



Barclays PLC

Notice of Annual General Meeting 2023

To be held at 11:00 am (BST)
on Wednesday 3 May 2023 at
QEll Centre, Broad Sanctuary, Westminster,
London SW1P 3EE
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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The terms 'Barclays' or 'Group' refer to Barclays PLC together with its subsidiaries. The term 'Board' refers to the Barclays PLC board of directors.

Forward-looking statements

This document contains certain forward-looking statements. 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 at the date they are made and may be affected by changes in legislation.

Subject to Barclays PLC's obligations under the applicable laws and regulations of any relevant jurisdiction (including, without limitation, the UK and the US) in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements 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.

Key dates and times

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

10:00 am
Monday 24 April 2023

Last time/day for
receipt of Proxy Forms

11:00 am
Friday 28 April 2023

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

5:00 pm
Friday 28 April 2023

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

6:30 pm
Friday 28 April 2023

Telephone
registration closes

10:00 am
Wednesday 3 May 2023

Question registration
opens on AGM online
platform

AGM

11:00 am
Wednesday 3 May 2023

+ Please monitor our website for any updates on
arrangements for the AGM at home.barclays/agm

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

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

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

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



Letter from the Group Chairman

Nigel Higgins
Group Chairman



Dear Fellow Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (AGM) which we are holding on Wednesday 3 May 2023 at 11:00 am at the QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE and electronically on an online platform.

Since the start of 2022 much has happened, with unprecedented challenges for Barclays and for society more broadly. We have recently passed the anniversary of the Russian invasion of Ukraine, climate disasters are increasingly frequent and households continue to feel the pressure of heightened inflation and interest rates. In these challenging times, I am pleased to report to shareholders that Barclays continues to remain financially and operationally resilient. Notwithstanding this, as an organisation, we are fully aware of the need to improve aspects of the way Barclays operates in order to eliminate the type of error that led to the loss relating to the issuance of securities materially in excess of the limits under certain of our US registration statements.

You can read more about this, and our drive to embed higher standards of operational performance across the organisation, in our 2022 Annual Report which is available at home.barclays/annualreport.

Update in relation to our climate strategy

Addressing the climate challenge continues to be one of the Board's top priorities, and we have made progress in implementing our strategy, as set out in detail in our 2022 Annual Report.

We continue to set near-term targets to reduce financed emissions for material high-emitting sectors in our portfolio and to make progress against those targets. In the Energy (oil, gas, coal and natural gas liquids) sector we have already exceeded our 2025 target, with a 32% reduction against our 2020 baseline. We have exited lending to oil sands exploration and production clients and will not finance new oil sands infrastructure including pipelines from 1 July 2023. We have also brought forward the phase-out of US (and all OECD) coal-fired power financing from 2035 to 2030. Furthermore, helping to finance the transition to a low carbon economy is one of the three pillars of our Climate Strategy and a strategic growth priority for the bank. In December 2022, we announced a new target to facilitate \$1tn of Sustainable and Transition Finance by the end of 2030 and increased our investment mandate to £500m of capital to invest in early-stage climate-tech companies by the end of 2027. We are also building our expertise and capacity, including new senior appointments in CIB and BUK to lead the growth of sustainable finance.

Notwithstanding our progress, we recognise that the world is not on track to meet the Paris Agreement goals without further policy action to create clearer transition pathways, and there have been calls, including from the IEA and the UN, for no new oil and gas exploration if the world is to stay below 1.5 degrees warming. At the same time, the war in Ukraine has shone a new light on the importance of energy security and affordability for countries around the world. Any transition to a low carbon economy needs to ensure communities have access to affordable energy and policy support for further accelerating investment into renewable energy, energy efficiency, and new climate technology to tackle hard to abate industries is vital.

Against this backdrop, we are continuing our work to address the climate challenge. One priority for the next 12 months is to assess baseline emissions for the four remaining high-emitting sectors in our portfolio, as well as developing a high-level modelled assessment of our overall balance sheet, consistent with the approach outlined by the Partnership for Carbon Accounting Financials (PCAF). Secondly, we are refining our Client Transition Framework so as to improve our ability to work with clients in high-emitting sectors on their individual transition plans; this will allow us, over time, to measure and monitor our clients' decarbonisation progress and the implications for our targets, and to offer more tailored support to clients' transition requirements where appropriate. This will also enable us to address in a more granular fashion the important questions posed by new oil and gas exploration and infrastructure and support those companies with the capability, resources and desire to play critical roles in the energy transition. We aim to provide a further update on these areas over the coming 12 months.

Given the importance of this work, the Board has taken the decision to establish a Board Sustainability Committee. It will support the Board's ongoing analysis and oversight of the Group's approach to sustainability matters and the implementation of our Net Zero Ambition and climate strategy.

Letter from the Group Chairman (continued)

This will include oversight of our policies, the setting of science based targets, the implementation of the Client Transition Framework, as well as our client engagement strategy with respect to transition finance. I will chair the Committee, and will be joined by my fellow Directors, Group Chief Executive, C.S. Venkatakrishnan, Robert Berry, Dawn Fitzpatrick, Mary Francis, Brian Gilvary and Julia Wilson.

AGM arrangements

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

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

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

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 and announced through the London Stock Exchange. I would ask that shareholders continue to monitor the website for any announcements and updates.

Last year was the first year in Barclays' history that our AGM was held outside of London. While we return to a London venue this year, continuing our commitment to hold the AGM at other locations in the UK where Barclays has a significant business or customer presence, next year we are planning to hold the AGM in Glasgow. Barclays opened its Glasgow campus in October 2021 and is one of Glasgow's largest financial services employers.

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 Group Company Secretary, at Barclays PLC, 1 Churchill Place, London E14 5HP or by email to privateshareholderrelations@barclays.com

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

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

As previously announced, Mike Ashley and Crawford Gillies will each have completed nine years as Non-Executive Directors of Barclays by the time of the AGM. Mike will retire from the Board at the conclusion of the AGM and will not therefore be seeking re-election. Crawford will retire from the Board shortly thereafter on 31 May 2023. Having joined the Board in 2013 and 2014 respectively, Mike and Crawford have supported Barclays through a period of significant change, both for the Group and for the industry, in the post financial crisis period and the Board would like to thank them for the significant contribution they have made to Barclays during their tenure.

Julia Wilson will succeed Mike as Chair of the Board Audit Committee (subject to regulatory approval) and as the Group Whistleblowers' Champion with effect from 1 April 2023. Julia joined the Board Audit Committee on her appointment to the Board in April 2021. Her time as a member of the Committee, together with her experience as former Group Finance Director at 3i Group plc and Chair of the Audit Committee of Legal & General Group PLC ideally place her to take up this important role.

In January 2023, we welcomed Marc Moses to the Board as a Non-Executive Director and we will be recommending Marc's appointment to shareholders at the AGM. Marc's appointment further reinforces the recent and relevant financial expertise on the Board and its Audit and Risk Committees.

Each of the Directors in office at the end of 2022 who is seeking reappointment was subject to an individual effectiveness review, further details of which can be found in our 2022 Annual Report which is available at home.barclays/annualreport.

Letter from the Group Chairman (continued)

The Board considers that each of the Directors is discharging his or her duties and responsibilities effectively and continues to make a strong contribution to the work of the Board and Barclays. Each Director brings valuable skills and experience to the Board and its Committees and continues to commit to Barclays in line with agreed time commitments. Tim Breedon has now served on the Board for over ten years. The Board reviews annually the independence of all the Non-Executive Directors and, in light of the length of Tim and Crawford's tenure, a more rigorous review of their performance and independence was undertaken by the Board, further details of which are included in Part 5 of this document. The Board is satisfied all the Non-Executive Directors continue to be independent.

We also announced in January that Sir John Kingman has agreed to join the Board as a Non-Executive Director with effect from 1 June 2023 and therefore his appointment by shareholders will be proposed at the 2024 AGM. He will succeed Crawford as Chair of Barclays Bank UK PLC upon taking up his appointment, subject to regulatory approval. Sir John has a deep background in financial services, gained from his executive and non-executive career, and will bring the skills and experience required to make a material contribution to the Board and to the Board of Barclays Bank UK PLC.

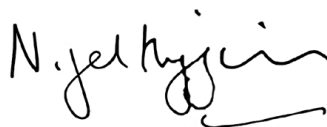
Former CEO - Mr Jes Staley

The Board has noted the recent allegations made in the context of proceedings involving Mr Jes Staley's former employer, and against Mr Staley himself, in relation to events a few years prior to his joining Barclays. These allegations are serious and new. Barclays itself has received no material new evidence from regulators or law enforcement agencies since Mr Staley left in November 2021. The Board's original review, conducted in February 2020, was based on the information it had at the time and representations made by Mr Staley. The remuneration committee continues to suspend the vesting of all of Mr Staley's outstanding deferred bonus and Long Term Incentive Plan awards pending further developments in respect of the ongoing regulatory and legal proceedings, at which point the Board will also consider further action as appropriate.

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.



Nigel Higgins

Group Chairman, Barclays PLC

24 March 2023

You can attend the AGM:

**At the QEII Centre, Broad Sanctuary,
Westminster, London SW1P 3EE**

Electronically on the AGM online platform

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

You can listen to the AGM and ask questions by telephone

If you are unable to access the AGM online platform, or would prefer to listen to the AGM and ask questions by telephone, please contact our registrar, Equiniti, for dial-in details – contact details are on page 28 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/agm, 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 2023 Annual General Meeting (the AGM) of Barclays PLC (the Company) will be held at QEl Centre, Broad Sanctuary, Westminster, London SW1P 3EE, and electronically on an online platform, on Wednesday 3 May 2023 at 11:00 am to transact the following business

Resolutions

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

Resolutions numbered 21, 22, 24, 25 and 26 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 2022 (the 2022 Annual Report) now laid before the meeting, be received.

Directors' Remuneration Report

2. That the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2022, as set out on pages 197 to 208 and 218 to 245 of the 2022 Annual Report, now laid before the meeting, be approved.

Directors' Remuneration Policy

3. That the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2022, as set out on pages 209 to 217 of the 2022 Annual Report, now laid before the meeting, be approved.

Appointment of Directors joining the Board since the last AGM

4. That Marc Moses be appointed a Director of the Company.

Annual reappointment of Directors

5. That Robert Berry be reappointed a Director of the Company.
6. That Tim Breedon be reappointed a Director of the Company.
7. That Anna Cross 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 C.S. Venkatakrishnan be reappointed a Director of the Company.
16. That Julia Wilson be reappointed a Director of the Company.

Reappointment of Auditors

17. 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

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

Political donations

19. 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 2024 or on 30 June 2024, whichever is the earlier, unless such authority has been previously renewed, revoked or varied by the Company in a general meeting, and provided that the maximum amounts referred to in (a), (b) and (c) may consist of sums in any currency converted into Pound Sterling at such rate as the Board may in its absolute discretion determine.

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

Part 1 Notice of Annual General Meeting (continued)

General authority to allot shares and equity securities

20. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 23, if passed, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to:

- (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,362,614,094, \$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 £2,645,228,188 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for, or to convert any securities into, ordinary shares in the Company granted under paragraph (a) of this resolution 20) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2024 or the close of business on 30 June 2024, whichever is the earlier, but, in each case, so that the Company

may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

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

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

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 20, such authority shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560 of the Act), as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical

problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- (b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 20 and/or sale of treasury shares by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution) up to a nominal amount of £198,392,114 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 13 March 2023; 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 2024 or the close of business on 30 June 2024, 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

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

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of

Part 1 Notice of Annual General Meeting (continued)

£198,392,114 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 13 March 2023; 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 published in 2015 by the Pre-Emption Group (Statement of Principles 2015),

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 2024 or the close of business on 30 June 2024, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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

- 23. That, in addition to any authority granted pursuant to resolution 20, if passed, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £825,000,000 in relation to any issue by the Company or any member of the Group of ECNs that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Directors consider that such an issuance of ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with regulatory capital requirements or targets applicable to the Group from time to time, such authority to expire

(unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2024 or the close of business on 30 June 2024, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

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

- 24. That, in addition to any authorities granted pursuant to resolutions 21 and 22, if passed, and subject to the passing of resolution 23, the Directors be generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority granted by resolution 23, free of the restriction in section 561 of the Act, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2024 or the close of business on 30 June 2024, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

Purchase of own shares

- 25. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of up to an aggregate of 1,587,136,913 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 2024 or the close of business on 30 June 2024, whichever is the earlier (except in relation to any purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date).

General meetings

- 26. That the Directors be authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice, such authority to expire at the end of the AGM of the Company to be held in 2024 or the close of business on 30 June 2024, whichever is the earlier.

By Order of the Board



Hannah Ellwood

Group Company Secretary, Barclays PLC
24 March 2023
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 2022), which are available at home.barclays/annualreport.

Resolution 2 (Ordinary Resolution)

Directors' Remuneration Report

This resolution seeks shareholder approval for the Directors' Remuneration Report for the year ended 31 December 2022 (other than the part containing the Directors' Remuneration Policy, which is set out on pages 209 to 217 of the 2022 Annual Report), as required by the Act. The Directors' Remuneration Report appears on pages 197 to 245 of the 2022 Annual Report, which is available at home.barclays/annualreport.

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

Resolution 3 (Ordinary Resolution)

Directors' Remuneration Policy

This resolution seeks shareholder approval for the Directors' Remuneration Policy as required by the Act. The Directors' Remuneration Policy was last approved by shareholders at the 2020 AGM.

The Directors' Remuneration Policy can be found on pages 209 to 217 of the 2022 Annual Report. Approval is for a period of up to three years and a Directors' Remuneration Policy will be put to shareholders for approval again not later than the 2026 AGM.

Resolutions 4 to 16 (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. Marc Moses has joined the Board since the last AGM and is 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 of this document and on pages 143 to 146 of the 2022 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 2022, 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 ten years and Crawford Gillies having served on the Board for nine years by the time of the AGM, the Board has carried out a rigorous assessment of Tim and Crawford's contribution and independence.

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

Resolution 17 (Ordinary Resolution)

Reappointment of Auditors

At each AGM when accounts are presented, the Company is required by the Act to appoint Auditors. The Board, on the unanimous recommendation of the Board Audit Committee, is proposing to shareholders the reappointment of KPMG LLP as Auditors. Details of how the effectiveness and independence of the external Auditors is monitored and assessed can be found in the 2022 Annual Report, which is available at home.barclays/annualreport.

Resolution 18 (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 2023. Under the Competition and Markets Authority's Statutory Audit Services Order 2014, the Board Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board. Details of the remuneration paid to the Company's external Auditors for 2022 can be found in the 2022 Annual Report, which is available at home.barclays/annualreport.

Part 2 Explanatory notes to Resolutions (continued)

Resolution 19 (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 2022 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

Resolution 20 (Ordinary Resolution)

General authority to allot shares and equity securities

Resolution 20 is divided into two parts which, in total, will give the Board authority to allot all of the preference shares (denominated in Pound Sterling and other currencies) that were created in 2008 and, in certain circumstances (explained below), ordinary shares up to an amount approximately equal to two-thirds of the Company's current issued ordinary share capital (excluding shares held in treasury). As at 13 March 2023, 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 £1,322,614,094 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 13 March 2023.

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 23 is passed, the Board would have the additional authority to allot shares or grant rights to subscribe for, or to convert any security into, shares up to an amount approximately equal to 20.79% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 13 March 2023, as further described in resolution 23.

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

The Directors are also seeking renewed authority under resolution 23 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 resolution 20. The authority is, however, sought to ensure that the Company retains flexibility in managing the Group's capital resources. Annual renewal of this authority is sought in accordance with best practice.

This authority would remain in force until the end of the AGM in 2024 or the close of business on 30 June 2024, whichever is the earlier, unless previously renewed, varied or revoked.

Resolution 21 (Special Resolution)

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

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

The effect of resolution 21 is to renew the authority given to the Board in previous years to allot equity securities (which for these purposes includes the sale of treasury shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example, where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. Resolution 21 would grant the authority to allot a limited number of equity securities (5% of the issued ordinary share capital as at 13 March 2023) for cash without first offering them to existing shareholders. This 5% can be used for general corporate purposes.

In line with the Statement of Principles 2015, the Company is also requesting authority to allot equity securities up to an additional 5% of the issued share capital for specified additional purposes, as set out in resolution 22 below.

Part 2 Explanatory notes to Resolutions (continued)

In addition, the Company is again seeking authority under resolutions 23 and 24 for the issuance of ECNs, or shares to be issued upon conversion or exchange of ECNs, without first offering those equity securities to existing shareholders.

The authority in resolution 21 would remain in force until the end of the AGM in 2024 or the close of business on 30 June 2024, whichever is the earlier, unless previously renewed, varied or revoked.

Annual renewal of this authority is sought in line with the Statement of Principles 2015. There are no current plans to make use of the authority contemplated by resolution 21, but the Board wishes to ensure that the Company retains 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 resolution 21. However, if passed, resolutions 23 and 24 would allow this level to be exceeded for the issuance of ECNs, or conversion or exchange of ECNs.

In respect of the authorities sought under resolutions 20, 21 and 22, the Directors acknowledge the provisions of the Pre-Emption Group's most recent Statement of Principles on Disapplying Pre-emption Rights published in November 2022. However, at this time, the Directors consider it appropriate to retain the previous limits of 5% of the issued ordinary share capital of the Company in resolutions 21 and 22 and have not adopted the increased limits of 10% set out in the Pre-Emption Group's most recent Statement of Principles, nor do the resolutions specifically provide for follow-on offers. The Directors will keep emerging market practice under review but consider that the limits of 5% provide sufficient flexibility to the Company at present.

Resolution 22 (Special Resolution)

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

Resolution 22 would give the Directors the authority to allot additional equity securities or sell treasury shares (up to approximately 5% of the issued ordinary share capital as at 13 March 2023) for cash, without first offering them to existing shareholders.

Together with resolution 21, if passed, this would give the Company the authority to disapply pre-emption rights over 10% of its issued ordinary share capital, up to a nominal amount of £396,784,228 as at 13 March 2023.

The additional authority is being sought in line with the Statement of Principles 2015. The authority to allot the additional 5% requested in resolution 22 would be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, the authority in resolution 22 would remain in force until the end of the AGM in 2024 or the close of business on 30 June 2024, 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 22 but wishes to ensure that the Company retains flexibility in managing the Group's capital resources.

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

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

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

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

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

As at 13 March 2023, Barclays had only issued AT1 capital instruments in the form of ECNs. As at 13 March 2023, Barclays had approximately £15.0 billion equivalent of ECNs in issue (this will reduce to approximately £13.7 billion equivalent with effect from 15 March 2023, following the announced redemption of c. £1.2 billion equivalent of ECNs).

The effect of resolution 23 is to give the Directors the authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, up to an aggregate nominal amount of £825,000,000 representing approximately 20.79% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 13 March 2023. As at 13 March 2023, the Company did not hold any shares in treasury.

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

Part 2 Explanatory notes to Resolutions (continued)

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

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

The authorities sought in resolutions 23 and 24 will remain in force until the end of the AGM in 2024 or the close of business on 30 June 2024, whichever is the earlier, unless previously renewed, varied or revoked. The Company intends to seek similar authorities on an annual basis.

Resolution 25 (Special Resolution)

Purchase of own shares

During 2022, Barclays undertook two share buyback programmes: a £1,000 million share buyback commenced in May 2022 and completed in August 2022 and a £500 million share buyback commenced in August 2022 and completed in October 2022. The buybacks resulted in the repurchase of 931,346,601 of the Company's ordinary shares (this represented approximately 5.9% of the Company's issued share capital as at 31 December 2022).

On 15 February 2023, the Company announced its intention to initiate a £500 million share buyback programme (the Share Buyback) and on 16 February 2023 announced that the Share Buyback would commence on 13 March 2023 and end no later than 15 August 2023.

Resolution 25 would renew the authority for the Company to buy back its own ordinary shares in the market. The Board considers it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources 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 1,587,136,913 ordinary shares. This is not more than 10% of the issued share capital as at 13 March 2023.

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 13 March 2023. Details are as follows:

- the total number of ordinary shares that may be issued on the exercise of outstanding options as at 13 March 2023 is 248,061,068 which represents approximately 1.56% of the issued share capital at that date. As at 13 March 2023, there were no warrants over ordinary shares outstanding; and
- if the Company were to purchase shares up to the maximum permitted by resolution 25, the proportion of ordinary shares subject to outstanding options would represent approximately 1.74% of the issued share capital as at 13 March 2023.

Under the Act, the Company may hold any shares bought back in treasury, which may then either be sold for cash, transferred for the purposes of an employee share scheme (subject, if necessary, to approval by shareholders at a general meeting) or cancelled. The Company, therefore, has the choice of either cancelling or holding in treasury any of its shares which it purchases. If the Company buys any of its shares under the authority given by resolution 25, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury, based on the interests of the Company and shareholders as a whole at the

relevant time. In relation to treasury shares, the Board would also have regard to any investor guidelines in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale which may be in force at the time of any such purchase, holding or resale.

The authority will remain in force until the end of the AGM in 2024 or the close of business on 30 June 2024, whichever is the earlier, unless previously renewed, varied or revoked.

Resolution 26 (Special Resolution)

General meetings

The Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of general meetings at shorter notice. To retain flexibility, Barclays wishes to retain the option of calling general meetings, other than an AGM, on 14 clear days' notice. The effect of resolution 26 is to continue to give the Directors the power to call general meetings on a notice period of not less than 14 clear days. In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

However, as Barclays has a global shareholder base, in practice we would always aim to give a longer notice period to ensure overseas shareholders in particular are able to participate fully. The 14 clear days' notice period would therefore only be used in exceptional circumstances where the flexibility needed is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If this authority is used, Barclays would then expect to explain, in its next Annual Report, the reasons for taking this exceptional action. The resolution is valid up to the end of the AGM in 2024 or the close of business on 30 June 2024, whichever is the earlier.

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

Key dates and times

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

10:00 am
Monday 24 April 2023

Last time/day for receipt of Proxy Forms

11:00 am
Friday 28 April 2023

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

5:00 pm
Friday 28 April 2023

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

6:30 pm
Friday 28 April 2023

Telephone registration closes

10:00 am
Wednesday 3 May 2023

Question registration opens on AGM online platform

AGM

11:00 am
Wednesday 3 May 2023



Please monitor our website for any updates on arrangements for the AGM, including any updates which may be required due to preparations for the Coronation: home.barclays/agm

Part 3A Frequently asked questions

How will I know if arrangements for the AGM change?

Given the proximity of both the date of the AGM to the date of the Coronation of His Majesty the King and Her Majesty The Queen Consort and of the QEII Centre, London to Westminster Abbey where the Coronation will be held, changes to the AGM arrangements may be required.

Any changes to the AGM arrangements will be published on the Company's website at home.barclays/agm and announced on the London Stock Exchange.

Shareholders should continue to monitor home.barclays/agm for any announcements and updates.

Attendance

How can I attend the AGM?

You can attend the AGM:

- in person at the [QEII Centre, London](#) (see Part 3B for details)
- electronically on the AGM online platform, using a computer or device (see Parts 3C and 3D for details).

Attendees are reminded that their personal data will be processed for the purposes of the AGM in line with our privacy notice at home.barclays/agmprivacy.

Can I attend the AGM in person?

Yes, please see Part 3B of this document for more information about attending the physical AGM. Up-to-date information will be published on our website at home.barclays/agm.

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

How do I attend the AGM electronically/online?

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

Can I listen to the AGM on the telephone?

If you are unable to attend the AGM in person or on the AGM online platform and would prefer to listen to the AGM on the telephone, please contact our registrar, Equiniti, for dial-in details any time from 10:00 am on Monday 24 April until 10:00 am on Wednesday 3 May 2023 – please email Equiniti at hybrid.help@equiniti.com or otherwise contact them using the contact details set out on page 28 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.

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

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

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

Calls will not be charged.

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 details must be requested from Equiniti in advance of the meeting).
 - See Part 3C of this document for details on how to ask a question on the telephone or the AGM online platform.
- Shareholders who are listening to the AGM by telephone
 - You will be able to ask questions 'live' during the AGM by telephone when invited to do so during the meeting.

Part 3A Frequently asked questions (continued)

Questions can also be submitted in advance of the meeting

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

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend the meeting and speak, and ask questions, at the AGM 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 Group Company Secretary using the details set out above. 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 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 28 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 28 April 2023, 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. You will need your Voting ID, Task ID and SRN, which are on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can appoint a proxy by logging into or registering at Shareview (shareview.co.uk). 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 28 April 2023.
- For those shareholders that request a hard copy Proxy Form, you can sign and return your Proxy Form appointing the Chair of the meeting or another person to vote on your behalf. You should return your Proxy Form to our registrar, Equiniti, in the pre-paid envelope provided and ensure that it is received by them no later than 11:00 am on Friday 28 April 2023. If you are posting your Proxy Form from within the UK, please allow at least three working days. Please allow extra time if posting from outside the UK or if there are planned UK postal strikes. If you sign and return your Proxy Form to our registrar, Equiniti, please ensure that you retain your Attendance Card, which has your SRN and unique PIN on it. You will need your SRN if you intend to attend the meeting in person, electronically or listen to the AGM on the telephone. You will also need your unique PIN if you intend to attend the meeting electronically.
- If you are a CREST member, you may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the explanatory notes on the Proxy Form.

To be valid for the AGM, proxy appointments must be received no later than **11:00 am on Friday 28 April 2023**.

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. You will need your Voting ID, Task ID and SRN, which are on your Proxy Form. You can also instruct Equiniti Corporate Nominees Limited to appoint a proxy by logging into or registering at Shareview (shareview.co.uk). 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 28 April 2023.

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

Part 3A Frequently asked questions (continued)

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

You can appoint a proxy online at Shareview (shareview.co.uk).

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 28 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 28 April 2023.

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 28 April 2023 or, if you are attending the physical AGM, you should bring it along to the AGM.

What happens in the case of joint shareholders?

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

How will the votes be counted?

Each of the resolutions set out in the Notice of AGM will be voted upon on a poll. The passing of resolutions 1 to 20 and 23 are determined by a simple majority of votes (being more than 50% of the votes cast).

Resolutions 21, 22, 24, 25 and 26 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 be available on our website at home.barclays/agm.

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

Corporate shareholders

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

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the physical AGM.

Please contact Equiniti, whose contact details are on page 28 of this document, if you need further guidance on this.

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

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

Duly appointed proxies and corporate representatives

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

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 QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE

Date

Wednesday 3 May 2023

Time

The AGM will start promptly at 11:00 am

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

Travelling to the AGM

The QEII Centre is within easy reach of a number of tube and National Rail stations:

- Tube: The nearest tube stations are Westminster, St James's Park and Victoria.
- By rail: The nearest overground train stations are Waterloo, Charing Cross and Victoria.
- By road: If using a satellite navigation system please follow the postcode SW1P 3EE.

A map showing the location of the venue can be found below or you can find more information at [qeiicentre.london/getting-here/](https://www.qeiicentre.london/getting-here/)

Schedule for the day

9:30 am

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

11:00 am

- The AGM starts in the meeting room

1:00 pm (approximately)

- The meeting will conclude

The final poll results are expected to be released to the London Stock Exchange on Wednesday 3 May 2023. They will also be available on home.barclays/agm



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

Helpful information

Up-to-date information will be on our website at 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 QEII Centre. 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 QEII Centre.
- 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.

Cloakroom facilities

- Cloakroom facilities will be available near the registration area.

Registration

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

Accessibility

- The QEII Centre is easily accessible by wheelchair users and has lift access. Barclays colleagues will be on hand to guide you to the lifts.
- Hearing induction loop facilities and a British Sign Language Interpreter will be available at the AGM. An audio CD containing extracts from the 2022 Strategic Report is available free of charge, either on request in writing from Equiniti, whose contact details can be found on page 28 of this document, or at the AGM.

First aid

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

Refreshments

- Tea and coffee will be available before the AGM and water will be available outside the meeting room.
- Food and drink is not permitted to be brought into the QEII Centre (including water bottles).
- Please email us at 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/126796324**
- To log in you must have your SRN and unique PIN which can be found on your Attendance Card.

Date

Wednesday 3 May 2023

Time

The AGM will start promptly at 11:00 am.

Shareholders will be able to attend, vote and raise questions at the AGM by accessing the AGM online platform at **web.lumiagm.com/126796324**.

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

Accessing the AGM online platform

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

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

Logging in

- To access the AGM online platform, please go to **web.lumiagm.com/126796324**
- You will then be prompted to enter your unique SRN and PIN. These can be found on your Attendance Card.
- The AGM online platform will only permit one login per each unique SRN.
- Access to the meeting will be available from 10:00 am on Wednesday 3 May 2023, 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** 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 3 May 2023. They will also be available on **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 while the poll remains open and before the Chair of the meeting announces its closure at the end of the meeting.

Part 3C Information for shareholders attending the AGM electronically (continued)

Asking questions through the AGM online platform

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

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

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

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

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

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

You can request dial-in details from Equiniti at any time from 10:00 am on Monday 24 April up until 10:00 am on Wednesday 3 May 2023.

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

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

Duly appointed proxies and corporate representatives

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

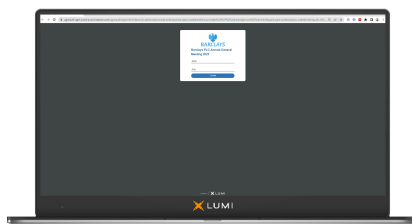
Representatives of shareholders that are corporations will have to produce evidence of their proper appointment in advance of attending the AGM electronically. Please contact Equiniti, whose contact details are on page 28 of this document, if you need further guidance on this.

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** to obtain your unique SRN and PIN. To avoid any delays in accessing the meeting, we recommend you contact Equiniti as early as possible but by no later than 5.00 pm on Friday 28 April 2023.

Part 3D AGM online platform user guide

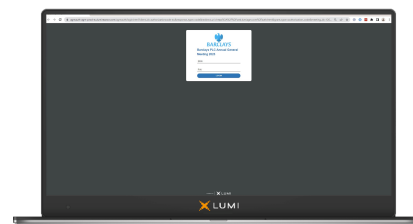
Meeting ID: 126-796-324
To login you must have
your SRN and PIN
(found on your
Attendance Card)

Step 1



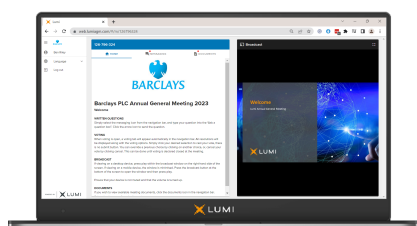
Navigate to web.lumiagm.com/126796324
The website will be available from 10:00 am
on Wednesday 3 May 2023 for AGM access.

Step 2



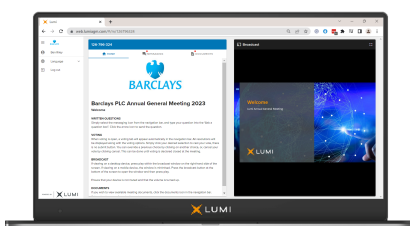
You will be prompted to enter your
unique SRN and PIN.

Step 3



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

Step 4

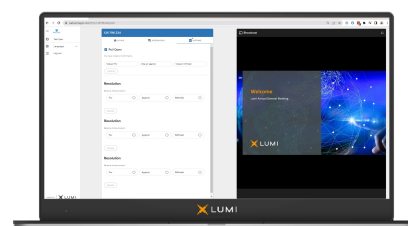


To view the meeting presentation, expand
the 'Broadcast Panel' located at the
bottom of your screen. If viewing through a
browser, it will appear automatically.



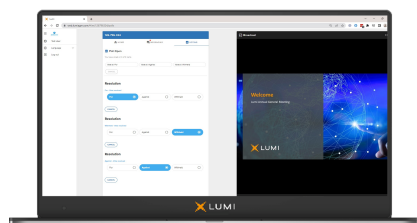
This can be minimised by pressing
the same button.

Step 5



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

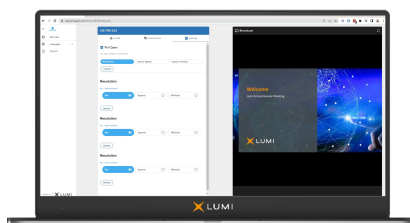
Step 6



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

For – Vote received

Step 7

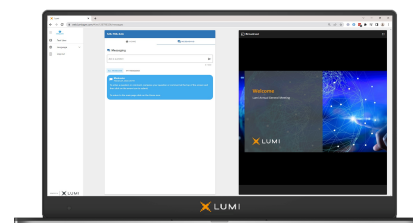


To change your mind, simply press the
correct choice to override your previous
selection.
To cancel your vote, press Cancel.



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

Step 8



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



Click the send button to submit.

Part 4

Important notes

1. Entitlement to vote

To be entitled to attend and vote at the meeting (and for the purpose of determination by the Company of the votes shareholders may cast) shareholders must be registered in the register of members at 6:30 pm on Friday 28 April 2023 or if the AGM is adjourned, no later than 6:30 pm on the date falling two days, excluding non-working days, before the time fixed for the adjourned meeting.

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

2. Appointing a proxy

A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more people (called proxies) to attend, speak and vote on his/her behalf. They need not be Barclays shareholders. If more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares.

3. Corporate representatives

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

4. Persons nominated by shareholders

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

5. Documents available for inspection

The following documents are available for inspection during business hours on any weekday (public holidays excluded) at the Company's registered office, 1 Churchill Place, London E14 5HP and will also be available for inspection at the QEII Centre from 10.30 am on Wednesday 3 May 2023 until the close of the meeting: (i) copies of the Executive Directors' service contracts; and (ii) copies of the Non-Executive Directors' letters of appointment.

6. Total shares and voting rights

As at 13 March 2023 (being the latest practicable date before publication of the Notice of Meeting) the Company's issued share capital comprised 15,871,369,132 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 13 March 2023 was 15,871,369,132.

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.

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 13 February 2023 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 13 February 2023 are set out on page 241 of the 2022 Annual Report.

Between 13 February 2023 and 13 March 2023, the Company was notified that Directors acquired additional shares in the Company and that, as at 13 March 2023, the total number of shares beneficially owned by each Director that held office as at 13 February 2023 and who is standing for reappointment or appointment, was as follows:

Director	Ordinary shares held as at 13 March 2023 (latest practicable date before publication)
Robert Berry	9,398
Tim Breedon	208,512
Anna Cross	631,050
Mohamed A. El-Erian	146,563
Dawn Fitzpatrick	950,538
Mary Francis	73,870
Crawford Gillies	226,332
Brian Gilvary	231,583
Nigel Higgins	1,631,074
Marc Moses	nil
Diane Schueneman	115,060
C.S. Venkatakrishnan	2,605,452
Julia Wilson	25,914

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 2022 and 13 February 2023 are set out on page 193 of the 2022 Annual Report.

Between 13 February 2023 and 13 March 2023, the Company received no notification of changes to the voting interests disclosed on page 193 of the 2022 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, their independence and their ability to devote sufficient time to Barclays. You can read more about the Board appointments process on pages 159 to 164 of the 2022 Annual Report.

Since the 2022 AGM, the Board has approved the appointment as a Non-Executive Director of Marc Moses, who joined the Board on 23 January 2023, and Sir John Kingman, who will join the Board on 1 June 2023.

The Board undertakes a review of both its performance and the performance of each of the Directors annually. The 2022 assessment of the performance of the Board and individual Directors was internally facilitated, as permitted 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 2022 to be effective, and hence, save in respect of Mike Ashley who will retire from the Board at the end of the AGM and will not therefore stand for reappointment, the Board is recommending each continuing Director's reappointment. The Board is also recommending the appointment of Marc Moses who was appointed to the Board since 31 December 2022. As Sir John Kingman will not join the Board until after the AGM, his appointment by shareholders will be proposed at the 2024 AGM.

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.

Crawford Gillies will have served on the Board for nine years by the time of the AGM and will retire from the Board and as Chair of Barclays Bank UK PLC shortly thereafter on 31 May 2023.

Tim Breedon has now served on the Board for more than ten years. As a result, the Board has carried out a rigorous 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 is advantageous to Group-wide decision-making and is appropriate in the near-term.

The Board recognises the clear benefits for Group-wide decision-making of having the Chairs of the Group's significant subsidiaries sit on the Board, bringing important insights to Board discussions and connectivity with our significant subsidiaries. With this in mind, given Tim's ongoing role as Chair of Barclays Bank Ireland PLC, the Group's principal European subsidiary, the Board considers it is appropriate for Tim to continue as an independent Non-Executive Director on the Board.

The Board considers that Tim and Crawford remain independent and continue to provide effective challenge, advice and support to management on business performance and decision-making. Accordingly, having undertaken a rigorous review of Tim and Crawford's performance as Non-Executive Directors 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 and Crawford to be independent.

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 2023 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 166 to 168 of the 2022 Annual Report.

Part 5 Directors standing for appointment and reappointment (continued)

Director standing for appointment

Marc Moses

Independent Non-Executive Director

Appointed:

January 2023



Skills, experience and contribution:

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

Marc was appointed to the Board on 23 January 2023. His financial services experience extends over 43 years, initially as a trader and then in senior executive roles as an audit partner at PwC, and Chief Financial Officer of JPMorgan Europe.

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

Key current appointments:

None

Directors standing for reappointment

Robert Berry

Independent Non-Executive Director

Appointed:

February 2022



Skills, experience and contribution:

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

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

Key current appointments:

Board President, Alina Lodge

Tim Breedon CBE

Independent Non-Executive Director

Appointed:

November 2012



Skills, experience and contribution:

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

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

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

Key current appointments:

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

Anna Cross

Group Finance Director

Appointed:

April 2022



Skills, experience and contribution:

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

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

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

Key current appointments:

None

Part 5 Directors standing for appointment and reappointment (continued)

Mohamed A. El-Erian

Independent Non-Executive Director

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 currently serves as President of Queens' College, Cambridge University. He is Chief Economic Adviser at Allianz SE, the corporate parent of PIMCO (Pacific Investment Management Company LLC),

where he formerly served as Chief Executive and Co-Chief Investment Officer.

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

Key current appointments:

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

Dawn Fitzpatrick

Independent Non-Executive Director

Appointed:

September 2019



Skills, experience and contribution:

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

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

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

Key current appointments:

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

Mary Francis CBE

Independent Non-Executive Director

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

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. Crawford will retire from the Board with effect from 31 May 2023.

Key current appointments:

Chairman, Edrington Group

Board Committee membership



Audit Committee
Member



Nominations Committee
Member



Remuneration Committee
Member



Risk Committee
Member



Committee
Chair

Part 5 Directors standing for appointment and reappointment (continued)

Brian Gilvary

Senior Independent Director (SID)

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 100 Group of FTSE 100 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:

Non-Executive Chair, INEOS Energy, an INEOS group company

Nigel Higgins

Group Chairman

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

Diane Schueneman

Independent Non-Executive Director

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)

C.S. Venkatakrishnan

Group Chief Executive

Appointed:

November 2021



Skills, experience and contribution:

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

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

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

Key current appointments:

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

Julia Wilson

Independent Non-Executive Director

Appointed:

April 2021



Skills, experience and contribution:

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

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

Julia was appointed as a Non-Executive Director at Legal & General Group PLC in 2011. She chaired L&G's Audit Committee between 2013 and 2016 and was Senior Independent Director from 2016 until she stepped down from L&G in March 2021. Julia served as the Chair of The 100 Group of FTSE 100 Finance Directors from June 2020 until September 2022. Julia will take over the role of Chair of the Board Audit Committee (subject to regulatory approval) with effect from 1 April 2023.

Key current appointments:

None

Board Committee membership



Audit Committee
Member



Nominations Committee
Member



Remuneration Committee
Member



Risk Committee
Member






Committee
Chair

Part 6

Contact details

Shareholder information

If you need help,
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Smart Investor information

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Information about call charges
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General questions

If you have any further questions about the
AGM or your shareholding, please contact
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page.

Information about Barclays

For further information about Barclays, you
can find our 2022 Annual Report online at
home.barclays/annualreport.

Presentations

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



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Our 2022 suite of Reports

Barclays PLC Annual Report 2022

A detailed review of Barclays' 2022 performance with disclosures that provide useful insight and go beyond reporting requirements. The 2022 report integrates our ESG (Environmental, Social and Governance), and DEI (Diversity, Equity and Inclusion) reporting, and incorporates our Task Force on Climate-related Financial Disclosures (TCFD) recommendations in this, the sixth year of disclosure.

Barclays PLC Pillar 3 Report 2022

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

Barclays PLC Fair Pay Report 2022

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

Barclays PLC Country Snapshot 2022

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