



# Barclays PLC Notice of Annual General Meeting 2022

To be held at 11:00 am (BST)  
on Wednesday 4 May 2022 at  
Manchester Central Convention Complex,  
Petersfield, Manchester M2 3GX  
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 (the Company), 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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## Forward-looking statements

This document contains certain forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as 'may', 'will', 'seek', 'continue', 'aim', 'anticipate', 'target', 'projected', 'expect', 'estimate', 'intend', 'plan', 'goal', 'believe', '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 impact of the resolutions could differ materially from its expectations. Any forward-looking statements made herein speak only as of the date they are made and may be affected by changes in legislation.

Subject to Barclays' obligations under the applicable laws and regulations of any relevant jurisdiction (including, without limitation, the UK and the US), Barclays expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Barclays' expectations with regard thereto. The reader should, however, consult any additional disclosures that Barclays has made or may make in documents it has published or may publish through the Regulatory News Service of the London Stock Exchange and/or has filed or may file with the US Securities and Exchange Commission.

## References

The terms 'Barclays' or 'Group' refer to Barclays PLC together with its subsidiaries.

## Key dates and times

<b>Last time/day for receipt of Proxy Forms</b>	11:00 am on Friday 29 April 2022
<b>Last time/day to contact Registrar for AGM online platform access log in for proxies and corporate representatives</b>	5:00 pm on Friday 29 April 2022
<b>Last time/day to be entered on Company's register of members in order to attend and vote at AGM</b>	6:30 pm on Friday 29 April 2022
<b>Phone lines open to call Registrar for telephone dial-in details to listen to the AGM and ask questions by telephone (for shareholders without online access)</b>	9:00 am on Tuesday 3 May 2022
<b>AGM online platform opens for telephone registration</b>	2:00 pm on Tuesday 3 May 2022
<b>Question registration opens on AGM online platform</b>	10:00 am on Wednesday 4 May 2022
<b>AGM</b>	11:00 am on Wednesday 4 May 2022



**Please monitor our website at [home.barclays/agm](https://home.barclays/agm), for any updates on arrangements for the AGM, including any updates which may be required due to the ongoing COVID-19 pandemic.**

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:

**0371 384 2055\***

(in the UK); or

**+44 121 415 7004**

(from overseas)

\*Lines open 8.30 am to 5.30 pm (UK time) Monday to Friday, excluding public holidays



# Letter from the 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 Wednesday 4 May 2022 at 11:00 am at the Manchester Central Convention Complex, Petersfield, Manchester M2 3GX and electronically through an online platform. I'm really happy to confirm that, following the challenges of the COVID-19 pandemic, we are able to return to a physical meeting this year and I look forward to seeing many of you in person.

It is three years since we have had a normal AGM, three years which have been traumatic; indeed, even as the COVID-19 pandemic appears to recede in parts of the world we are confronted by the horrendous events in Ukraine. At the same time another potentially existential crisis continues to unfold in the climate. The AGM is an opportunity for shareholders to ask the Board questions about the challenges which we face, how we responded to the COVID-19 pandemic, our implementation of sanctions and resilience to the economic effects of war, our corporate social responsibility generally and particularly with respect to the environment.

I can assure you that Barclays takes its role in society very seriously; these topics are Board topics. It is for that reason that we are, for instance, coming to shareholders with a resolution about our climate strategy; this is an opportunity for shareholders to let the Board know if they agree with our direction and actions, recognising of course that there is still more to do.

In order to enable as many shareholders as possible to participate in our AGM, we are keeping the arrangements that we put in place last year to allow shareholders to attend electronically and vote through an online platform should they so wish. Further details of the arrangements are outlined below.

This will be the first AGM in Barclays' history to take place outside London, and we are delighted to be holding it in Manchester. Barclays has a significant presence in the North West of England, including our colleague centre of excellence in Radbroke. As announced last year, the Board intends to hold the AGM in some years at other locations within the UK where Barclays has a significant business or customer presence. I hope that this change will enable the Board to meet with, and hear from, many more shareholders, colleagues and customers.

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 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 5 contains details of the Directors standing for appointment or reappointment and Part 6 contains a summary of our climate strategy, targets and progress.

## AGM arrangements

The UK Government announced on 21 February 2022 that all COVID-19 restrictions will be coming to an end on 1 April 2022. As such, we do not expect there to be any restrictions in place at the time of the AGM and we look forward to being able once again to welcome shareholders in person to the physical AGM. However, the Board remains keen to ensure the wellbeing of all employees and shareholders is protected and we are mindful that COVID-19 restrictions and guidance from the UK Government can change at short notice. With this in mind we are once 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 (subject to any restrictions in place at the time) or attending electronically using the AGM online platform.

Details of how you will be able to attend and vote at the AGM are set out in Part 3 of this document.

Any changes to the AGM arrangements will be published on our website at [home.barclays/agm](https://home.barclays/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 at the AGM itself, 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 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, responses to frequently asked questions will also be placed on the Company's website ahead of 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

## Letter from the Group Chairman continued

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 possible after the conclusion of the meeting.

### Your Directors

As set out in the Notice of AGM, this year we are recommending the appointment of C.S. Venkatakrishnan (Venkat) as an Executive Director, Anna Cross as an Executive Director and Robert Berry as a Non-Executive Director of the Company.

Venkat joined the Board on 1 November 2021 as our Group Chief Executive, having been with Barclays for six years, first as Chief Risk Officer and latterly, as Global Head of Markets and Co-President of Barclays Bank PLC. As a consequence of having an effective succession plan in place, the Board had no hesitation in asking Venkat to take on the role of Group Chief Executive and we are confident that Barclays under Venkat's leadership will continue its strategic direction and improve performance in line with the progress of recent years.

As announced on 23 February 2022, Anna has been appointed by the Board as the successor to Tushar Morzaria, our Group Finance Director, who is retiring from the Board on 22 April 2022. Anna will join the Board as Group Finance Director with effect from 23 April 2022 (subject to regulatory approval). Having been at Barclays since 2013, most recently in the role of Deputy Group Finance Director, Anna was identified over a year ago as the Board's preferred successor as Group Finance Director, following a review of potential internal and external candidates. The Board is delighted to have, in Anna, such a strong internal successor.

Robert joined the Board as a Non-Executive Director on 8 February 2022. Robert will bring to the Board robust risk management expertise and a proven track record of risk management for a global financial institution, as he takes on an important role as Chair of the Board Risk Committee.

In accordance with our Articles of Association, Venkat, Anna and Robert will be seeking appointment at the AGM.

The biographies for all Directors seeking appointment or reappointment at the AGM are set out in Part 5 of this document.

As reported in our 2021 Annual Report, Robert's appointment saw gender diversity on the Board drop from 33% female to 31% female. When Tushar steps down from the Board, and Anna's appointment to the Board takes effect on 23 April 2022, gender diversity on the Board will increase to 38% female, above our current target of 33%. We note the publication in February 2022 of the first Report of the FTSE Women Leaders Review and its four new recommendations, including that the voluntary target for FTSE350 Boards and FTSE350 Leadership teams should be increased to a minimum of 40% women's representation by the end of 2025. Group-wide, Barclays is committed to continuing to improve the diversity of its leaders and the Board will carefully consider these new recommendations.

Each of the Directors in office at the end of 2021 who is seeking appointment or reappointment was subject to an individual effectiveness review, further details of which can be found in our 2021 Annual Report which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport). On 1 November 2021, Tim Breedon had served on the Board for nine years. The Board reviews annually the independence of all the Non-Executive Directors and, in light of the length of Tim's tenure on the Board, a more rigorous review of his performance and independence was carried out. The Board is satisfied that Tim, along with all of the other Non-Executive Directors, continues to be independent. See Part 5 of this document for details about the review the Board undertook in relation to Tim's continuing independence.

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 fully to Barclays in line with agreed time commitments. Further information can be found in their biographies in Part 5 of this document.

### Climate Strategy, Targets and Progress

At the AGM last year, I made clear that we were aware of the need both to deliver on our climate strategy and to continue to evolve it. With that in mind, we confirmed our intention to come back to shareholders with a 'Say on Climate' vote at this year's AGM on our approach and progress including additional targets and sectors, and

updated policies for important parts of the fossil fuel landscape. During the course of the last year, the Board has continued its discussions about our climate strategy, targets and progress. Further details are included in the document *Barclays' Climate Strategy, Targets and Progress 2022* dated 22 March 2022, which can be found on our website at [home.barclays/climate-change](https://www.barclays.com/climate-change). A summary of *Barclays' Climate Strategy, Targets and Progress 2022* is contained in Part 6 of this document, where you can also read about the reasons why your Board recommends that you vote in favour of resolution 26.

Accordingly, this year we are asking you, our shareholders, to endorse *Barclays' Climate Strategy, Target and Progress 2022*. Please see resolution 26 set out in Part 1 of this document. This shareholder vote is advisory in nature.

Our climate strategy is already making progress. Over the past two years, we have created our BlueTrack™ methodology to allow us to set targets to reduce our financed emissions in key sectors, and we are now evolving that methodology as climate science moves on. We have made progress on the 2025 targets we set ourselves in Energy and Power, and we are now setting 2030 targets for Energy, Power, Cement and Steel. We plan to continue this work until we have set targets for a number of high-emitting sectors in our portfolio, which we aim to have completed by 2024.

We are also taking the decision to go further on our restrictive policies with respect to coal, in particular setting final exit dates with respect to our progressive phase-out of thermal coal financing.

Importantly, we continue to believe that the best contribution we can make in accelerating the transition is by continuing to work with our clients in high-emitting sectors, rather than ending our relationships with them. That will remain a core part of our approach, even as it naturally adapts to keep pace with technological change, regulatory and market developments, and the implications of geopolitics.

With respect to this final point, we should recognise that the conflict currently taking place in Ukraine has greatly exacerbated existing supply pressures on energy systems, particularly in the UK and the EU. In this context, our commitment to our climate ambition and strategy is unchanged but we must also continue to support the economies that we serve in managing an orderly and just transition. In the near term, the current disruptions may increase volatility in our progress towards our

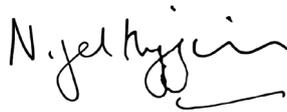
2025 and 2030 emission reduction targets. We expect it will also accelerate demand for investment in low-carbon energy infrastructure and capacity across the world and we are determined to play our part in meeting that need. The Board will continue to keep the Group's policies, targets and progress under review in light of the rapidly changing circumstances.

As we progress our climate strategy, we will of course keep close to shareholders to understand their views.

### 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 26, 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 and in particular, to meeting shareholders in person after the COVID-19 restrictions have prevented us from doing so over the past two years.



### Nigel Higgins

Group Chairman, Barclays PLC

22 March 2022

### You can attend the AGM:

**At the Manchester Central Convention Complex, Petersfield, Manchester M2 3GX** (subject to any UK Government COVID-19 restrictions and guidance in place at the time of the meeting).

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

### As an alternative, 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/aggm](https://home.barclays/aggm), 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 2022 Annual General Meeting (the AGM) of Barclays PLC (the Company) will be held at Manchester Central Convention Complex, Petersfield, Manchester M2 3GX and electronically on an online platform, on Wednesday 4 May 2022 at 11:00 am to transact the following business

### Resolutions

The resolutions numbered 1 to 19, 22 and 26 are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 20, 21, 23, 24 and 25 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 2021, now laid before the meeting, be received.

### Directors' Remuneration Report

2. That the Directors' Remuneration Report (save for the Directors' Remuneration Policy, a summary of which is set out on pages 171 to 174 of the Directors' Remuneration Report) for the year ended 31 December 2021, now laid before the meeting, be approved.

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

3. That C.S. Venkatakrishnan be appointed a Director of the Company.
4. That Robert Berry be appointed a Director of the Company.
5. That Anna Cross be appointed a Director of the Company.

### Annual reappointment of Directors

6. That Mike Ashley be reappointed a Director of the Company.
7. That Tim Breedon be reappointed a Director of the Company.
8. That Mohamed A. El-Erian be reappointed a Director of the Company.
9. That Dawn Fitzpatrick be reappointed a Director of the Company.
10. That Mary Francis be reappointed a Director of the Company.
11. That Crawford Gillies be reappointed a Director of the Company.
12. That Brian Gilvary be reappointed a Director of the Company.
13. That Nigel Higgins be reappointed a Director of the Company.
14. That Diane Schueneman 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 2023 or on 30 June 2023, 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.

## General authority to allot shares and equity securities

19. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 22, 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 £1,436,801,633, \$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 £2,793,603,267 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for, or to convert any securities into, ordinary shares in the Company granted under paragraph (a) of this resolution 19) in connection with an offer by way of a rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,

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 2023 or the close of business on 30 June 2023, 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

20. That, in substitution for all existing authorities, but without prejudice to any authority granted pursuant to resolutions 21 and 23, if passed, and subject to the passing of resolution 19, the Directors be generally authorised pursuant to section 570 and section 573 of the Act to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority granted by resolution 19 and/or 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 19, 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,

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

## Part 1: Notice of Annual General Meeting continued

(b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 19 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 £209,520,245 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 10 March 2022; 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 2023 or the close of business on 30 June 2023, 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 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 addition to any authority granted pursuant to resolutions 20 and 23, if passed, and subject to the passing of resolution 19, 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 £209,520,245 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 10 March 2022; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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 2023 or the close of business on 30 June 2023, 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)

22. That, in addition to any authority granted pursuant to resolution 19, if passed, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £825,000,000 in relation to any issue by the Company or any member of the 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 2023 or the close of business on 30 June 2023, 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

23. That, in addition to any authorities granted pursuant to resolutions 20 and 21, if passed, and subject to the passing of resolution 22, 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 22, 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 2023 or the close of business on 30 June 2023, 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

24. 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 1,676,161,960 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
  - (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 2023 or the close of business on 30 June 2023, 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

25. 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 2023 or the close of business on 30 June 2023, whichever is the earlier.

## Climate Strategy, Targets and Progress

26. That *Barclays' Climate Strategy, Targets and Progress 2022*, now laid before the meeting, be approved.

By Order of the Board



**Stephen Shapiro**

Group General Counsel and  
Group Company Secretary  
Barclays PLC

22 March 2022

1 Churchill Place, London E14 5HP  
Registered in England, Company No. 48839

# Part 2:

## 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 2021) (the 2021 Annual Report), which are available at [home.barclays/annualreport](https://home.barclays/annualreport).

### Resolution 2 (Ordinary Resolution) Directors' Remuneration Report

This resolution seeks shareholder approval for the Directors' Remuneration Report (save for the Directors' Remuneration Policy, a summary of which is set out on pages 171 to 174 of the Directors' Remuneration Report), as required by the Act. The Directors' Remuneration Report for the year ended 31 December 2021 appears on pages 162 to 199 of the 2021 Annual Report, which is available at [home.barclays/annualreport](https://home.barclays/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 7 May 2020 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 at the 2023 AGM. A summary of the Directors' Remuneration Policy can be found on pages 171 to 174 of the 2021 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. C.S. Venkatakrishnan and Robert Berry have joined the Board since the last AGM and Anna Cross will be joining the Board ahead of the AGM, and they are each accordingly seeking appointment by shareholders.

Provision 18 of the UK Corporate Governance Code recommends that all directors of 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 to this document and on pages 112 to 115 of the 2021 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 2021, 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 nine years, the Board has carried out a robust assessment of Tim's contribution and independence and has concluded that Tim's breadth of financial services sector experience and deep knowledge of risk and regulatory issues continues to bring significant value to Board discussions, and that his continued tenure as a Non-Executive Director will also support a smooth transition of the role of Board Risk Committee Chair. The Board also considers that Tim remains strongly independent and continues to provide effective challenge, advice and support to management on business performance and decision making. Accordingly, 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, independence including as set out in Provision 10 of the UK Corporate Governance Code, the Board considers Tim to be independent.

### 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.

### 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 2022. Under the Competition and Markets Authority's Statutory Audit Services Order, 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 2021 and details of how the effectiveness and independence of the external Auditors is monitored and assessed can be found in the 2021 Annual Report (available at [home.barclays/annualreport](https://home.barclays/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 to ensure that issues and concerns affecting the 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 2021 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

### **Resolution 19 (Ordinary Resolution) General authority to allot shares and equity securities**

Resolution 19 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 10 March 2022, 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 £1,396,801,633 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 10 March 2022.

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.

However, if resolution 22 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 19.69% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 10 March 2022, as further described in resolution 22.

Resolution 19 is in line with guidance issued by the Investment Association (IA).

The Directors are also seeking renewed authority under resolution 22 for the issuance of contingent ECNs that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances.

The Board has no current plans to make use of the authority sought under this resolution 19.

The authority is, however, sought to ensure that the Company has maximum flexibility in managing the Group's capital resources. 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 2023 or the close of business on 30 June 2023, whichever is the earlier, unless previously renewed, varied or revoked.

### **Resolution 20 (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 this resolution 20 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 20 would grant the authority to allot a limited number of equity securities (5% of the issued ordinary share capital as at 10 March 2022) for cash without first offering them to existing shareholders. This 5% can be used for general corporate purposes.

In line with the Pre-Emption Group Statement of Principles on Disapplying Pre-emption Rights 2015 (Statement of Principles), 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 21 below.

In addition, the Company is again seeking authority under resolutions 22 and 23 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 20 would remain in force until the end of the AGM in 2023 or the close of business on 30 June 2023, whichever is the earlier, unless previously renewed, varied or revoked.

Annual renewal of this authority is sought in accordance with best practice, and in line with the Statement of Principles. There are no current plans to make use of the authority contemplated by this resolution 20, but the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. The Company does not intend to issue more than 7.5% of its issued ordinary share capital on a non-pre-emptive basis in any three-year period, without prior consultation with shareholders, in exercise of the authority contemplated by this resolution. However, if passed, resolutions 22 and 23 would allow this level to be exceeded for the issuance of ECNs, or conversion or exchange of ECNs.

### **Resolution 21 (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 21 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 10 March 2022) for cash, without first offering them to existing shareholders.

Together with resolution 20, 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 £419,040,490 as at 10 March 2022.

The additional authority is being sought in line with the Statement of Principles. The authority to allot the additional 5% requested in this resolution 21 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 six-month period and is disclosed in the announcement of the issue.

If given, the authority in resolution 21 would remain in force until the end of the AGM in 2023 or the close of business on 30 June 2023, whichever is the earlier, unless previously renewed, varied or revoked.

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

## Part 2: Explanatory Notes to Resolutions continued

### Resolution 22 (Ordinary Resolution) and Resolution 23 (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 PRA. 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 10 March 2022, Barclays had only issued AT1 capital instruments in the form of ECNs. As at 10 March 2022, Barclays had £12.2 billion equivalent of ECNs in issue (this will reduce to £11.1 billion equivalent with effect from 15 March 2022 following the announced redemption of £1.1 billion equivalent of ECNs).

The effect of resolution 22 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 19.69% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 10 March 2022. As at 10 March 2022, the Company did not hold any shares in treasury. The effect of resolution 23 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 22 and 23 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 22 and 23 are in addition to the authorities proposed in resolutions 19, 20 and 21, which are the usual authorities sought on an annual basis in line with guidance issued by the IA. The nominal amount of ordinary shares which may be issued on a non-pre-emptive basis upon conversion of the ECNs under resolutions 22 and 23 is equal to the amount approved every year since 2013.

The authorities sought in resolutions 22 and 23 will remain in force until the end of the AGM in 2023 or the close of business on 30 June 2023, whichever is the earlier, unless previously renewed, varied or revoked. The Company intends to seek similar authorities on an annual basis.

### Resolution 24 (Special Resolution) Purchase of own shares

During 2021, Barclays undertook two share buyback programmes: a £700 million share buyback announced in February 2021 and completed in April 2021 and a £500 million share buyback announced in July 2021 and completed in November 2021. The buybacks resulted in the repurchase of 644,344,398 of the Company's ordinary shares. On 23 February 2022, the Company announced its intention to initiate a £1,000m share buyback programme (the Share Buyback) and to commence the Share Buyback in Q1 2022.

Resolution 24 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 and it is the Board's intention to supplement the ordinary dividends as appropriate, including with share buybacks. 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 1,676,161,960 ordinary shares. This is not more than 10% of the issued share capital as at 10 March 2022.

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 10 March 2022. Details are as follows:

- the total number of ordinary shares that may be issued on the exercise of outstanding options as at 10 March 2022 is 267,370,843 which represents approximately 1.60% of the issued share capital at that date. As at 10 March 2022, there were no warrants over ordinary shares outstanding; and
- if the Company were to purchase shares up to the maximum permitted by resolution 24, the proportion of ordinary shares subject to outstanding options would represent approximately 1.77% of the issued share capital as at 10 March 2022.

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 24, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. 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 2023 or the close of business on 30 June 2023, whichever is the earlier, unless previously renewed, varied or revoked.

### **Resolution 25 (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 25 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 2023 or the close of business on 30 June 2023, whichever is the earlier.

### **Resolution 26 (Ordinary Resolution) Climate Strategy, Targets and Progress**

This is an advisory resolution to allow shareholders to vote on *Barclays' Climate Strategy, Targets and Progress 2022*, which can be found on our website at [home.barclays/climate-change](https://www.barclays.com/home/barclays/climate-change).

A summary of *Barclays' Climate Strategy, Targets and Progress 2022*, and the reasons why the Board recommends that you vote in favour of resolution 26, can be found in Part 6 of this document.

A copy of *Barclays' Climate Strategy, Targets and Progress 2022* will also be 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 Manchester Central Convention Complex from 10.30am on Wednesday 4 May 2022 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 physical AGM in person

**Part 3C:** Information for shareholders attending the AGM electronically

**Part 3D:** AGM online platform user guide

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### *Key dates and times*

<b>Last time/day for receipt of Proxy Forms</b>	11:00 am on Friday 29 April 2022
<b>Last time/day to contact Registrar for AGM online platform access log in for proxies and corporate representatives</b>	5:00 pm on Friday 29 April 2022
<b>Last time/day to be entered on Company's register of members in order to attend and vote at AGM</b>	6:30 pm on Friday 29 April 2022
<b>Phone lines open to call Registrar for telephone dial-in details to listen to the AGM and ask questions by telephone (for shareholders without online access)</b>	9:00 am on Tuesday 3 May 2022
<b>AGM online platform opens for telephone registration</b>	2:00 pm on Tuesday 3 May 2022
<b>Question registration opens on AGM online platform</b>	10:00 am on Wednesday 4 May 2022
<b>AGM</b>	11:00 am on Wednesday 4 May 2022

# Part 3A:

## Frequently asked questions

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

The Board will keep the arrangements for the AGM under review and may need to make changes regarding physical shareholder attendance if the UK Government's COVID-19 restrictions and guidance change prior to the date of the AGM. Any changes to the AGM arrangements will be published on the Company's website at [home.barclays/aggm](https://home.barclays/aggm) and announced on the London Stock Exchange.

Shareholders should continue to monitor [home.barclays/aggm](https://home.barclays/aggm) for any announcements and updates.

### Attendance

#### How can I attend the AGM?

You can attend the AGM:

- in person at the Manchester Central Convention Complex (see Part 3B for details)
- electronically on the AGM online platform, using a computer or device (see Part 3C and Part 3D for details).

You can also listen to the AGM and ask questions on the telephone (see below for details). 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, or by logging onto the AGM online platform.

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

Yes, provided that there are no UK Government restrictions or guidance in place at the time of the AGM which the Company determines would make physical attendance at the AGM contrary to such restrictions or guidance. Please see Part 3B of this document for more information about attending the physical AGM. Up-to-date information on any COVID-19 measures required for the AGM will be published on our website at [home.barclays/aggm](https://home.barclays/aggm).

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 physically attend the AGM. 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 instead?

If you are unable to access the AGM online platform, or would prefer to listen to the AGM, please contact our registrar, Equiniti, for dial-in details any time from 9:00 am on Tuesday 3 May 2022 – contact details are on page 31 of this document.

In order to provide you with dial-in details, Equiniti will require: (i) your name and address; (ii) your Shareholder Reference Number (SRN) (which can be found on your Proxy Form and/or Attendance Card); and (iii) 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.

If you listen to the AGM on the telephone, you will also be able to 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 ask questions using the online platform. If you would prefer to ask questions by telephone, you do not need to contact Equiniti, as the dial-in details registration will be available on the online platform from 2:00 pm on Tuesday 3 May 2022 to enable you to complete the registration process in advance of the AGM, should you wish to do so.

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

Calls will not be charged.

### 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 Reception 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 registration details can be found on the AGM online platform).
  - 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 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, responses to frequently asked questions will also be placed on the Company's 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 itself, 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 Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or email [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com). The Company will endeavour to respond to any question within 14 days of receipt.

### 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)20 7116 8012.

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

Whether you are a shareholder on the ordinary share register, an American Depositary Receipts holder or a Smart Investor shareholder or customer, you can ask any questions using the relevant contact details 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 Friday 29 April 2022, 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 vote in person at the physical 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/agm](http://home.barclays/agm). You will need your Voting ID, Task ID and Shareholder Reference Number (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](http://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 Friday 29 April 2022.
- 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 on your behalf to vote for you. 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 Friday 29 April 2022. 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. **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 Friday 29 April 2022**.

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/agm](http://home.barclays/agm). You will need your Voting ID, Task ID and Shareholder Reference Number (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](http://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 Friday 29 April 2022.

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.

### **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.

### **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 Friday 29 April 2022.

### **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 Friday 29 April 2022 or, if you are attending the physical AGM in person, 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 19 and 22 and 26 are determined by a simple majority of votes (being more than 50% of the votes cast).

Resolutions 20, 21, 23, 24 and 25 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 possible after the conclusion of the AGM, and will appear on our website at [home.barclays/agm](https://home.barclays/agm).

## **Corporate shareholders**

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

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the 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 the Company's registrar 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 the Company's registrar for log in details – see Part 3C of this document for further details.

# Part 3B:

## Information for shareholders attending the physical AGM in person

### AGM details

#### Location

The physical element of the AGM will be held at the Manchester Central Convention Complex, Petersfield, Manchester M2 3GX

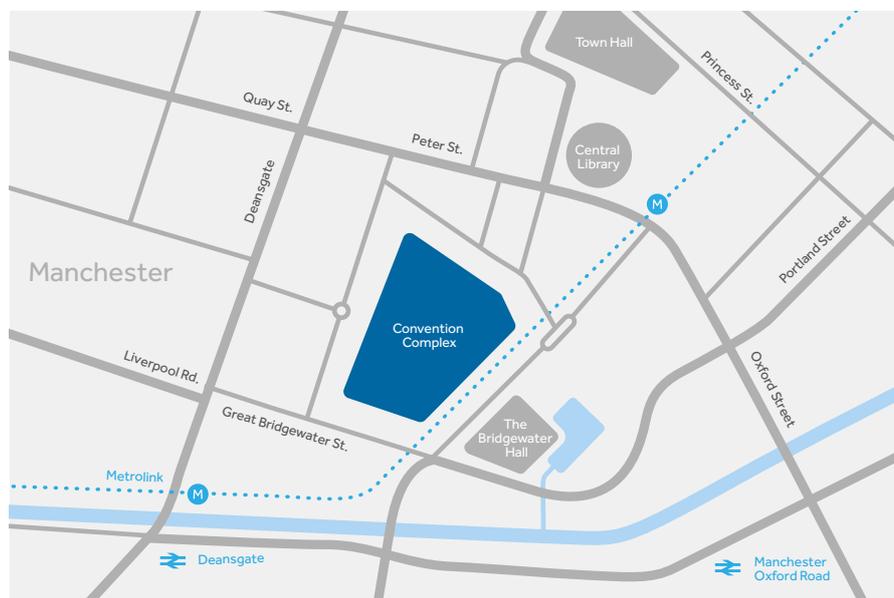
#### Date

Wednesday 4 May 2022

#### 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

Manchester Central Convention Complex is within easy reach of Manchester's extensive multi-modal transport network:

- **Metrolink:** The nearest Metrolink stop to Manchester Central Convention Complex is St Peter's Square.
- **Taxis:** A dedicated taxi rank is located at the front of the venue for pick-ups and drop-offs. Black cab taxis are readily available at Manchester Airport and both Piccadilly and Victoria train stations.
- **By road:** If using a satellite navigation system please follow the postcode M2 3GX. There is an NCP (National Car Park) directly below Manchester Central Convention Complex that is open 24 hours a day all year round.

- **By rail:** Services arrive at Piccadilly or Victoria stations. Manchester Central Convention Complex is a 20-minute walk from Piccadilly station or just five minutes by taxi.
- **By air:** Manchester Airport is located nine miles from Manchester Central Convention Complex. The city is approximately 25 minutes away by taxi or just 20 minutes on the half-hourly express rail service.

A map showing the location of the venue can be found above or you can find more information at [manchestercentral.co.uk/getting-here](http://manchestercentral.co.uk/getting-here).

### Schedule for the day

#### 09:30 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 Wednesday 4 May 2022. They will also be available on [home.barclays/agma](http://home.barclays/agma)

## Helpful information

### COVID-19 requirements

We may be required to change or update arrangements for the AGM at short notice should UK Government guidance or restrictions change prior to the date of the AGM. Up-to-date information, including any conditions of entry for the venue, 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 Manchester Central Convention Complex. This includes personal scanners, x-ray scanners for bags and searches by hand of bags. Please note that you will be asked to leave large bags in the cloakroom.
- No one attending the meeting may bring leaflets, banners, whistles or other items which may be used for disruptive purposes into the premises. Any person who refuses to comply with the appropriate security measures in place may be denied entry into the Manchester Central Convention Complex.
- We will not permit behaviour that may interfere with anyone's security, safety, comfort, or the good order of the meeting. Anyone who does not comply may 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.
- COVID-19 related controls may be put in place in line with any applicable UK Government requirements as a condition of entry to the Manchester Central Convention Complex.

### 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

- Manchester Central Convention Complex is designed for maximum accessibility. The AGM meeting room is on the ground floor/street level and can be easily accessed through the main entrance. The entrances are fully accessible and the foyer entrances are sensor-activated. Barclays colleagues will be on hand to provide guidance.
- Hearing induction loop facilities and a British Language Sign Interpreter will be available at the AGM. An audio CD containing extracts from the 2021 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. Light refreshments will also be available after the meeting. Food and drink is not permitted to be brought into the Manchester Central Convention Complex (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

### AGM details

#### Location

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

- [web.lumiagm.com/193-292-806](http://web.lumiagm.com/193-292-806)
- To log in you must have your Shareholder Reference Number (SRN) and unique PIN which can be found on your Attendance Card

#### Date

Wednesday 4 May 2022

#### Time

The AGM will start promptly at 11:00 am

**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.**

For the 2022 AGM, shareholders will be able to attend the meeting electronically on the AGM online platform, should they wish to do so. Shareholders will be able to attend, vote and raise questions at the AGM by accessing the AGM online platform at [web.lumiagm.com](http://web.lumiagm.com).

#### Accessing the AGM online platform

The AGM online platform can be accessed online using the latest version of Chrome, Firefox and 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 the user's responsibility to ensure you remain connected for the duration of the meeting.

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

#### Logging In

- To access the AGM online platform, please go to [web.lumiagm.com/193-292-806](http://web.lumiagm.com/193-292-806)
- You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. These can be found printed 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 Wednesday 4 May 2022, 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 Wednesday 4 May 2022. They will also be available on [home.barclays/agm](http://home.barclays/agm)

#### 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 whilst the poll remains open and before the Chair of the meeting announces its closure at the end of the meeting.

### 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 will only be accessible once you have logged into the AGM online platform and completed the registration process.

In order to allow you to complete this registration in advance of the meeting, the AGM online platform will be available from 2:00 pm on Tuesday 3 May 2022 for telephone registration purposes. If you would like to speak and ask questions by telephone at the AGM, we recommend you register in advance in order to minimise the risk of delay if seeking to do this at the meeting itself. Calls will not be charged.

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.

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 Shareholder Reference Number (SRN) and PIN. To avoid any delays in accessing the meeting, we recommend you contact the registrar as early as possible but by no later than 5.00 pm on Friday 29 April 2022.

# Part 3D: AGM online platform user guide

Meeting ID: 193-292-806 | To login you must have your SRN and PIN (found on your Attendance Card)



## Step 1:

Navigate to [web.lumiagm.com/193-292-806](http://web.lumiagm.com/193-292-806). The website will be available from 10:00 am on Wednesday 4 May 2022 for AGM access.



## Step 2:

You will be prompted to enter your unique Shareholder Reference Number (SRN) and PIN.



## Step 3:

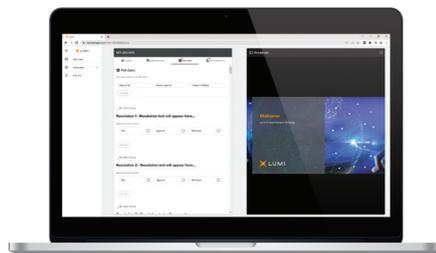
When successfully authenticated, you will be taken to the Home Screen. Details of how to access the telephone facilities will be available on the AGM online platform.



## Step 4:

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

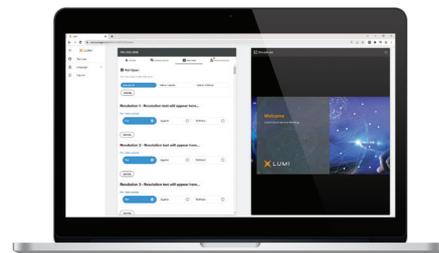
This can be minimised by pressing the same button.



## Step 5:

When the Chair of the meeting declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

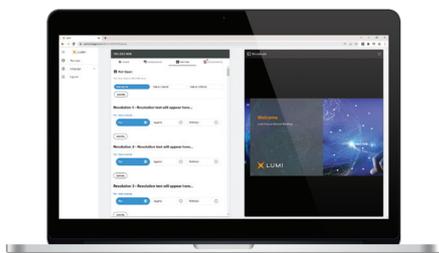


## Step 6:

For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

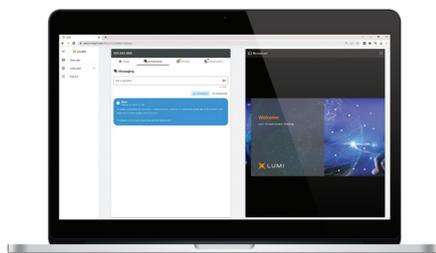
**For – Vote received**



## 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 whilst 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 Friday 29 April 2022 (or, in the event of any adjournment, on such later date as the Board may determine). 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. A proxy will have the same number of votes on a show of hands as if the shareholder who appointed the proxy was at the meeting.

### 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 Manchester Central Convention Complex from 10.30 am on Wednesday 4 May 2022 until the close of the meeting: (i) copies of the Executive Directors' service contracts; (ii) copies of the Non-Executive Directors' letters of appointment; and (iii) a copy of the *Barclays' Climate Strategy, Targets and Progress 2022* document.

### 6. Total shares and voting rights

As at 10 March 2022 (being the latest practicable date before publication of the Notice of Meeting) the Company's issued share capital comprised 16,761,619,606 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 10 March 2022 was 16,761,619,606.

### 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 21 February 2022 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 21 February 2022 are set out on page 196 of the 2021 Annual Report.

Between 21 February 2022 and 10 March 2022, the Company was notified that Directors acquired additional shares in the Company and that, as at 10 March 2022, the total number of shares beneficially owned by each Director that held office as at 21 February 2022 and who is standing for reappointment or appointment, was as follows:

Director	Ordinary Shares held as at 10 March 2022 (latest practicable date before publication)
Nigel Higgins	1,598,325
C.S. Venkatakrisnan	1,721,596
Mike Ashley	376,013
Robert Berry	Nil
Tim Breedon	195,731
Mohamed A. El-Erian	135,645
Dawn Fitzpatrick	939,433
Mary Francis	61,842
Crawford Gillies	215,295
Brian Gilvary	193,439
Diane Schueneman	98,074
Julia Wilson	16,989

### 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 2021 and 21 February 2022 are set out on page 160 of the 2021 Annual Report.

Between 21 February 2022 and 10 March 2022, the Company received no notification of changes to the voting interests disclosed on page 160 of the 2021 Annual Report.

# 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 using objective criteria, and within this context Barclays seeks to promote diversity of gender, ethnicity, cognitive and personal strengths and social backgrounds. The Directors take into account the current skills, experience and diversity of the Board, together with desired attributes identified by the Board. 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 and their ability to devote sufficient time to Barclays. You can read more about the Board appointments process on pages 126 to 127 and 153 of the 2021 Annual Report.

Since the 2021 AGM, the Board has approved the appointments of C.S. Venkatakrishnan (Venkat) and Anna Cross as Executive Directors, and Robert Berry as a Non-Executive Director, having undergone formal selection processes that evaluated the skills and experience that each Director could bring to the Board.

The Board undertakes a review of both its performance and the performance of each of the Directors annually. The 2021 assessment of the performance of the Board and individual Directors was externally facilitated, as required by the UK Corporate Governance 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 2021 to be effective, and hence the Board is recommending each continuing Director's reappointment or appointment (as the case may be). The Board is also recommending the appointment of Anna Cross and Robert Berry who have been, or will have been, appointed to the Board since 31 December 2021.

During its review the Board paid particular attention to the ongoing independence of its Non-Executive Directors. Provision 10 of the UK Corporate Governance 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.

Tim Breedon has now served on the Board for more than nine years. As a result, the Board has carried out a robust assessment of Tim's contribution and independence and has concluded that Tim's breadth of financial services sector experience and deep knowledge of risk and regulatory issues continues to bring significant value to Board discussions, and that his continued tenure as a Non-Executive Director will also support a smooth transition of the role of Board Risk Committee Chair. The Board considers that Tim remains strongly independent and continues to provide effective challenge, advice and support to management on business performance and decision making. Accordingly, 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, independence including as set out in Provision 10 of the UK Corporate Governance Code, the Board considers Tim to be independent.

The Board also considers it advantageous to Group-wide decision-making and appropriate in the near term for the Chairs of the Group's significant subsidiaries to sit on the Barclays PLC Board, considering that it brings important insight to Board discussions, and connectivity with our significant subsidiaries. Accordingly, given Tim's role as Chair of Barclays Bank Ireland PLC, the Group's principal European subsidiary, the Board believes it is appropriate for Tim to continue as an independent Non-Executive Director on the Board.

In addition, the Board has determined (including by considering each Director's length of tenure) that all other current Non-Executive Directors standing for appointment or reappointment at the 2022 AGM are independent. This decision is based on the provisions of the UK Corporate Governance 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 on pages 129 to 130 of the 2021 Annual Report.

## Part 5: Directors standing for appointment and reappointment continued

### Directors standing for appointment



#### Appointed:

November 2021

#### Skills, experience and contribution:

- Highly regarded leader with significant banking and financial services experience
- Extensive experience in risk management
- Deep understanding of the business and the markets 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. Venkat is the executive sponsor for Embrace, the global multi-cultural network at Barclays. Prior to joining Barclays in 2016, Venkat worked at JPMorgan Chase from 1994, holding senior roles in Asset Management where he was Chief Investment Officer in Global Fixed Income, as well as in 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



#### Appointed:

With effect from 23 April 2022 (subject to regulatory approval)

#### Skills, experience and contribution:

- Strong financial leadership experience
- Significant accounting knowledge
- Experienced in financial services and retail banking

Anna has held the role of Deputy Group Finance Director since 2020 and is a member of the Group Executive Committee. Anna will take up the role of Group Finance Director (subject to regulatory approval) and will join the Barclays PLC and Barclays Bank PLC Boards with effect from 23 April 2022. As part of her role as Group Finance Director, she will be responsible for Finance, Tax, Treasury, Investor Relations and Strategy.

Anna qualified as a chartered accountant at KPMG. She has held various roles at Asda, HBOS and Lloyds Banking Group. Anna joined Barclays in 2013. She became the Chief Financial Officer of Barclays Bank UK PLC in 2016 and the Group Financial Controller in 2019.

#### Key current appointments:

None



#### 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 was appointed to the Board on 8 February 2022 and is Chair of the Board Risk Committee (subject to regulatory approval) and a member of the Board Audit Committee. Robert had a 28-year career at Goldman Sachs, where, most recently, he was the Co-Deputy Chief Risk Officer until 2018.

#### Key current appointments:

Board President, Alina Lodge

#### Board Committee membership

- AC Audit Committee Member
- RIC Risk Committee Member
- ReC Remuneration Committee Member
- NC Nomination Committee Member
- Committee Chair

## Directors standing for reappointment

**Nigel Higgins**  
Group Chairman



NC

### Appointed:

March 2019 (Board), May 2019 (Chairman)

### 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

**Brian Gilvary**  
Senior Independent  
Director



ReC NC RiC

### Appointed:

February 2020 (Board), January 2021 (SID)

### 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 FTSE 100 Group of Finance Directors, a member of the UK Treasury Financial Management Review Board and has served on various HRH Prince of Wales' Business in the Community Leadership Teams.

### Key current appointments:

Executive Chairman, INEOS Energy, an INEOS group company

**Mike Ashley**  
Independent  
Non-Executive  
Director



AC NC RiC

### Appointed:

September 2013

### Skills, experience and contribution:

- Specialised knowledge of accounting and audit related matters
- Extensive experience of auditing large international financial institutions
- Deep financial services and regulatory knowledge and experience

Mike previously worked at KPMG for over 20 years. Mike's former roles include acting as the lead engagement partner on the audits of large financial services groups including HSBC, Standard Chartered and the Bank of England, as Head of Quality and Risk Management for KPMG Europe LLP and as KPMG UK's Ethics Partner.

### Key current appointments:

Member, Cabinet Office Board; Member, UK Endorsement Board; Member, ICAEW Ethics Standards Committee; Treasurer, The Scout Association

## Part 5: Directors standing for appointment and reappointment continued

### Directors standing for reappointment continued



#### 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



#### Appointed:

January 2020

#### 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 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. He currently serves as President of Queens' College, Cambridge University.

#### Key current appointments:

Lead Independent Director, Under Armour Inc.; Chief Economic Adviser, Allianz SE; Chairman, Gramercy Funds Management; Senior Advisor, Investcorp Bank BSC



#### Appointed:

September 2019

#### 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, The New York Federal Reserve's Investor Advisory Committee on Financial Markets; Member, Advisory Board and Investment Committee of the Open Society Foundations' Economic Justice Programme; Advisory Council Member, The Bretton Woods Committee

#### Board Committee membership

- AC Audit Committee Member
- RIC Risk Committee Member
- ReC Remuneration Committee Member
- NC Nomination Committee Member
- Committee Chair

**Mary Francis CBE**  
Independent  
Non-Executive  
Director

ReC



**Appointed:**  
October 2016

**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

**Crawford Gillies**  
Independent  
Non-Executive  
Director

NC



**Appointed:**  
May 2014

**Skills, experience and contribution:**

- Extensive business transformation and management experience in international and cross-sector organisations
- Deep understanding and experience of stakeholder engagement
- Strong leadership qualities and expert at strategic decision-making

Crawford is a member of the Board having previously held the roles of Senior Independent Director and Chair of the Board Remuneration Committee. He is Chair of Barclays Bank UK PLC. Crawford has held a number of roles during his 30-year career including Managing Partner Europe of Bain & Company, Chair of Scottish Enterprise and the Confederation of British Industry London (CBI) and Non-Executive Director roles at both Standard Life and SSE.

**Key current appointments:**

Chairman, Edrington Group

**Diane Schueneman**  
Independent  
Non-Executive  
Director

AC NC RIC



**Appointed:**  
June 2015

**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

## Part 5: Directors standing for appointment and reappointment continued

### Directors standing for reappointment continued



#### 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 is the Group Finance Director of 3i Group plc, having served on its board since 2008. 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.

#### Key current appointments:

Group Finance Director, Director, 3i Group plc; Chair, The 100 Group of FTSE 100 Finance Directors

#### Board Committee membership

- AC** Audit Committee Member
- RIC** Risk Committee Member
- ReC** Remuneration Committee Member
- NC** Nomination Committee Member
- Committee Chair

# Part 6:

## Barclays' Climate Strategy, Targets and Progress 2022

### The Board recommends that you vote in favour of resolution 26 for the reasons set out below

In 2020, Barclays took a leading position amongst banks in response to the climate crisis. At the 2020 AGM, shareholders gave their overwhelming support to our climate resolution, which set an ambition to be a net zero bank by 2050 and a commitment to align all of our financing with the goals and timelines of the Paris Agreement. Having set our ambition, we have been working to develop our strategy, targets and policies to turn that ambition into action. At the same time, we know that there is always more to be done and we cannot stand still.

Our climate strategy has three key parts. First, achieving net zero operations and developing a net zero pathway in our supply chain. Second, reducing our financed emissions to align with the goals and timelines of the Paris Agreement. Third, financing the transition to a low-carbon economy through the advice, products and financing support we offer customers and clients. Our strategy is underpinned by the way we assess and manage our exposure to climate-related risk and we are working to measure, track and verify our emissions in line with evolving global standards.

As part of our ongoing shareholder engagement, last year we committed to offer shareholders a 'Say on Climate' at the 2022 AGM and this resolution delivers on that commitment. This is an opportunity to vote to endorse our climate strategy, targets and progress, which are set out in the document *Barclays' Climate Strategy, Targets and Progress 2022* (which can be found at [home.barclays/climate-change](https://home.barclays/climate-change)). A summary of the new announcements we are making is set out below.

We continue to believe that banks, especially those like Barclays with a large capital markets business, are in a unique position to help accelerate the transition by working with companies that are moving away from fossil fuels, as many of our clients have already begun to do. We remain committed to working with clients in key sectors, seeking to be an agent of change in the transition. This remains core to our approach to aligning our financing across all sectors with the Paris Agreement.

We remain clear that delivering on our net zero ambition will be a complex, multi-year journey. We are committed to keeping shareholders updated on our work, providing an initial update in November 2020 and more recently through

our Annual Report and TCFD Report for 2021, where we have reported on our progress against targets for operational emissions, financed emissions (Energy and Power) and green and sustainable finance. We continue to develop our approach through proactive consultation with our stakeholders and to provide updates on our progress.

Focusing on our financed emissions, in 2020 we announced: i) a new methodology, BlueTrack™, for setting metrics and targets that, importantly given our business model, includes our capital markets financing activity as well as balance sheet financing, using the IEA SDS scenario as the baseline; ii) initial targets for 2025 for Energy and Power; and iii) more stringent restrictions in relation to certain carbon-intensive energy sub-sectors, including thermal coal, oil sands, Arctic oil and gas and hydraulic fracturing. We committed to continue expanding and evolving our methodology and approach to net zero, working closely with our peers across the financial services industry. In 2021, we became a founding member of the Net Zero Banking Alliance, part of the Glasgow Alliance for Net Zero.

As the *Barclays' Climate Strategy, Targets and Progress 2022* document describes, we are announcing a number of areas of further progress, strengthening our already influential position in the industry with respect to climate.

We intend to remain carbon neutral for scope 1, scope 2 and scope 3 business travel emissions, while investing in the continued decarbonisation of our operations. We are announcing a new target to achieve a 90% reduction in greenhouse gas (GHG) emissions across scopes 1 and 2 by the end of 2025 and we are targeting 100% of renewable electricity used by the end of 2025.

To further our progress to reduce our financed emissions, we are announcing new 2030 targets for Energy, Power, Cement and Steel, all of which integrate into their targets or target ranges the 1.5°C-aligned scenario, International Energy Agency Net Zero by 2050 (IEA NZE2050).

In Energy, we are targeting -40% absolute CO<sub>2</sub>e emission reduction. This target also includes an update in our methodology, to include methane emissions alongside CO<sub>2</sub> in a combined CO<sub>2</sub>e metric. In Power, Cement and Steel, we are using target ranges for emissions intensity as explained in the *Barclays' Strategy, Targets and Progress 2022* document. In Power, we are

targeting -50% to -69% CO<sub>2</sub> emission intensity reduction. For Cement, we are targeting -20% to -26% CO<sub>2</sub>e emission intensity reduction. For Steel, we are targeting -20% to -40% CO<sub>2</sub>e emission intensity reduction.

We recognise the urgency of the climate crisis and are committed to delivering our strategy and accelerating progress towards our targets. Execution is dependent on our own efforts and determination but also on external factors. In particular, we would highlight the rapidly changing energy security and intergovernmental environment, exacerbated by the conflict in Ukraine, which may have significant near-term impacts on the fuel mix and pace of transition in the economies we serve. In the near term, the current disruptions may significantly increase volatility in our progress towards our 2025 and 2030 emission reduction targets.

We will introduce reduction targets for additional sectors in 2023 and 2024 and have already started work to set targets for Automotive Manufacturing and Residential Real Estate, which we will announce in time for the 2022 Annual Report.

We are also announcing a further tightening of our coal policy, introducing a phase out date for thermal coal mining financing: by 2030 in OECD countries and 2035 in the rest of the world. From 1 January 2023 we will no longer on-board new financing clients that generate more than 5% of their revenue from thermal coal mining.

We are also tightening our policy in relation to coal-fired power generation. We aim to phase out all financing for entities engaged in thermal coal power in the UK and EU by 2030, and in the rest of the world (including the USA) by 2035. Our coal policy changes are subject to certain exemptions, which are set out in the *Barclays' Climate Strategy, Targets and Progress 2022* document.

Barclays set some significant green and sustainable financing targets and will comfortably meet these several years ahead of time. We are now focused on setting more granular green financing targets business by business and also working to refine our frameworks and to continue contributing to the development of industry best practice on the evolution and standardisation of green finance metrics. We hope to be able to provide further updates on our thinking and targets later this year.

## Part 6: Barclays' Climate Strategy, Targets and Progress 2022 continued

Finally, we recognise that nature and biodiversity are intrinsically connected to efforts to reduce the impacts of climate change. In 2021, Barclays began work to understand and evaluate its nature-related risks and opportunities; this work will continue in 2022, including through engagement with the Taskforce on Nature-related Financial Disclosures.

Our strategy will continue to evolve. It will need to adapt to reflect market, technological, regulatory and geopolitical developments affecting the shape and timing of the transition to a low-carbon economy. We will keep our policies, targets and progress under review in light of the rapidly changing external environment and the need to support governments and clients in delivering an orderly energy transition and providing energy security. Over the coming years, we will aim to increase the momentum we have already established, and we will continue to be transparent with shareholders about our progress in doing so.

Shareholders are asked to consider and endorse Barclays' approach as set out in the *Barclays' Climate Strategy, Targets and Progress 2022* document. This vote is advisory and Barclays' approach to climate, including its strategic direction and risk appetite, remains the responsibility of the Board and Executive Management.

The Board views this vote as an important part of its ongoing engagement with shareholders and very much hopes that the resolution will receive broad support from shareholders. In the event that this resolution is not supported by shareholders, the Board will endeavour to understand the reasons for this, inform shareholders about the results of that process, and set out next steps including further engagement, as appropriate.

The Board believes Barclays has a meaningful role to play in the transition to a low-carbon economy and *Barclays' Climate Strategy, Targets and Progress 2022* sets out our approach to doing so. Accordingly, and for the reasons set out above, the Board recommends that shareholders vote in favour of resolution 26.

# Contact details

## Shareholder information

If you need help, please contact Equiniti



### Web

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



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\*Lines open 8.30 am to 5.30 pm (UK time)  
Monday to Friday, excluding public holidays.  
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.

## 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](http://barclays.co.uk/smart-investor)



### Email

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### Telephone

0800 279 3667  
Information about call charges  
and our opening hours are  
available on our website  
[barclays.co.uk/smart-investor](http://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 2021 Annual Report online at  
[home.barclays/annualreport](http://home.barclays/annualreport)

## Presentations

Presentations by the Group Chairman and  
Group Chief Executive will be available on  
[home.barclays/agm](http://home.barclays/agm) after the AGM.



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