proxy Form in advance of the meeting, utilising one of the methods detailed below in the section entitled Voting arrangements.

If you are attending the AGM electronically on the online platform, you can also ask questions using the online platform.

#### How much will it cost to listen to the AGM on the telephone?

Calls will not be charged.

#### Can I bring a guest to the AGM?

The AGM is a private meeting for shareholders (or their appointed proxies or corporate representatives). Shareholders' guests are not entitled to attend the AGM other than in limited circumstances at the sole discretion of the Company (for example, medical reasons). Shareholders wishing to bring a guest should contact Equiniti in advance of the meeting (details on page 31 of this document) to seek approval.

### Questions

#### Can I ask questions at the AGM?

Yes. Questions should be relevant to the business of the AGM, and please try to keep your questions short so that all shareholders who wish to do so have an opportunity to ask a question.

Questions can be raised by:

- Shareholders who are attending the physical AGM
  - You can register your question at the Question Registration Points in the catering area before the start of the AGM, or at the Question Registration Point outside the meeting room once the AGM has started.
- Shareholders who are attending the AGM electronically through the AGM online platform
  - You can submit questions through the AGM online platform from 10:00 am on the day of the AGM.
  - You can ask questions 'live' during the AGM by using the telephone dial-in details (dial-in details must be requested from Equiniti in advance of the meeting).
  - See Part 3C of this document for details on how to ask a question on the telephone or the AGM online platform.
- Shareholders who are listening to the AGM by telephone
  - You will be able to ask questions 'live' during the AGM by telephone when invited to do so during the meeting.

## Part 3A Frequently asked questions (continued)

### Questions can also be submitted in advance of the meeting

Please write to the Group Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or email [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com). We will consider all questions received and, if appropriate, address them at the AGM or in written responses. As in prior years, the Company may place responses to frequently asked questions on its website.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend the meeting and speak, and ask questions, at the AGM, either in person or electronically.

We will endeavour to answer all questions raised at the AGM but time constraints may mean that not all shareholders who wish to ask a question will be able to do so. If that is the case or if you do not think that your question has been answered during the AGM or by other means outside the meeting, please write to the Group Company Secretary using the details set out above. The Company will endeavour to respond to any question within 14 days of receipt.

Shareholders may contact the Company at the above email, at any time before or after the meeting in relation to this Notice, the AGM or other matters relating to your shareholding.

Please do not use this channel for general solicitations, marketing or general communications. Any non-shareholder related enquiries will not receive a response.

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

If you would like to discuss a personal customer matter, please contact our customer relations team by emailing [AGMCustomerSupport@barclays.com](mailto:AGMCustomerSupport@barclays.com) or by calling during business hours on +44 (0)247 684 2058.

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

Administrative or general queries regarding personal holdings in ordinary shares (including Smart Investor customers) or American Depositary Receipts will not be addressed during the business of the AGM. Please see the relevant contact details for queries of this nature which are set out on page 31 of this document.

### 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 6:30 pm on Tuesday 7 May 2024, or if the AGM is adjourned, no later than 6:30 pm on the date falling two days, excluding non-working days, before the time fixed for the adjourned meeting.

#### How do I vote?

There are five ways in which you can vote:

- You can physically vote in person at the AGM.
- You can vote when attending the AGM electronically using the AGM online platform (see Part 3C of this document for further instructions).
- You can appoint the Chair of the meeting or another person as your proxy to vote on your behalf by filling in a Proxy Form online through our website at [home.barclays/aggm](https://home.barclays/aggm). You will need your Voting ID, Task ID and SRN, which are on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can appoint a proxy by logging into or registering at Shareview ([shareview.co.uk](https://shareview.co.uk)). A proxy appointment made online will not be valid if sent to any address other than those provided or if received after 11:00 am on Tuesday 7 May 2024.
- For those shareholders that request a hard copy Proxy Form, you can sign and return your Proxy Form appointing the Chair of the meeting or another person to vote on your behalf. You should return your Proxy Form to our registrar, Equiniti, in the pre-paid envelope provided and ensure that it is received by them no later than 11:00 am on Tuesday 7 May 2024. If you are posting your Proxy Form from within the UK, please allow at least three working days. Please allow extra time if posting from outside the UK or if there are planned UK postal strikes. If you sign and return your Proxy Form to our registrar, Equiniti, please ensure that you retain your Attendance Card, which has your SRN and unique PIN on it. You will need your SRN if you intend to attend the meeting in person, electronically or listen to the AGM on the telephone. You will also need your unique PIN if you intend to attend the meeting electronically.
- 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.

To be valid for the AGM, proxy appointments must be received no later than **11:00 am on Tuesday 7 May 2024**.

The Board encourages shareholders to vote on all resolutions by completing their Proxy Form to appoint the Chair of the meeting to cast their votes as directed (even if you plan to attend the AGM). This is to ensure that your vote is counted if you are unable to attend and vote on the day of the AGM. Completing a Proxy Form does not preclude shareholders from attending and voting at the meeting physically or electronically on the AGM online platform should they wish to do so.

### Will voting on resolutions be by poll?

Voting on resolutions at the AGM will be by poll. This means you will be asked to complete a paper Poll Card if you attend the physical AGM in person. In accordance with the Company's Articles of Association, we are required to conduct a poll for hybrid meetings and we believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

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

All Sharestore members can choose to attend, ask questions and vote at the physical AGM in person or electronically using the AGM online platform.

If you are a Sharestore member you can instruct Equiniti Corporate Nominees Limited to appoint a proxy to vote on your behalf on our website at [home.barclays/aggm](https://home.barclays/aggm). You will need your Voting ID, Task ID and SRN, which are on your Proxy Form. You can also instruct Equiniti Corporate Nominees Limited to appoint a proxy by logging into or registering at Shareview ([shareview.co.uk](https://shareview.co.uk)). Alternatively, you can return your Proxy Form so that Equiniti Corporate Nominees Limited can appoint a proxy on your behalf.

If you return the Proxy Form but do not insert the name of your proxy, then the Chair of the meeting will vote on your behalf. To be valid, proxy appointments must be received no later than 11:00 am on Tuesday 7 May 2024.

Alternatively, Sharestore members may instruct Equiniti Corporate Nominees Limited to appoint a proxy other than the Chair of the meeting to attend and vote at the meeting in person or electronically.

## Part 3A Frequently asked questions (continued)

### I have chosen not to receive hard copy shareholder documents. How can I vote?

You can appoint a proxy online at Shareview ([shareview.co.uk](https://shareview.co.uk)).

Alternatively, if you would like to vote by appointing a proxy using a hard copy Proxy Form, please contact Equiniti, whose contact details are on page 31 of this document, to request a Proxy Form.

You may also attend the AGM and vote in-person should you prefer not to appoint a proxy.

### I hold my Barclays shares through a nominee custodian or broker arrangement. Can I vote?

No. If you are not a shareholder you do not have a right to vote or to appoint a proxy. If your investment is not held in your name on the register of members (i.e. it is held in a broker account or by a custodian), you would need to be appointed as a proxy or corporate representative to attend, speak and vote at the AGM either in person or electronically on the AGM online platform.

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 they see 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 Chair of the meeting as your proxy (which we strongly encourage). Your proxy does not need to be a Barclays shareholder. We encourage you to appoint the Chair of the meeting as your proxy to ensure that your vote is counted if you are unable to attend and vote on the day of the AGM.

To be valid, proxy appointments must be received no later than 11:00 am on Tuesday 7 May 2024.

### 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 relevant 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, Equiniti. The statement must arrive with Equiniti by 11:00 am on Tuesday 7 May 2024 or, if you are attending the physical AGM, you should bring it along to the AGM.

### What happens in the case of joint shareholders?

In the case of joint shareholders only, the vote of the most senior shareholder (as determined by the order in which the names are listed on the register of members) present (electronically, physically or by proxy) at the AGM shall be accepted.

### 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 20 and 23 are determined by a simple majority of votes (being more than 50% of the votes cast).

Resolutions 21, 22, 24, 25, 26 and 27 are being proposed as special resolutions and will therefore require at least 75% of the votes cast for them to be passed.

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

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

The results of voting on the resolutions to be proposed at the AGM will be announced to the London Stock Exchange as soon as reasonably possible after the conclusion of the AGM, and will be available on our website at [home.barclays/agm](https://home.barclays/agm).

Following a poll vote, any shareholder who has voted on the poll is entitled to request from the Company information which will allow them to determine whether their vote was validly recorded and counted. If you would like to request this information please contact Equiniti.

## 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 physical AGM.

Please contact Equiniti, whose contact details are on page 31 of this document, if you need further guidance on this.

Once a valid appointment has been received and verified, corporate representatives may attend the meeting electronically using the AGM online platform, but will need to contact Equiniti for log in details – see Part 3C of this document for further details.

Corporate shareholders should consider appointing the Chair of the meeting as their proxy to ensure their votes can be cast in accordance with their wishes.

### Duly appointed proxies and corporate representatives

If you appoint a proxy other than the Chair of the meeting, or you appoint a corporate representative and they wish to attend the meeting electronically using the AGM online platform, they will need to contact Equiniti for log in details – see Part 3C of this document for further details.

## Shareholder Communications Preferences

### I am a shareholder who currently receives documents in hard copy. Why does my proxy form and AGM attendance card include a form asking about my communication preferences?

As part of the mailings related to this year's AGM, we have taken the opportunity to consult with those shareholders who currently receive documents in hard copy about their communication preferences.

In line with our targets to reduce our environmental footprint, we are asking shareholders to re-consider their communication preferences. If shareholders would like to continue to receive paper copies of shareholder information (this includes the Annual Report) they are requested to let Equiniti know by following the instructions on the form.

Shareholders can at any time contact Equiniti, whose contact details are on page 31, if they wish to update their communications preferences.

## Part 3B Information for shareholders attending the AGM physically in person

### AGM details

#### Location

The physical element of the AGM will be held at the SEC Armadillo, Exhibition Way, Glasgow G3 8YW.

#### Date

Thursday 9 May 2024.

#### Time

The AGM will start promptly at 11:00 am.

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

### Travelling to the AGM

The SEC Armadillo is located within central Glasgow:

- By rail: The SEC is a three-minute train ride from Glasgow Central. The SEC has its own dedicated railway station, Exhibition Centre, allowing easy access from the city centre and suburbs.
- By road: The SEC is situated just off the M8 motorway and with plenty of parking. The car park is open 24 hours and has designated disabled blue badge parking bays and payment of the car park tariff is required before you exit.

A map showing the location of the venue can be found below or you can find more information at [sec.co.uk/visitor-information/how-to-get-here](https://sec.co.uk/visitor-information/how-to-get-here)

Access to the SEC Armadillo will not be permitted prior to 9:30 am.

### Schedule for the day

9:30 am

- Registration desks open
- Tea and coffee available
- Q&A registration opens

11:00 am

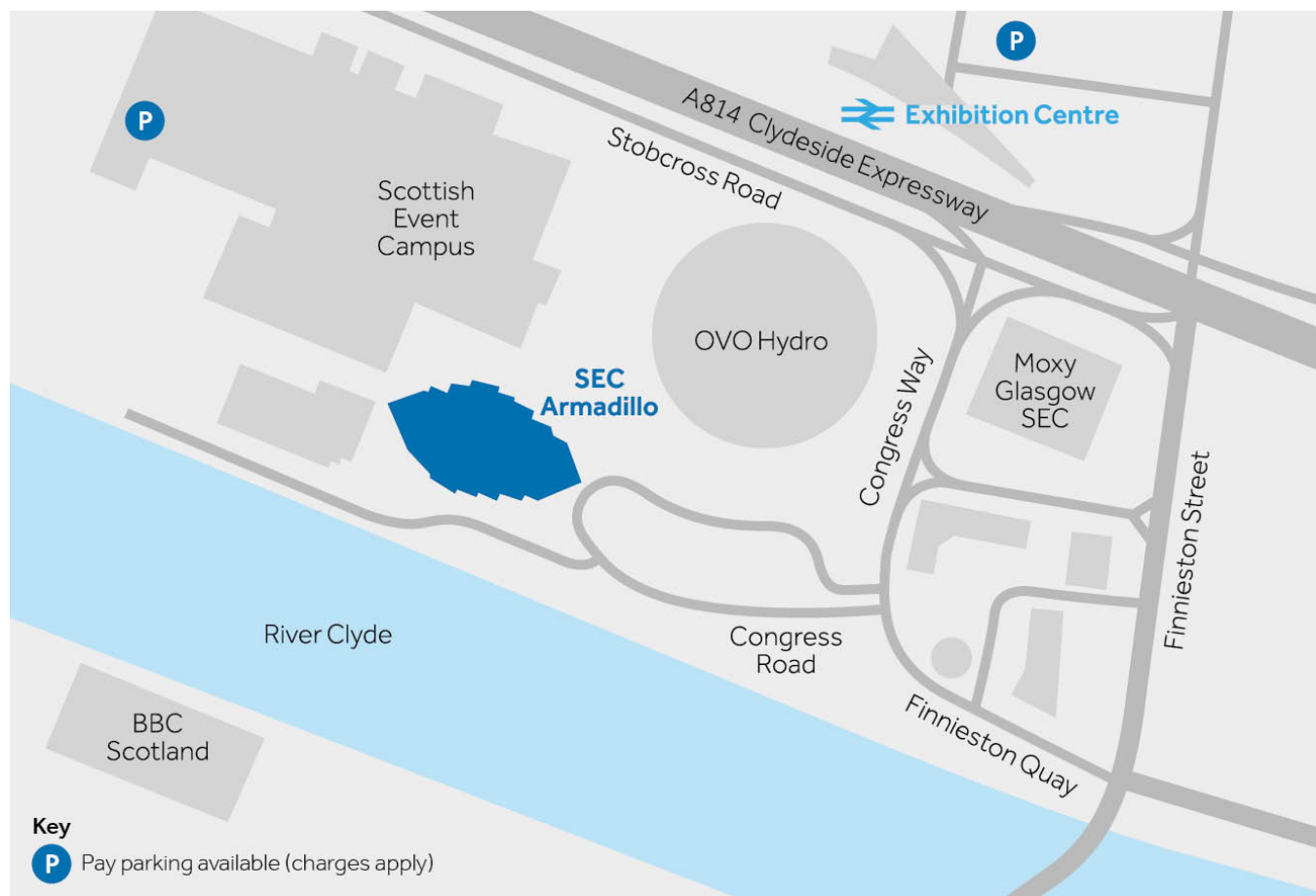
- The AGM starts in the meeting room

1:00 pm (approximately)

- The meeting will conclude

The final poll results are expected to be released to the London Stock Exchange on Thursday 9 May 2024.

They will also be available on [home.barclays/aggm](https://home.barclays/aggm)



## Part 3B Information for shareholders attending the AGM physically in person (continued)

### Helpful information

Up-to-date information will be on our website at [home.barclays/agm](https://home.barclays/agm).

#### Security

- The safety of our shareholders is always our main priority and, for safety reasons, security checks will be carried out on entry to the SEC. This includes personal scanners, x-ray scanners for bags and searches by hand of bags and any such other security measures that we consider appropriate on the day. You are asked to limit your belongings to one small bag. Please note that you will be asked to leave all other items in the cloakroom.
- No one attending the meeting may bring leaflets, banners, flags, whistles or other items which may be used for disruptive purposes into the premises or that may present a threat to the security or good order of the meeting. Any person who refuses to comply with the appropriate security measures in place will be denied entry into the SEC.
- We will not permit behaviour that may interfere with anyone's security, safety, comfort, or the good order of the meeting. Any unacceptable behaviour will be dealt with appropriately by the Chair and anyone who does not comply will be removed from the meeting.
- The use of recording equipment, including cameras, video recorders and tape recorders, is not permitted during the AGM. Mobile phones and other electronic communication or recording devices must be turned off. Any use of any of these devices will result in removal from the AGM.

#### Cloakroom facilities

- Cloakroom facilities will be available near the registration area.

#### Registration

- Attendance Cards should be presented to staff from Equiniti, who will be available as you arrive at the venue. Corporate representatives, proxies, guests and Barclays Smart Investor clients should register at the relevant registration desks, which will be clearly signposted.

#### Accessibility

- The SEC is easily accessible by wheelchair users and has lift access. Barclays colleagues will be on hand to guide you to the lifts.
- Hearing induction loop facilities, a British Sign Language Interpreter and live captions on screen will be available at the AGM. An audio CD containing extracts from the 2023 Strategic Report is available free of charge, either on request in writing from Equiniti, whose contact details can be found on page 31 of this document, or at the AGM.

#### First aid

- First aid facilities will be available. Please approach any Barclays colleague should you require help at any time.

#### Refreshments

- Tea and coffee will be available before the AGM and water will be available outside the meeting room.
- Food and drink is not permitted to be brought into the SEC (including water bottles).
- Please email us at [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com) if you need to bring food or drink with you for medical or religious reasons.

## Part 3C Information for shareholders attending the AGM electronically on an online platform

### AGM details

#### Location

The electronic element of the AGM will be held on the AGM online platform

- [web.lumiagm.com/120-195-658](https://web.lumiagm.com/120-195-658)
- To log in you must have your SRN and unique PIN which can be found on your Attendance Card.

#### Date

Thursday 9 May 2024

#### Time

The AGM will start promptly at 11:00 am.

Shareholders will be able to attend, vote and raise questions at the AGM by accessing the AGM online platform at [web.lumiagm.com/120-195-658](https://web.lumiagm.com/120-195-658)

Please allow at least 20 minutes to log into the meeting to ensure that you are able to access the AGM online platform before the meeting starts. The AGM online platform opens for you to submit questions at 10:00 am.

#### Accessing the AGM online platform

The AGM online platform can be accessed online using the latest version of Chrome, Firefox, Edge or Safari on a PC, laptop, tablet or smartphone.

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to and view the webcast. It is your responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, you must ensure your device is up to date with the latest software release.

#### Logging in

- To access the AGM online platform, please go to [web.lumiagm.com/120-195-658](https://web.lumiagm.com/120-195-658)
- You will then be prompted to enter your unique SRN and PIN. These can be found on your Attendance Card.
- The AGM online platform will only permit one login per each unique SRN.
- Access to the meeting will be available from 10:00 am on Thursday 9 May 2024, however, please note that your ability to vote will not be enabled until the Chair of the meeting formally declares the poll open.

A user guide on how to join the AGM through the AGM online platform is set out in Part 3D of this document. If you experience any difficulties please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name, postcode and SRN, if known.

#### Webcast

The AGM will be broadcast electronically by way of webcast. Once logged in, and at the commencement of the meeting, you will be able to watch the proceedings of the meeting on your device.

### Schedule for the day

#### 10:00 am

- AGM online platform opens
- Question submission through the AGM online platform opens

#### 11:00 am

- The AGM starts. You will be able to vote through the AGM online platform once the Chair declares the poll open

#### 1:00 pm (approximately)

- The meeting will conclude

The final poll results are expected to be released to the London Stock Exchange on Thursday 9 May 2024. They will also be available on [home.barclays/aggm](https://home.barclays/aggm)

#### Voting

Once the Chair of the meeting has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair of the meeting's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions set out in the Notice of AGM. Resolutions will not be proposed individually.

Once the poll is open, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote: 'FOR', 'AGAINST' or 'WITHHELD'. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received.

There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to 'cancel' your vote, select the 'cancel' button. You will be able to do this at any time while the poll remains open and before the Chair of the meeting announces its closure at the end of the meeting.

## Part 3C Information for shareholders attending the AGM electronically on an online platform (continued)

### Asking questions through the AGM online platform

Questions will be invited during the AGM. Shareholders attending electronically may ask questions through the AGM online platform by following the instructions shown on-screen once you log into the AGM online platform. You can type and submit your question in writing by selecting the messaging icon from within the navigation bar and typing your question at the top of the screen.

Questions can be submitted at any time from 10:00 am on the day of the AGM up to the close of the Q&A session.

Questions submitted through the AGM online platform will be moderated before being sent to the Chair of the meeting. This is to avoid repetition and to ensure an orderly meeting.

The Company will endeavour to respond to any question raised through the AGM online platform but not answered at the meeting within 14 days after the AGM.

### Asking questions by telephone (if attending through the AGM online platform)

To be able to speak at the AGM, shareholders who are attending through the AGM online platform will require the dial-in details, meeting access code and unique PIN, which must be requested in advance of the AGM from Equiniti. Please refer to Part 3A of this document for details of how to request dial-in details.

You can request dial-in details from Equiniti at any time from 10:00 am on Monday 29 April up until 10:00 am on Thursday 9 May 2024

Once connected on the telephone line you will receive further instructions on how to ask a question. Once your call has been put through to the meeting, you will then be able to ask questions to the meeting as normal. Calls will not be charged.

If you join the telephone call to ask a question but are also listening to the webcast of the AGM through the AGM online platform, please ensure the webcast is muted so that there is no interference between the two when speaking as there may be a short delay between the webcast and the telephone line.

### Duly appointed proxies and corporate representatives

If your investment is not held in your name on the register of members (i.e. it is held in a broker account or by a custodian), it will be necessary for you to be appointed as a proxy or corporate representative to attend and vote electronically at the AGM. You should therefore follow the procedures set out in this document to be appointed as a proxy or corporate representative.

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment in advance of attending the AGM electronically. Please contact Equiniti, whose contact details are on page 31 of this document, if you need further guidance on this.

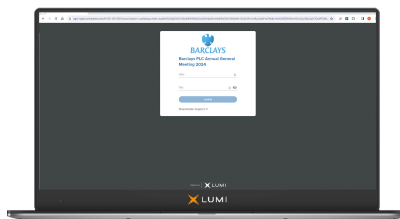
Once a valid appointment has been received and verified, corporate representatives and duly appointed proxies should contact the Company's registrar by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) to obtain your unique SRN and PIN. To avoid any delays in accessing the meeting, we recommend you contact Equiniti as early as possible but by no later than 5.00 pm on Tuesday 7 May 2024.



## Part 3D AGM online platform user guide

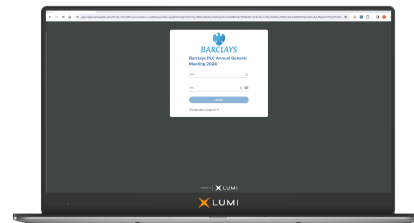
**Meeting ID: 120-195-658**  
**To login you must have**  
**your SRN and PIN**  
**(found on your**  
**Attendance Card)**

### Step 1



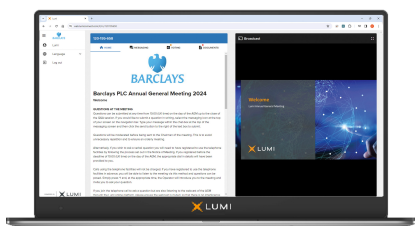
Navigate to  
[web.lumiagm.com/120-195-658](http://web.lumiagm.com/120-195-658)  
 The website will be available from 10:00 am  
 on Thursday 9 May 2024 for AGM access.

### Step 2



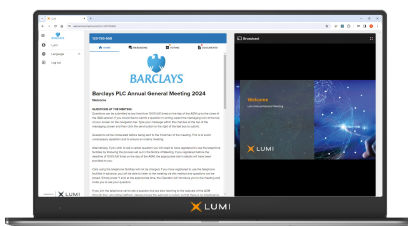
You will be prompted to enter your  
 unique SRN and PIN.

### Step 3



When successfully authenticated, you will  
 be taken to the Home Screen.

### Step 4

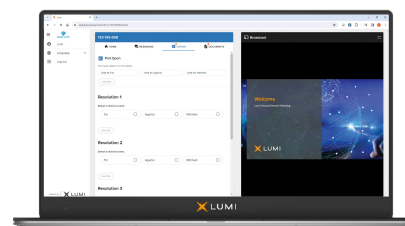


To view the meeting presentation, expand  
 the 'Broadcast Panel' located at the  
 bottom of your screen. If viewing through a  
 browser, it will appear automatically.



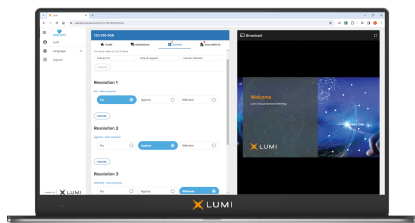
This can be minimised by pressing  
 the same button.

### Step 5



When the Chair of the meeting  
 declares the poll open, a list of all  
 resolutions and voting choices will  
 appear on your screen.  
 Scroll through the list to view all  
 resolutions.

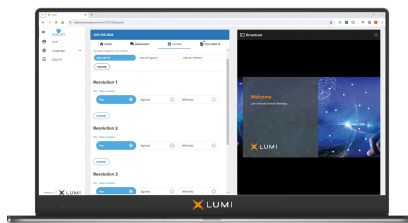
### Step 6



For each resolution, press the choice  
 corresponding with the way in which you  
 wish to vote.  
 When selected, a confirmation message  
 will appear.

**For – Vote received**

### Step 7

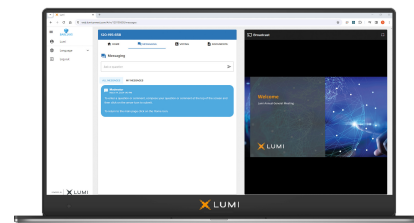


To change your mind, simply press the  
 correct choice to override your previous  
 selection.  
 To cancel your vote, press Cancel.



To return to the voting screen  
 while the poll is open, select the  
 voting icon.

### Step 8



If you would like to ask a question, select  
 the messaging icon.  
 Type your message within the chat box  
 at the top of the messaging screen.



Click the send button to submit.

# Part 4

## Important notes

### 1. Entitlement to vote

To be entitled to attend and vote at the meeting (and for the purpose of determination by the Company of the votes shareholders may cast) shareholders must be registered in the register of members at 6:30 pm on Tuesday 7 May 2024 or if the AGM is adjourned, no later than 6:30 pm on the date falling two days, excluding non-working days, before the time fixed for the adjourned meeting.

Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### 2. 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.

### 3. Corporate representatives

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

### 4. 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.

### 5. Documents available for inspection

The following documents are available for inspection during business hours on any weekday (public holidays excluded) at the Company's registered office, 1 Churchill Place, London E14 5HP and will also be available for inspection at the SEC from 10:30 am on Thursday 9 May 2024 until the close of the meeting: (i) copies of the Executive Directors' service contracts; (ii) copies of the Non-Executive Directors' letters of appointment; (iii) a copy of the New Articles proposed to be adopted by resolution 27; and (iv) a copy of the New Articles proposed to be adopted by resolution 27 marked up to show changes to the Existing Articles.

### 6. Total shares and voting rights

As at 14 March 2024 (being the latest practicable date before publication of the Notice of Meeting) the Company's issued share capital comprised 15,128,869,043 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 14 March 2024 was 15,128,869,043.

### 7. Shareholder information

A copy of this document and other information required by section 311A of the Act can be found at [home.barclays/agm](https://home.barclays/agm).

### 8. 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 question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

For details on how questions can be asked at the AGM, either at the physical meeting, by telephone or electronically using the AGM online platform, please see Part 3A Frequently asked questions.

### 9. 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 Auditors' 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 Auditors 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.

## Part 4 Important notes (continued)

### 10. Electronic communication

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

### 11. Directors' interests

The interests of the Directors that held office as at 16 February 2024 and which were notifiable to the Company under article 19 of the Market Abuse Regulation (EU) No 596/2014 (as it forms part of Retained EU Law as defined in the European Union (Withdrawal) Act 2018) as at 16 February 2024 are set out on page 226 of the 2023 Annual Report.

Between 16 February 2024 and 14 March 2024, the Company was notified that Directors acquired additional shares in the Company and that, as at 14 March 2024, the total number of shares beneficially owned by each Director that held office as at 16 February 2024 and who is standing for reappointment or appointment, was as follows:

Director	Ordinary shares held as at 14 March 2024 (latest practicable date before publication)
Robert Berry	20,418
Tim Breedon	224,449
Anna Cross	1,240,288
Mohamed A. El-Erian	159,033
Dawn Fitzpatrick	963,150
Mary Francis	88,602
Brian Gilvary	276,664
Nigel Higgins	1,871,243
Sir John Kingman	6,644
Marc Moses	10,362
Diane Schueneman	135,928
C.S. Venkatakrishnan	3,771,486
Julia Wilson	36,848

### 12. Voting interests

The voting interests that were disclosed to the Company in accordance with DTR 5 of the Disclosure Guidance and Transparency Rules between 31 December 2023 and 16 February 2024 are set out on page 188 of the 2023 Annual Report.

Between 16 February 2024 and 14 March 2024: (i) the Company was notified that Ocorian Limited (in its capacity as trustee of the Barclays Group (PSP) Employees' Benefit Trust, the Barclays Group (Canada) Barclays Employees' Benefit Trust and the Barclays Employees' Benefit Trust) had acquired 482,276,138 voting rights, representing 3.19% of the voting capital in the Company; and (ii) the Company was subsequently notified that the voting rights of Ocorian Limited had fallen below 3%. No further changes to voting interests were disclosed to the Company between 16 February 2024 and 14 March 2024.

## Part 5

# Directors standing for appointment and reappointment

When making new Board appointments, a formal, rigorous and transparent process is followed. All Board appointments are based on merit and objective criteria, recognising the benefits that diversity, in all its forms, including in relation to gender, ethnicity, age, sexual orientation, disability and socio-economic background, brings to the Board. The Directors take into account the skills, experience and knowledge required for the Board's effectiveness and to support the continued delivery of the Group's strategy - while also promoting diversity of background and opinion. The Directors also consider the experience that is, or will be, lost through recent and planned retirements, to ensure that the Board maintains the skills, knowledge and expertise it needs to operate effectively and create and deliver sustainable shareholder value. When identifying candidates and subsequently appointing a new Director, the Board considers the individual's other commitments, their independence and their ability to devote sufficient time to Barclays. You can read more about the Board appointments process on pages 160 to 163 of the 2023 Annual Report.

The Board undertakes a review of both its performance and the performance of each of the Directors annually. The 2023 assessment of the performance of the Board and individual Directors was internally facilitated, as permitted by the Code.

The review indicated that the Board is operating effectively and, having evaluated the findings, the Board considered the performance of each Director in office at the end of 2023 to be effective, and hence, the Board is recommending each continuing Director's reappointment. The Board is also recommending the appointment of Sir John Kingman who was appointed to the Board on 1 June 2023.

During its review the Board paid particular attention to the ongoing independence of its Non-Executive Directors. Provision 10 of the Code identifies circumstances which are likely to impair or could appear to impair a non-executive director's

independence, including where a director has served on a board for more than nine years.

The independence of those who had served on the Board for more six years (Diane Schueneman and Mary Francis) was subject to a more rigorous review. The Committee remains satisfied that the length of their tenure has no impact on their respective levels of independence or the effectiveness of their contributions.

Tim Breedon has now served on the Board for more than 11 years. As a result of this being more than nine years, the Board has carried out a more rigorous assessment of Tim's continued independence, as it had done in the two previous years and has concluded that Tim continues to bring significant value to Board discussions, particularly given his breadth of financial services sector experience and deep knowledge of risk and regulatory issues, and that it remains appropriate for Tim to continue to serve on the Board beyond his 11-year tenure.

The Board is confident that Tim remains independent and continues to provide effective challenge, advice and support to management on business performance and decision-making. Having undertaken a rigorous review of Tim's performance as a Non-Executive Director and taking into account other relevant factors that might be considered likely to impair, or could appear to impair, his independence including as set out in Provision 10 of the Code, the Board considers Tim to be independent.

The Board continues to believe that it is advantageous for Group-wide decision-making to have the Chairs of the Group's significant subsidiaries sit on the Board, considering that this provides connectivity with the Group's significant subsidiaries, bringing with it important insight into Board discussions. With these factors in mind, and in light of Tim's ongoing role as Chair of Barclays Bank Ireland PLC, the Group's principal European subsidiary, the Board considers it is appropriate for Tim to continue as an independent Non-Executive Director on the Board in the near term.

Given the Board's preference for the Chairs of the Group's significant subsidiaries to also be represented on the Board, in light of Tim's tenure, the Committee is giving due consideration to potential successors for his roles on the Board and as Chair of Barclays Europe. Diane Schueneman will have been on the Board for nine years in June 2024, and the Committee is also giving due consideration to potential successors for her roles on the Barclays PLC Board and as Chair of Barclays Execution Services Limited.

In addition, the Board has determined (including by considering each Director's length of tenure) that all current Non-Executive Directors standing for appointment or reappointment at the 2024 AGM are independent. This decision is based on the provisions of the Code and behaviours determined by the Board to be essential indicators of independence. You can read more about the review of Board and Director effectiveness and the Board's review of the independence of the Non-Executive Directors on pages 160 to 165 of the 2023 Annual Report.

## Part 5 Directors standing for appointment and reappointment (continued)

### Director standing for appointment

#### Sir John Kingman

Independent Non-Executive Director

**Appointed:**  
June 2023



#### Skills, experience and contribution:

- deep background in financial services
- strong leadership qualities and chair experience
- extensive expertise providing strategic advice to Government

John is Chair of Barclays Bank UK PLC. He had a long Whitehall career, where he was Second Permanent Secretary to HM Treasury and was also closely involved in the UK response to the financial crisis, handling the resolution of Northern Rock and leading negotiations with RBS, Lloyds and HBOS on their £37bn recapitalisation.

John was also the first Chief Executive of UK Financial Investments Ltd (UKFI); and from 2010-2012, he was Global Co-Head of the Financial Institutions Group at Rothschild. From 2016-2021 John was the first Chair of UK Research & Innovations, which oversees Government science funding of c£8bn a year. Between 2020 and January 2023, he was Chair of Tesco Personal Finance plc.

#### Key current appointments:

Chair, Legal & General Group plc; Trustee & Deputy Chair of the Board of Trustees, The National Gallery

### Directors standing for reappointment

#### Robert Berry

Independent Non-Executive Director

**Appointed:**  
February 2022



#### Skills, experience and contribution:

- proven track record of management of risk exposure for a global financial institution and building a modern group-wide risk management organisation
- strong record of integrating risk management with strategy
- significant experience in finance, model development and trading.

Robert has deep risk management expertise having had a 28-year career at Goldman Sachs, where, prior to his retirement in 2018, he held the role of Co-Deputy Chief Risk Officer.

#### Key current appointments:

Trustee, High Watch Recovery Center (incorporating President, Alina Lodge)

#### Tim Breedon CBE

Independent Non-Executive Director

**Appointed:**  
November 2012



#### Skills, experience and contribution:

- significant experience in strategic planning
- extensive financial services experience
- detailed knowledge of risk management and UK and EU regulation.

Tim is a member of the Board and is also Chair of Barclays Bank Ireland PLC (also referred to as Barclays Europe).

He had a distinguished career with Legal & General where, among other roles, he was the Group Chief Executive Officer until June 2012. Tim also served as Chair of the Association of British Insurers.

#### Key current appointments:

Chairman, Apax Global Alpha Limited; Non-Executive Director, Quilter PLC

#### Anna Cross

Group Finance Director

**Appointed:**  
April 2022



#### Skills, experience and contribution:

- extensive accounting and financial services expertise
- deep understanding of banking and retail sectors
- significant financial leadership experience of financial institutions.

Anna is a chartered accountant and Group Finance Director with responsibility for Finance, including Tax, Treasury, Investor Relations and Strategy.

Prior to joining Barclays, Anna worked in both banking and retail and held various roles at Asda, HBOS and Lloyds Banking Group. Since joining Barclays in 2013, Anna was appointed Chief Financial Officer of Barclays Bank UK PLC in 2016, Group Financial Controller in 2019 and Deputy Group Finance Director in 2020. She joined the Group Executive Committee in February 2022, before taking up the role of Group Finance Director in April 2022.

#### Key current appointments:

Chair, The 100 Group of the FTSE Finance Directors

## Part 5 Directors standing for appointment and reappointment (continued)

### Mohamed A. El-Erian

Independent Non-Executive Director

#### Appointed:

January 2020



NC RIC

#### Skills, experience and contribution:

- highly respected economist and investor
- extensive experience in the asset management industry and multilateral institutions
- deep knowledge and understanding of international economics and financial services sector.

Mohamed currently serves as President of Queens' College, Cambridge University. He is Chief Economic Advisor at Allianz SE, the corporate parent of PIMCO (Pacific Investment Management Company LLC) where he formerly served as Chief Executive and Co-Chief Investment Officer.

Mohamed is a regular columnist for Bloomberg Opinion and a contributing editor at the Financial Times. He spent 15 years at the IMF where he served as Deputy Director before moving to the private sector and financial services.

#### Key current appointments:

Non-Executive Chair, Under Armour Inc.; Chief Economic Adviser, Allianz SE; Chairman, Gramercy Funds Management; Senior Advisor, Investcorp Bank BSC

### Dawn Fitzpatrick

Independent Non-Executive Director

#### Appointed:

September 2019



ReC RIC SC

#### Skills, experience and contribution:

- extensive management experience of international financial institutions
- strong financial and strategic leadership experience
- detailed knowledge of the markets in which the Group operates.

Dawn holds the role of Chief Executive Officer and Chief Investment Officer at Soros Fund Management LLC.

Her previous experience includes 25 years with UBS, most recently as Head of Investments for UBS Asset Management.

#### Key current appointments:

Chief Executive Officer and Chief Investment Officer, Soros Fund Management LLC; Member, Advisory Board and Investment Committee of the Open Society Foundations' Economic Justice Programme; Advisory Council Member, The Bretton Woods Committee; Chair, Financial Sector Advisory Council, Federal Reserve Bank of Dallas

### Mary Francis CBE

Independent Non-Executive Director

#### Appointed:

October 2016



ReC SC

#### Skills, experience and contribution:

- extensive board-level experience across a range of industries
- strong focus on reputation management and promoting board governance values
- detailed understanding of the interaction between public and private sectors.

Mary's previous appointments include Non-Executive Directorships at the Bank of England, Alliance & Leicester, Aviva, Centrica and Swiss Re Group.

In her executive career, Mary held senior positions with both HM Treasury and the Prime Minister's Office and served as Director General of the Association of British Insurers.

#### Key current appointments:

Senior Independent Director, PensionBee Group PLC; Member, UK Takeover Appeal Board

### Brian Gilvary

Senior Independent Director (SID)

#### Appointed:

February 2020 (Board), January 2021 (SID)



ReC NC SC

#### Skills, experience and contribution:

- extensive senior level experience of management, finance and strategy
- deep experience of US and UK shareholder engagement
- significant experience with, and understanding of, the challenges and opportunities inherent in advancing a sustainable energy future.

Brian spent much of his career with BP p.l.c. in senior leadership roles, where he was most recently Chief Financial Officer.

His other senior-level experience includes serving on the boards of various commercial and charitable organisations. Brian was Chair of The 100 Group of FTSE 100 Finance Directors, a member of the UK Treasury Financial Management Review Board and has served on various Business in the Community Leadership Teams.

#### Key current appointments:

Non-Executive Chair, INEOS Energy, an INEOS group company; Non-Executive Director, Defence Board, Ministry of Defence

#### Board Committee membership

AC Audit Committee member

NC Nominations Committee member

ReC Remuneration Committee member

RIC Risk Committee member

SC Sustainability Committee member

Committee Chair

## Part 5 Directors standing for appointment and reappointment (continued)

### Nigel Higgins

Group Chairman

#### Appointed:

March 2019 (Board), May 2019  
(Chairman)



NC SC

#### Skills, experience and contribution:

- seasoned business leader with extensive experience in, and understanding of, banking and the financial services industry
- strong track record in leading and chairing organisations
- significant experience in providing strategic advice to major international organisations and governments
- keenly focused on culture and corporate governance.

Nigel spent 36 years at Rothschild & Co. where he was most recently Deputy Chairman. Prior to that he was Chairman of the Group Executive Committee and Managing Partner of Rothschild & Co.

#### Key current appointments:

Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval Group

### Marc Moses

Independent Non-Executive Director

#### Appointed:

January 2023



AC RiC

#### Skills, experience and contribution:

- strong technical finance background in accounting and audit-related matters
- significant board and senior executive-level risk management experience
- extensive knowledge of banking and financial services.

Marc is a chartered accountant and his financial services experience extends over 43 years, initially as a trader and then in senior executive roles as an audit partner at PwC, and Chief Financial Officer of JPMorgan Europe.

He joined HSBC in 2005 where he was Group Chief Risk Officer for nine years and joined the group board as an executive director in 2014. He retired from HSBC in 2019.

#### Key current appointments:

None

### Diane Schueneman

Independent Non-Executive Director

#### Appointed:

June 2015



AC NC RiC

#### Skills, experience and contribution:

- significant experience of managing global, cross-discipline business operations and client services in the financial services industry
- strong transformational programme experience
- extensive technology and information security expertise.

Diane is Chair of Barclays Execution Services Limited and a member of the Board of Barclays US LLC.

Diane was previously Global Chief Infrastructure Officer of Merrill Lynch, where she was responsible for all technology and operations across retail, corporates and banking.

#### Key current appointments:

None

### C.S. Venkatakrisnan

Group Chief Executive

#### Appointed:

November 2021



SC

#### Skills, experience and contribution:

- highly regarded leader with significant global banking experience
- extensive background in financial markets and risk management
- deep understanding of the business and the areas within which the Group operates.

Prior to his appointment as Group Chief Executive, Venkat served as Head of Global Markets and Co-President of Barclays Bank PLC from October 2020 and Group Chief Risk Officer from 2016 to 2020.

Before joining Barclays in 2016, Venkat worked at JPMorgan Chase from 1994, holding senior roles in Asset Management, Investment Banking, and in Risk.

#### Key current appointments:

Board Member, Institute of International Finance; Advisory member to the Board, Massachusetts Institute of Technology Golub Centre for Finance and Policy; Member of the UN Environment Programme Finance Initiative Leadership Council; Chair, Corporate Partnerships Board, The Royal Marsden Cancer Charity; Member, CNBC ESG Council

## Part 5 Directors standing for appointment and reappointment (continued)

### Julia Wilson

Independent Non-Executive Director

#### Appointed:

April 2021



#### Skills, experience and contribution:

- significant board and executive-level strategic and financial leadership experience
- extensive accounting, audit and financial services expertise
- strong UK regulatory experience.

Julia is a chartered accountant and was the Group Finance Director of 3i Group plc, having served on its board from 2008 until she stepped down in June 2022. Prior to joining 3i she was Group Director of Corporate Finance at Cable & Wireless where she also held a number of finance-related roles.

Julia was appointed as a Non-Executive Director at Legal & General Group plc in 2011. She chaired L&G's Audit Committee between 2013 and 2016 and was Senior Independent Director from 2016 until she stepped down from L&G in March 2021. Julia previously served as the Chair of The 100 Group of FTSE 100 Finance Directors.

#### Key current appointments:

None

#### Board Committee membership



Audit Committee member



Nominations Committee member



Remuneration Committee member



Risk Committee member



Sustainability Committee member



Committee Chair




# Part 6

## Contact details

### Shareholder information

If you need help,  
please contact Equiniti

 Web  
shareview.co.uk

 Telephone  
+44 (0)371 384 2055\*  
(UK and international telephone  
number)

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



Extensive Information including  
many answers to frequently  
asked questions can be found  
online. Use the QR code to  
register for free at  
shareview.co.uk

\*Lines open 8:30 am to 5:30 pm (UK time) Monday to Friday, excluding public holidays in England and Wales.

Calls to an 03 number cost no more than a national rate call to an 01 or 02 number.


Calls to +44 number from outside the UK are charged at applicable international rates.


### American Depositary Receipts information

If you need help, please contact  
Shareowner Services

 Web  
adr.com


 Email  
StockTransfer@equiniti.com

 Telephone  
+1 800 990 1135  
(toll free in US and Canada)  
+1 651 453 2128  
(outside the US and Canada)

 Postal address  
Shareowner Services  
PO Box 64504, St Paul,  
MN 55164-0504, USA

### Smart Investor information

If you are a Smart Investor shareholder  
or customer, please contact us using  
the methods listed below:

 Barclays web chat  
This is live during opening hours.  
A link to Barclays web chat and  
our opening hours are available  
on our website  
barclays.co.uk/smart-investor

 Telephone  
0800 279 3667  
Information about call charges  
and our opening hours are  
available on our website  
barclays.co.uk/smart-investor

### General questions

If you have any further questions about the  
AGM or your shareholding, please contact  
Equiniti using the contact details on this  
page.

### Information about Barclays

For further information about Barclays, you  
can find our 2023 Annual Report online at  
**home.barclays/annualreport**.

### Presentations

Presentations by the Group Chairman and  
Group Chief Executive will be available on  
our website **home.barclays/agm** after the  
AGM.



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### Our 2023 suite of Reports

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#### **Barclays PLC Annual Report 2023**

A detailed review of Barclays' 2023 performance with disclosures that provide useful insight and go beyond reporting requirements. The 2023 report integrates our ESG (Environmental, Social and Governance), and DEI (Diversity, Equity and Inclusion) reporting, and incorporates our Task Force on Climate-related Financial Disclosures (TCFD) recommendations in this, the seventh year of disclosure.

#### **Barclays PLC Pillar 3 Report 2023**

A summary of our risk profile, its interaction with the Group's risk appetite, and risk management.

#### **Barclays PLC Fair Pay Report 2023**

An overview of our approach to pay, including the principles and policies of our Fair Pay agenda.

#### **Barclays PLC Country Snapshot 2023**

An overview of our global tax contribution as well as our approach to tax, including our UK tax strategy, together with our country-by-country data.