



Barclays PLC

Notice of Annual General Meeting 2025

To be held at 11:00 am (BST)
on Wednesday 7 May 2025 at the QEII Centre,
Broad Sanctuary, Westminster, London SW1P 3EE

This document is important and requires your immediate attention

When considering what action you should take, you are recommended to seek your own personal advice immediately from your stockbroker, bank manager, solicitor, accountant or other duly authorised professional advisor.

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



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References

The term "Company" refers to Barclays PLC. The terms "Barclays" or "Group" refer to Barclays PLC together with its subsidiaries. The term "Board" refers to the Barclays PLC Board of Directors. The term "the Act" refers to the Companies Act 2006.

Forward-looking statements

This document contains certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to Barclays.

Forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as 'may', 'will', 'seek', 'continue', 'aim', 'anticipate', 'target', 'projected', 'expect', 'estimate', 'intend', 'plan', 'goal', 'believe', 'achieve' or other words of similar meaning. Forward-looking statements can be made in writing but also may be made verbally by directors, officers and employees of Barclays (including, without limitation, during presentations at the AGM) in connection with this document. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances.

Barclays cautions readers that no forward-looking statement is a guarantee of future events and circumstances and that the actual outcomes may differ materially from those expressed in the forward-looking statement. Further, whilst the resolutions set out herein, if passed, empower the Board to take potential actions in respect of the Company, whether such actions are taken will depend on future events and circumstances. Forward-looking statements speak only as at the date they are made. Factors that could impact Barclays' future financial condition and performance include those factors identified in the material existing and emerging risks as set out on pages 267 to 282 of Barclays PLC's 2024 Annual Report, which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport)

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

Key dates and times

Last time/day for receipt of Proxy Instructions	11:00 am Friday 2 May 2025
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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 2 May 2025
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AGM	11:00 am Wednesday 7 May 2025
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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 in England and Wales.



Letter from the Group Chairman

Nigel Higgins
Group Chairman



Dear Fellow Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (AGM) which we are holding on Wednesday 7 May 2025 at 11:00 am at the QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

Since our last AGM, the Board and the management team have been focused on the execution of our three-year plan to make Barclays a "Simpler, Better and More balanced" bank. Our 2024 performance shows that we are making good progress on our plan while demonstrating that the bank and its strategy can withstand volatility and the various pressures placed on financial institutions. You can read more about this, and our performance against our financial targets, in our 2024 Annual Report which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport)

Our strategy has put an emphasis on growing our UK businesses and we welcome the UK Government's recognition that financial services has a critical role in growing the economy. The UK's financial services ecosystem is world-class, contributing significantly to the economy, both directly and through the facilitation of growth and investment across all sectors from energy transition to construction. Our partnership with the National Wealth Fund on retrofitting social housing is a great example of how we can have an impact. The inclusion of financial services as a key sector in the Government's Industrial Strategy underscores its importance.

Our values remain an important part of what makes Barclays an attractive place to work with a positive, inclusive culture. We are committed to building a culture in which everyone can achieve their potential and we can best serve our customers, clients and communities by actively seeking to attract the most talented people.

I am pleased to also be writing for the first time to all Barclays colleagues who are now shareholders following the share grant Venkat announced in February which was made to over 90,000 employees. This award enables our colleagues to benefit tangibly from our progress and better aligns our efforts across the bank with shareholders' interests. On behalf of the Board, I would like to thank all our colleagues for their continued focus in pursuit of our purpose of serving our customers and clients, and the communities in which we operate.

Directors' Remuneration Policy ("DRP") changes

You will have seen from our 2024 Annual Report that the Board is proposing a new DRP which will govern the structure of the pay for our Executive Directors. This follows a detailed review of our current DRP in 2024. Further details are included in the explanatory notes on page 8 and, of course, in our 2024 Annual Report. The new DRP itself is set out on pages 198 to 213 of the Annual Report. It aims to simplify the structure of Executive Director pay and align pay outcomes more closely to our business performance and the experience of our shareholders.

The removal of the 2:1 bonus cap requirement from UK banking regulations affords us additional flexibility in how Executive Director pay is structured. Understanding shareholder perspectives has been an essential part of our DRP review, and we engaged with a cross-section of our largest shareholders (c.60% of our share register) on potential changes. The feedback we received was invaluable, helping shape our thinking, and informing the new DRP that we are presenting for approval at the AGM (a year earlier than the expiry of the current DRP which was previously approved for a three-year term).

To fully implement the new DRP, an adjustment is also required to the existing Long Term Incentive Plan ("LTIP") rules (set out in further detail in the notes below), to align the maximum LTIP award that can be granted to an Executive Director in any given year under the LTIP rules to the maximum under the proposed new DRP. We are also presenting these changes to shareholders for approval in conjunction with the new DRP.

We believe that the new DRP is the right thing to do in support of our strategy and the delivery of our three-year plan. The Board recommends that shareholders vote in favour of resolution 3, to approve the new DRP to apply for up to three years from the date of the 2025 AGM, and in favour of resolution 4, to align the LTIP rules with the maximum LTIP award under the new DRP.

AGM arrangements

This document contains the Notice of AGM. This includes important information about the AGM including the business that will be proposed and the procedures for voting on the relevant resolutions. It is important you read the entire document before deciding how to vote.

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

Having seen limited participation from shareholders in our virtual meeting arrangements in recent years, this year we are holding the AGM as a physical meeting and all shareholders are welcome to attend in person. If you are unable to attend, you can still vote and ask questions on the business of the meeting. Details of how to do this are set out in Part 3A of this document.

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

Your questions

As a shareholder, you will be able to ask questions about the business of the meeting at the AGM. If you are not able to attend the AGM in person, you can also submit questions in advance of the meeting by writing to Barclays' private shareholder relations team following the instructions in Part 3A of this document.

We will consider all questions received and, if appropriate, address them at the AGM or in written responses. As in prior years, for frequently asked questions, we may place responses on the Company's website prior to the AGM so that they can be easily accessed by all shareholders.

Your vote

You will be able to vote at the AGM in person if you attend the meeting, or by appointing a proxy in advance of the meeting. You are encouraged to vote on the resolutions in advance of the AGM by completing and submitting a proxy instruction 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 instruction will ensure that your vote is recorded but will not prevent you from attending and voting at the meeting in person. 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 (the "Articles"). On a poll, each shareholder has one vote for every share held. The results of the voting on the resolutions will be announced to the London Stock Exchange and published on our website, as soon as reasonably possible after the conclusion of the AGM.

Your Directors

There have been a number of changes to the Board since our last AGM. In July 2024, we welcomed Brian Shea to the Boards of Barclays and Barclays Execution Services Limited ("BX") (our Group-wide service company), and he was appointed as Chair of BX in January this year. We were also pleased to announce recently the appointment of Diony Lebot and Mary Mack to the Board. Mary's appointment takes effect on 1 June 2025.

These appointments are consistent with the Board's focus on bringing additional and broader expertise across two important areas of the business, continental Europe and consumer banking, each of which has growth potential for Barclays as outlined in the bank's strategic plan.

We recently announced that Tim Breedon would be stepping down from the Board on 30 April 2025, and he will not therefore be standing for reappointment at the AGM.

In accordance with the Articles, all Directors on the Board, other than Tim, will be seeking appointment or reappointment (as appropriate) at the AGM, in addition to Mary Mack ahead of her appointment to the Board on 1 June 2025. Our Directors' biographies are set out in Part 5 of this document.

Please see Part 5 of this document for more details of all Directors standing for appointment or reappointment.

Each of the Directors in office at the end of 2024 who is seeking appointment or reappointment was subject to an externally facilitated individual effectiveness review, further details of which can be found in our 2024 Annual Report which is available at [home.barclays/annualreport](https://www.barclays.com/uk/annual-report)

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. The Board is satisfied that all of the Non-Executive Directors continue to be independent.

On behalf of the Board, I would like to extend my thanks to those Directors who have retired from the Board since last year's AGM, Tim Breedon (who retires on 30 April 2025), Diane Schueneman and Mohamed El-Erian. I am extremely grateful to each of them for their substantial contributions to Barclays over a number of years. Tim and Diane in particular have provided deep experience and valuable continuity of oversight through a period of significant change for Barclays over their respective tenures of over twelve and nine years respectively. I am pleased that we will continue to benefit from this through their ongoing roles on two of the Group's important subsidiary boards in the context of Diane's membership of our US subsidiary, and Tim's role as Chair of Barclays Europe. I extend my personal thanks to each of Tim, Diane and Mohamed.

Recommendation

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

Nigel Higgins

Group Chairman, Barclays PLC
19 March 2025

You can attend the AGM:

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

Please note attendance will be in person only and there will be no shareholder participation by telephone or online.

Instead, you will need to vote either by submitting your proxy instruction in advance of the meeting or by voting at the AGM in person.



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 to the London Stock Exchange.

Part 1

Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting (AGM) of Barclays PLC will be held at the QEI Centre, Broad Sanctuary, Westminster, London SW1P 3EE, on Wednesday 7 May 2025 at 11:00 am to transact the following business:

Resolutions

The resolutions numbered 1 to 21, and 24 are proposed as Ordinary Resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 22, 23, 25, 26 and 27 are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

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

Report and accounts

1. That the reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2024 (the 2024 Annual Report) now laid before the meeting, be received.

Remuneration report

2. That the Remuneration report for the year ended 31 December 2024, set out on pages 186 to 239 of the 2024 Annual Report (other than the Directors' Remuneration Policy on pages 198 to 213), now laid before the meeting, be approved.

Directors' Remuneration Policy

3. That the Directors' Remuneration Policy contained in the Remuneration report for the year ended 31 December 2024, as set out on pages 198 to 213 of the 2024 Annual Report, now laid before the meeting, be approved.

Barclays Long Term Incentive Plan

4. That the amendment of rule 3.6 of the LTIP rules described on page 8 of this Notice of Meeting, and set out in the copy of the LTIP rules now laid before the meeting, which is required in support of the proposed new Directors' Remuneration Policy, be approved.

Appointment of Directors joining the Board since the last AGM

5. That Diony Lebot be appointed a Director of the Company.
6. That Mary Mack be appointed a Director of the Company with effect from 1 June 2025.
7. That Brian Shea be appointed a Director of the Company.

Annual reappointment of Directors

8. That Robert Berry be reappointed a Director of the Company.
9. That Anna Cross be reappointed a Director of the Company.
10. That Dawn Fitzpatrick be reappointed a Director of the Company.
11. That Mary Francis 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 Sir John Kingman be reappointed a Director of the Company.
15. That Marc Moses be reappointed a Director of the Company.
16. That C.S. Venkatakrisnan be reappointed a Director of the Company.
17. That Julia Wilson be reappointed a Director of the Company.

Reappointment of Auditors

18. 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

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

Political donations

20. That, in accordance with sections 366 and 367 of 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 £100,000 in total;
- (b) make donations to political organisations, other than political parties, not exceeding £100,000 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 2026 or on 30 June 2026, 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

21. That, in substitution for all existing authorities but without prejudice to any authority granted pursuant to resolution 24, 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 £1,237,321,993, \$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 £2,394,643,987 (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) 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 a general meeting) at the end of the AGM of the Company to be held in 2026 or the close of business on 30 June 2026, 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

22. That, in substitution for all existing authorities, but without prejudice to any authority granted pursuant to resolutions 23 and 25, if passed, and subject to the passing of resolution 21, 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 21 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 21, 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 21 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 £179,598,299 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 12 March 2025; 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 a general meeting) at the end of the AGM of the Company to be held in 2026 or the close of business on 30 June 2026, 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

23. That, in addition to any authority granted pursuant to resolutions 22 and 25, if passed, and subject to the passing of resolution 21, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by paragraph (a) of 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:

Part 1 Notice of Annual General Meeting (continued)

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £179,598,299 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 12 March 2025; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2026 or the close of business on 30 June 2026, 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)

24. That, in addition to any authority granted pursuant to resolution 21, 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 2026 or the close of business on 30 June 2026, 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

25. That, in addition to any authorities granted pursuant to resolutions 22 and 23, if passed, and subject to the passing of resolution 24, 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 24, 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 2026 or the close of business on 30 June 2026, 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

26. 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 1,436,786,392 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 2026 or the close of business on 30 June 2026, 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

27. 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 2026 or the close of business on 30 June 2026, whichever is the earlier.

By Order of the Board

Hannah Ellwood

Group Company Secretary,

Barclays PLC

19 March 2025

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 2024), which are available at [home.barclays/annualreport](https://www.barclays.com/annualreport)

Resolution 2 (Ordinary Resolution)

Remuneration report

This resolution seeks shareholder approval for the Remuneration report for the year ended 31 December 2024 (other than the part containing the Directors' Remuneration Policy), as required by the Act. The relevant parts of the Remuneration report appear on pages 186 to 197 and 214 to 239 of the 2024 Annual Report, which is available at [home.barclays/annualreport](https://www.barclays.com/annualreport)

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

Resolution 3 (Ordinary Resolution)

Directors' Remuneration Policy

This resolution seeks shareholder approval for the proposed new Directors' Remuneration Policy, as required by the Act. The Directors' Remuneration Policy can be found on pages 198 to 213 of the 2024 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 no later than the 2028 AGM. The Directors' Remuneration Policy was last approved by shareholders at the 2023 AGM.

Resolution 4 (Ordinary Resolution)

Barclays Long Term Incentive Plan

This resolution seeks shareholder approval for the amendment of rule 3.6 of the LTIP rules, to align the LTIP rules with the proposed new Directors' Remuneration Policy, so that the Company can give full effect to that Directors' Remuneration Policy.

The LTIP rules were last approved by shareholders at the 2021 AGM. These rules limit LTIP awards to an Executive Director each year to 500% of fixed pay, but the new Directors' Remuneration Policy (assuming it is approved by shareholders) allows grants of up to 550% of basic salary for the Chief Executive Officer (and 500% for the Group Finance Director).

The LTIP rules are being amended to remove that 500% limit, and instead limit awards to an Executive Director under the LTIP rules to the maximum LTIP award permitted each year under the Directors' Remuneration Policy, as approved by shareholders from time to time. The updated LTIP rules will be laid before the meeting and are available for inspection on the National Storage Mechanism.

Resolutions 5 to 17 (Ordinary Resolutions)

Appointment and reappointment of Directors

The Company's Articles provide that any new Director appointed by the Board during the year may hold office only until the next AGM, when that Director must stand for appointment by the shareholders.

Provision 18 of the UK Corporate Governance Code (the "Code") recommends that all directors of premium listed companies should be subject to annual reappointment by shareholders.

In addition to seeking appointment or reappointment of the existing Board members (other than Tim Breedon, who retires on 30 April 2025), we are also seeking approval of Mary Mack's appointment with effect from 1 June 2025. 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 for those appointed prior to 11 February 2025, on pages 138 to 141 of the 2024 Annual Report.

Having regard to these and the outcome of each of the Director's externally facilitated individual effectiveness reviews in respect of each Director in office at the end of 2024, the Board is confident that each Director continues to be effective and contribute to the Company's long-term sustainable success.

In addition, the Board has determined (including by considering each Director's length of tenure) that all current Non-Executive Directors standing for appointment or reappointment at the 2025 AGM are independent. You can read more about the Board's review of the independence of Non-Executive Directors and the review of Board and Director effectiveness on pages 153 to 159 of the 2024 Annual Report.

Part 2 Explanatory notes to Resolutions (continued)

Resolution 18 (Ordinary Resolution)

Reappointment of Auditors

At each AGM when accounts are presented, the Company is required by the Act to appoint Auditors. The Board, on the unanimous recommendation of the Board Audit Committee, is proposing to shareholders the reappointment of KPMG LLP as Auditors. Details of how the effectiveness and independence of the external Auditors is monitored and assessed can be found in the Board Audit Committee Report within the 2024 Annual Report on pages 160 to 168.

As announced in December 2024, Barclays commenced an external tender process for the Group's statutory auditor. The tender process is expected to conclude in June 2025. The successful firm will commence the provision of services for the financial year ending 31 December 2027. Further details of the tender process can be found in the Board Audit Committee Report (which is within the Directors' Report), on page 168 of the 2024 Annual Report, which is available at home.barclays/annualreport

Resolution 19 (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 2025. 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 2024 can be found on page 526 of the 2024 Annual Report, which is available at home.barclays/annualreport.

Resolution 20 (Ordinary Resolution)

Authority to make political donations

Barclays does not give money for political purposes in the UK nor does it make donations to political organisations or incur political expenditure within or outside the UK.

However, the definitions of political donations and political expenditure used in the Act are very wide. As a result, they may cover activities that form part of relationships that are an accepted part of engaging with the Group's stakeholders (including, but not limited to, government, politicians, policymakers and civil servants) to ensure that factors, issues and concerns affecting the business and operations of Barclays are considered and addressed, but which would not be considered as political donations or political expenditure in the layman's sense. The activities referred to above are not designed to support any political party or to influence public support for any political party or political outcome. In requesting this authority, the Company is taking a precautionary measure to ensure that the Group does not inadvertently breach the Act. It is customary for UK listed companies to seek an annual authority to make political donations and incur political expenditure.

The authority the Company is requesting is broadly similar to that given by shareholders at the AGM in 2024.

Resolutions 21 to 25 (inclusive)

- **Resolution 21 (Ordinary Resolution)**
General authority to allot shares and equity securities
- **Resolution 22 (Special Resolution)**
Authority to allot equity securities for cash and/or sell treasury shares other than on a pro rata basis to shareholders
- **Resolution 23 (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 24 (Ordinary Resolution)**
Additional general authority to allot equity securities in relation to the issuance of contingent Equity Conversion Notes
- **Resolution 25 (Special Resolution)**
Authority to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent ECNs

Explanatory notes for Resolutions 21 to 25 (inclusive) are set out on pages 10 to 12 of this document.

Part 2 Explanatory notes to Resolutions (continued)

Resolutions 21 to 25 comprise the authorities the Company is seeking in respect of the issuance and allotment of shares and equity securities. The below table sets out, for each resolution: the type of authority sought; the aggregate nominal amount of the authority; the percentage of the Company's issued ordinary share capital ("ISC") represented by the authority; and the purpose for which the authority may be used. The table is accompanied by important notes, starting on this page and continuing on pages 11 and 12. We recommend that shareholders read both the table and the notes together, to understand these resolutions in full.**

Resolution	Authority	Aggregate nominal amount (up to)	% of the Company's issued ordinary share capital ("ISC")	Purpose
21	General authority to allot shares part a)*	£1,237,321,993	One-third ⁺	General corporate purposes
		\$77,500,000, €40,000,000, and ¥4,000,000,000	Allocation for unissued preference shares	
21	General authority to allot shares part b)* in connection with an offer by way of a rights issue	£2,394,643,987	Two-thirds	General corporate purposes
22	Part a)** authority to allot equity securities other than on a pro rata basis	£2,394,643,987	Two-thirds	General corporate purposes
22	Part b) authority to allot equity securities other than on a pro rata basis	£179,598,299	5%	10% General corporate purposes
23	Additional authority to allot equity securities other than on a pro rata basis	£179,598,299	5%	
24	Additional general authority to allot equity securities in relation to ECNs	£825,000,000	22.97%*	Regulatory capital
25	Authority to allot equity securities in relation to ECNs other than on a pro rata basis			

Notes:

* Excluding shares held in Treasury. As at 12 March 2025, the Company did not hold any treasury shares.

** Limited to circumstances where legal or practical difficulties may prevent pro rata allocations.

+ Amount includes (£1,197,321,993) plus allocation for unissued preference shares of £40,000,000.

++ All calculations and data are as at 12 March 2025.

General notes in relation to Resolutions 21 to 25:

- i. While the Board has no current plans to make use of these resolutions, it wishes to retain flexibility in managing the Group's capital resources. For example, the Directors may need the flexibility to finance acquisitions or capital investments by issuing shares for cash without making a pre-emptive offer to existing shareholders;
- ii. The Directors consider that the levels of authority sought at this year's AGM will benefit Barclays and its shareholders;

- iii. The authorities sought under these resolutions will remain in force until the end of the AGM in 2026 or the close of business on 30 June 2026, whichever is the earlier, unless previously renewed, varied or revoked;
- iv. The Company intends to seek similar authorities on an annual basis in accordance with best practice (including where applicable the Pre-Emption Group's Statement of Principles on Disapplying Pre-emption Rights published in November 2022 (the "Statement of Principles")); and

- v. The Company's ISC as at 12 March 2025 was £3,591,965,981 (aggregate nominal amount), excluding treasury shares. As at 12 March 2025, the Company did not hold any treasury shares.



Further information in relation to the resolutions is set out below and should be read in conjunction with the table.

Part 2 Explanatory notes to Resolutions (continued)

Notes in relation to Resolution 21:

- i. Paragraph (a) of the resolution will give the Board a general authority to allot: (x) all of the unissued preference shares in the Company (denominated in Pound Sterling and other currencies); and (y) ordinary shares up to a maximum aggregate nominal amount of £1,197,321,993, being equivalent to one-third of the Company's ISC as at 12 March 2025. There are £40,000,000 of unissued sterling preference shares, which are included in the sterling authority sought (£1,237,321,993), as well as \$77,500,000 of unissued US dollar preference shares, €40,000,000 of unissued euro preference shares and ¥ 4,000,000,000 of unissued yen preference shares;
- ii. Paragraph (b) of the resolution will give authority to the Board to allot ordinary shares up to a maximum aggregate nominal amount of £2,394,643,987, being equivalent to two-thirds of the Company's ISC, provided the allotment is made in connection with a fully pre-emptive rights issue (an offer made to existing shareholders to purchase ordinary shares in proportion to their existing holdings) to holders of equity securities (including ordinary shareholders);
- iii. The amount in paragraph (b) of the resolution would be reduced by the nominal amount of any ordinary shares already issued or assigned under the authority conferred by paragraph (a) of the resolution, so that the Company would not have the power to issue in total more than two-thirds of the Company's ISC pursuant to the authority granted by the resolution; and
- iv. The Directors are aware of the Investment Association ("IA") Share Capital Management Guidelines published in February 2023 to incorporate within the scope of the allotment authority all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided limiting paragraph (b) of the allotment authority to rights issues in line with past practice for the Company provides sufficient flexibility at present, but will keep emerging market practice under review.

Notes in relation to Resolutions 22 and 23:

- i. 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), 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). Those resolutions would give the Company the authority to allot new equity securities or sell treasury shares on a non pre-emptive basis (i.e. without first offering them to existing shareholders in proportion to their existing shareholdings);
- ii. Paragraph (a) of Resolution 22 grants the authority to allot equity securities (up to the authority granted by Resolution 21) on a non pre-emptive basis to holders of equity securities, for example on a rights issue where legal or practical difficulties in non-UK jurisdictions may prevent pro rata allocations;
- iii. Paragraph (b) of Resolution 22 grants the authority to allot a limited number of equity securities (up to 5% of the issued ordinary share capital as at 12 March 2025) on a non pre-emptive basis for general corporate purposes. Resolution 23 grants the authority to allot an additional limited number of equity securities (up to approximately 5% of the issued ordinary share capital as at 12 March 2025) for cash on a non pre-emptive basis provided that, in line with the Statement of Principles, that additional 5% authority is used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue;
- iv. The Directors acknowledge the provisions of the Statement of Principles. However, at this time, the Directors consider it appropriate to retain the previous limits, of 5% each, of the Company's ISC and have not adopted the increased limits, of 10% each, of the Company's ISC set out in the Statement of Principles, and not to specifically provide for follow-on offers. The Directors will keep emerging market practice under review but consider that the limits of 5% of the Company's ISC provide sufficient flexibility to the Company at present;

- v. The Directors confirm their intention to follow the shareholder protections in Part 2B of the Statement of Principles; and
- vi. The combined effect of these resolutions is to renew the authority given to the Board in prior years to allot equity securities or sell treasury shares for cash on a non pre-emptive basis up to an aggregate amount which is equivalent to 10% of the Company's ISC.

Notes in relation to Resolutions 24 and 25:

- i. ECNs automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances. Further information in relation to the background to the Company's ECNs is set out below;
- ii. Resolution 24 gives 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 22.97% of the Company's ISC as at 12 March 2025.
- iii. Resolution 25 gives 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 those equity securities to existing shareholders). The authorities sought in these resolutions are in addition to the authorities sought under resolutions 21, 22 and 23;
- iv. The ECN resolutions and authorities renew (and are in the same form as) those granted by the Company's shareholders at each AGM since 2013 and will be utilised where considered desirable to comply with or maintain compliance with regulatory capital requirements or the Group's targets; and
- v. As at 12 March 2025, Barclays has only issued Additional Tier 1 (AT1) capital instruments in the form of ECNs and has approximately £13.3 billion equivalent of ECNs in issue.

Part 2 Explanatory notes to Resolutions (continued)

Further background to ECNs:

- i. Barclays must meet minimum regulatory capital requirements in the countries in which it operates and is required to issue capital instruments which qualify as eligible regulatory capital to satisfy these requirements;
- ii. ECNs are issued and designed to qualify towards Barclays' Tier 1 capital requirements as AT1 capital instruments. 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% (the capital trigger); and
- iii. Barclays currently expects that any future ECNs it issues will contain the same capital trigger (subject to any future regulatory dialogue 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 one), which is the rate at which the ECNs will be converted into or exchanged for ordinary shares.

Resolution 26 (Special Resolution)

Purchase of own shares

During 2024, Barclays undertook two share buyback programmes: a £1 billion share buyback commenced in February 2024 and completed in July 2024 and a £750 million share buyback commenced in August 2024 and completed in December 2024.

The buybacks resulted in the repurchase in aggregate of 818,170,613 of the Company's ordinary shares with an aggregate nominal value of approximately £204.5 million (this represented approximately 5.67% of the Company's ISC as at 31 December 2024).

On 13 February 2025, the Company announced a share buyback of up to £1 billion. The share buyback commenced on 14 February 2025 and will end no later than 13 November 2025 (subject to regulatory approval remaining in place).

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

The resolution would renew the authority for the Company to buy back its own ordinary shares in the market. The Board considers it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources. However, the authority would only be used if the Board was satisfied at the time that to do so would be for the benefit of the Company and of its shareholders generally, taking into account relevant factors and circumstances at that time. The authority would be restricted to a maximum of 1,436,786,392 ordinary shares. This is not more than 10% of the ISC as at 12 March 2025.

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 ISC as at 12 March 2025. Details are as follows:

- i. the total number of ordinary shares that may be issued on the exercise of outstanding options as at 12 March 2025 is 181,520,323 which represents approximately 1.26% of the ISC at that date. As at 12 March 2025, there were no warrants over ordinary shares outstanding; and
- ii. if the Company were to purchase shares up to the maximum permitted by the resolution, the proportion of ordinary shares subject to outstanding options would represent approximately 1.40% of the ISC as at 12 March 2025.

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 the resolution, 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 2026 or the close of business on 30 June 2026, whichever is the earlier, unless previously renewed, varied or revoked.

Resolution 27 (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 the resolution 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 2026 or the close of business on 30 June 2026, whichever is the earlier.

Part 3

Shareholder information

This section is divided into two parts:

Part 3A

Frequently asked questions

Part 3B

Information for shareholders attending
the AGM

Key dates and times

Last time/day for receipt of Proxy Instructions	11:00 am Friday 2 May 2025
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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 2 May 2025
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AGM	11:00 am Wednesday 7 May 2025
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Please monitor our website for any updates on arrangements for the AGM at home.barclays/agm

Part 3A Frequently asked questions

How will I know if arrangements for the AGM change?

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

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

Attendance

How can I attend the AGM?

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

You can attend the AGM in person at the QEII Centre, London (see Part 3B for details).

Please note unlike the 2024 AGM there is no online shareholder attendance.

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

Can I attend the AGM in person?

Yes, shareholder attendance at the AGM is only in person, please see Part 3B of this document for more information about attending the 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 AGM. You should bring the Poll Card with you to the meeting.

Can I attend the AGM electronically/online?

Please note unlike the 2024 AGM there is no online shareholder attendance for the AGM. If you are unable to attend the AGM in person, you can appoint a proxy, see "Voting arrangements" below for more details.

Can I listen to the AGM on the telephone?

No, please note that unlike the 2024 AGM there is no shareholder telephone service for the AGM. Shareholder attendance at the AGM is in person only.

Can I bring a guest to the AGM?

The AGM is a private meeting for shareholders (or their appointed proxies or corporate representatives). Shareholders' guests are not entitled to attend the AGM other than in limited circumstances at the sole discretion of the Company (for example, medical reasons). Shareholders wishing to bring a guest should contact the Company's registrar, Equiniti in advance of the meeting (details on page 26 of this document) to seek approval.

Questions

Can I ask questions at the AGM?

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

Questions can be raised by shareholders who are attending the 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.

In order to answer shareholders' questions as efficiently as possible at the AGM, the Company may group certain questions together by topic.

Can I submit a question in advance of the AGM?

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 response. As in prior years, the Company may place responses to frequently asked questions or further information 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.

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

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

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

Can I ask a question about customer issues?

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

Can I ask a question about my personal shareholding?

Administrative or general queries regarding personal holdings in ordinary shares (including Smart Investor customers) or American Depositary Receipts will not be addressed during the business of the AGM. Please see the relevant contact details for queries of this nature which are set out on page 26 of this document.

Part 3A Frequently asked questions (continued)

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 2 May 2025, 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 four ways in which you can vote:

- You can vote in person at the AGM.
- 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 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 2 May 2025.
- 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 2 May 2025. 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.
- 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 2 May 2025**.

The Board encourages shareholders to vote on all resolutions by completing their proxy instruction 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 instruction does not preclude shareholders from attending and voting at the meeting 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 AGM in person. 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 AGM in person.

If you are a Sharestore member you can instruct Equiniti Corporate Nominees Limited to appoint a proxy to vote on your behalf 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 2 May 2025.

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.

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 26 of this document, to request a Proxy Form.

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

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

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

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 2 May 2025.

Part 3A Frequently asked questions (continued)

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 provide the requested details when making your appointment online at shareview.co.uk, or 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 2 May 2025 or, if you are attending the 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 (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 21 and 24 are determined by a simple majority of votes (being more than 50% of the votes cast).

Resolutions 22, 23, 25, 26 and 27 are being proposed as special resolutions and will therefore require at least 75% of the votes cast for them to be passed.

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

When will the results of the voting be declared?

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

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 and authority when attending the AGM and should also bring proof of identity to be presented upon request at registration.

We reserve the right to refuse entry in the event we are not satisfied with proof of appointment, authority or identity.

Once a valid appointment has been received and verified, corporate representatives may attend the AGM in person.

Please contact Equiniti, whose contact details are on page 26 of this document, if you need further guidance on this.

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, they will need to attend the AGM to vote on your behalf, see Part 3B of this document for further details.

If you have been appointed as a proxy for a shareholder entitled to vote, you should bring proof of identity with you to the AGM to be presented upon request at registration. We reserve the right to refuse entry in the event we are not satisfied with proof of identity.

Shareholder communications preferences

I am a shareholder who currently receives documents in hard copy. How can I update my communication preferences?

Shareholders can at any time contact Equiniti, whose contact details are on page 26, if they wish to update their communications preferences. Moving away from receiving paper copies of shareholder information helps to reduce the Company's overall environmental footprint.

Part 3B Information for shareholders attending the AGM

AGM details

Location

The AGM will be held at the QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

Date

Wednesday 7 May 2025.

Time

The AGM will start promptly at 11:00 am.

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

Travelling to the AGM

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

- By 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

<https://qeiicentre.london/about/location/>

Access to the QEII Centre will not be permitted prior to 9:30 am.

Schedule for the day

9:30 am

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

11:00 am

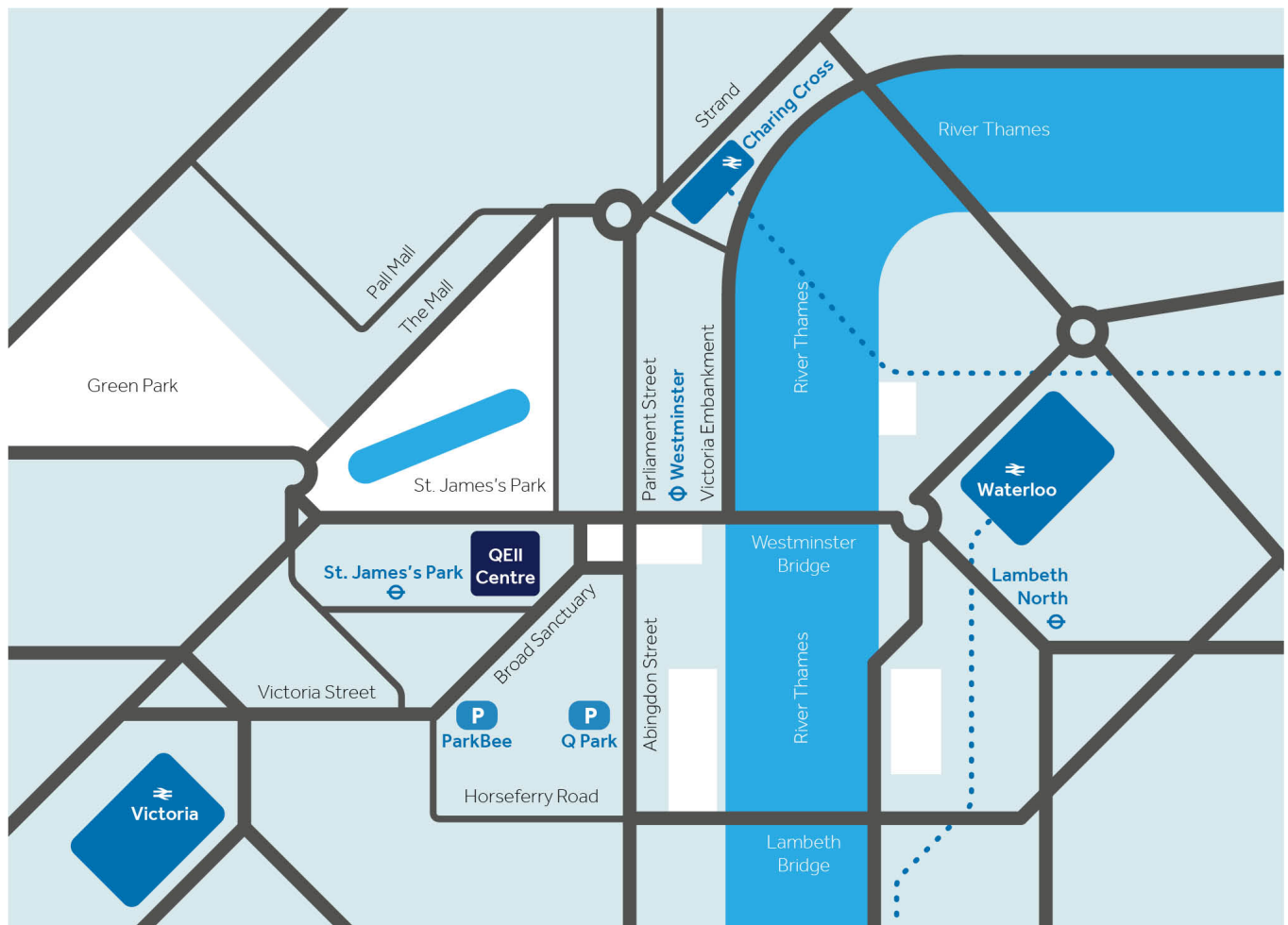
- The AGM starts in the meeting room

12:30 pm (approximately)

- The meeting will conclude

The final poll results are expected to be released to the London Stock Exchange on Wednesday 7 May 2025.

They will also be available on home.barclays/aggm



P Pay parking available (charges apply)

Part 3B Information for shareholders attending the AGM (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 and any such other security measures that we consider appropriate on the day. You are asked to limit your belongings to one small bag. Please note that you will be asked to leave all other items in the cloakroom.
- For the security of shareholders and staff, some of the security personnel at the AGM may use body-worn video cameras. These cameras will not record all of the time. Once activated they record both video and audio, which may be used for legal or regulatory purposes.
- No one attending the meeting may bring leaflets, banners, flags, whistles, alarms or other items which may be used for disruptive purposes into the premises or that may present a threat to the security or good order of the meeting. Any person who refuses to comply with the appropriate security measures in place will be denied entry into the QEII Centre.
- We will not permit behaviour that may interfere with anyone's security, safety, comfort, or the good order of the meeting. Any unacceptable behaviour will be dealt with appropriately by the Chair and anyone who does not comply will be removed from the meeting.
- The use of recording equipment, including cameras, video recorders and tape recorders, is not permitted during the AGM. Mobile phones and other electronic communication or recording devices must be turned off. Any use of any of these devices will result in removal from the AGM.

Cloakroom facilities

- Cloakroom facilities will be available near the registration area.

Registration

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

Accessibility

- The 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, a British Sign Language Interpreter and live captions on screen will be available at the AGM. An audio CD containing extracts from the 2024 Strategic Report is available free of charge, either on request in writing from Equiniti, whose contact details can be found on page 26 of this document.

Guests

- The AGM is a private meeting for shareholders (or their appointed proxies or corporate representatives). Shareholders' guests are not entitled to attend the AGM other than in limited circumstances at the sole discretion of the Company (for example, medical reasons). Shareholders wishing to bring a guest should contact the Company's registrar, Equiniti in advance of the meeting (details on page 26 of this document) to seek approval.

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 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 on the register of members at 6:30 pm on Friday 2 May 2025 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 10:00 am on Wednesday 7 May 2025 until the close of the meeting: (i) copies of the Executive Directors' service contract; (ii) copies of the Non-Executive Directors' letters of appointment; (iii) a copy of the new rules of the LTIP proposed to be adopted by resolution 4; and (iv) a copy of the rules of the LTIP proposed to be adopted by resolution 4 marked-up to show changes to the existing rules of the LTIP.

6. Total shares and voting rights

As at 12 March 2025 (being the latest practicable date before publication of the Notice of Meeting) the Company's ISC comprised 14,367,863,924 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 12 March 2025 was 14,367,863,924.

7. Shareholder information

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

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 please see Part 3A Frequently asked questions.

Part 4 Important notes (continued)

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.

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 11 February 2025 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 11 February 2025 are set out on page 236 of the 2024 Annual Report.

Between 11 February 2025 and 12 March 2025, the Company was notified that Directors acquired additional shares in the Company and that, as at 12 March 2025, the total number of shares beneficially owned by each Director that held office as at 11 February 2025 and/or who is standing for reappointment or appointment, was as follows:

Director	Ordinary shares held as at 12 March 2025 (latest practicable date before publication)
Robert Berry	27,859
Tim Breedon	235,449
Anna Cross	1,769,466
Dawn Fitzpatrick	971,776
Mary Francis	98,782
Brian Gilvary	179,612
Nigel Higgins	1,898,862
Sir John Kingman	13,355
Diony Lebot	nil
Mary Mack*	nil
Marc Moses	17,047
Brian Shea	3,183
C.S. Venkatakrisnan	4,875,899
Julia Wilson	44,305

*Mary Mack will join the Board with effect from 1 June 2025.

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 2024 and 11 February 2025 are set out on page 183 of the 2024 Annual Report.

Between 11 February 2025 and 12 March 2025, the Company received no notification of changes to the voting interests disclosed on page 183 of the 2024 Annual Report.

Part 5

Directors standing for appointment and reappointment

Appointments to the Board are made following a merit-based, formal, rigorous and transparent procedure, facilitated by the Board Nominations Committee (the "Committee") with the aid of external search consultancy firms. All Board appointments are based on merit and objective criteria, recognising the benefits that diversity, in all its forms, brings to the Board. The Directors take into account the skills, experience and knowledge required for the Board's effectiveness and to support the continued delivery of the Group's strategy - while also promoting inclusiveness, non-discrimination and diversity of thought. 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 153 to 155 of the 2024 Annual Report.

The Board undertakes a review of both its performance and the performance of each of the Directors annually. The 2024 Board, Board Committee and Individual Director effectiveness review was facilitated externally by Christopher Saul Associates ("CSA"), in line with the Code requirements that the Board effectiveness review be conducted by an external facilitator at least every three years.

The review indicated that the Board is operating effectively and, having evaluated feedback obtained through the effectiveness review facilitated by CSA, the Board considered the performance of each Director in office at the end of 2024 to be effective, and hence, the Board is recommending each continuing Director's reappointment.

In reaching its conclusion that each Director continues to be effective, the Board paid particular attention to the ongoing independence of each of the Non-Executive Directors. Provision 10 of the Code identifies circumstances which are likely to impair or could appear to impair a non-executive director's independence, including where a director has served on a board for more than nine years.

Reflective of the fact that during the course of 2025 Nigel Higgins would reach his six year tenure on the Board and Mary Francis her nine year tenure, each of Nigel and Mary were subject to a more rigorous review. The Committee remains satisfied that the length of their tenure has no impact on their respective levels of independence or the effectiveness of their contributions. Having undertaken a review of Non-Executive Director tenure and succession planning during 2024, the Committee and the Board agreed to extend Nigel's tenure for a further three year term and that of Mary for a further year, reflective of her longer tenure on the Board.

The Board is also recommending the appointment of Brian Shea, who was appointed to the Board on 19 July 2024. Each of Diony Lebot and Mary Mack, whose respective appointments were announced on 18 March 2025, are also recommended for appointment at the AGM.

Diony joined the Board as an independent Non-Executive Director on 17 March 2025 and Mary will join the Board as an independent Non-Executive Director with effect from 1 June 2025.

More information on both Diony's and Mary's skills and experience can be found in the biographies on page 24 of this document.

We recently announced that Tim Breedon would be retiring from the Board with effect from 30 April 2025 and he will not therefore be standing for reappointment at the AGM.

In terms of Board diversity, following Diony's appointment and Tim's retirement from the Board, female gender diversity on the Board as at 1 May 2025 will be 42%, satisfying the Board's target of 40% female representation and the 40% target set out in the FTSE Women Leaders Review on gender diversity, which is also reflected in the FCA's Listing Rules. Upon Mary's appointment to the Board with effect from 1 June 2025, female gender diversity on the Board will be 46%.

The Board has determined (including by considering each Director's length of tenure) that all current Non-Executive Directors standing for appointment or reappointment at the 2025 AGM are independent. This decision is based on the provisions of the Code and behaviours determined by the Board to be essential indicators of independence. You can read more about the review of Board and Director effectiveness and the Board's review of the independence of the Non-Executive Directors on pages 153 to 159 of the 2024 Annual Report.

Part 5 Directors standing for appointment and reappointment (continued)

Directors standing for appointment or reappointment

Board Committee membership

AC Audit Committee Member

ReC Remuneration Committee Member

SC Sustainability Committee Member

NC Nominations Committee Member

RiC Risk Committee Member

● Committee Chair

Nigel Higgins

Group Chairman

Appointed

March 2019 (Board)
May 2019 (Chairman)



NC

SC

ReC

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 his last role was as Deputy Chairman. Prior to that he had been Co-Chief Executive, Chairman of the Group Executive Committee and Managing Partner of Rothschild & Co for a decade.

Nigel was appointed a member of the Board Remuneration Committee with effect from 31 January 2025.

Key current appointments:

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

C.S. Venkatakrishnan

Group Chief Executive

Appointed

November 2021



SC

Skills, experience and contribution:

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

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

Before joining Barclays in 2016, Venkat worked at JPMorgan Chase from 1994, holding senior roles in Asset Management, Investment Banking, and in Risk. For a period during 2024, Venkat served as a member of a new National Wealth Fund Taskforce, comprised of leading figures from the UK's investment and financial services sector advising the incoming UK government.

Key current appointments:

Board Member, Institute of International Finance; Chair, Financial Services Taskforce to the Sustainable Markets Initiative; Director, Focusing Capital on the Long Term (FCLT) Global

Brian Gilvary

Senior Independent Director (SID)

Appointed

February 2020 (Board)
January 2021 (SID)



ReC

NC

SC

Skills, experience and contribution:

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

Brian spent much of his career with BP p.l.c. in senior leadership roles, where most latterly he held the role of Chief Financial Officer.

His other senior-level experience includes serving on the boards of various commercial and charitable organisations.

Brian was Chair of The 100 Group of FTSE 100 Finance Directors, a member of the UK Treasury Financial Management Review Board and has served on various Business in the Community Leadership Teams.

Key current appointments:

Non-Executive Chair, INEOS Energy; Non-Executive Director, Defence Board, Ministry of Defence; Chair, The Royal Navy and Royal Marines Charity; Senior Independent Director, The Francis Crick Institute

Part 5 Directors standing for appointment and reappointment (continued)

Robert Berry

Independent Non-Executive Director

Appointed

February 2022



RiC

AC

SC

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

Key current appointments:

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

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 the Finance function, including Tax, Treasury, Investor Relations and Strategy.

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

Key current appointments:

Chair, The 100 Group of FTSE 100 Finance Directors

Dawn Fitzpatrick

Independent Non-Executive Director

Appointed

September 2019



ReC

RiC

SC

Skills, experience and contribution:

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

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

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

Key current appointments:

Chief Executive Officer and Chief Investment Officer, Soros Fund Management LLC; Advisory Council Member, The Bretton Woods Committee; Chair, Financial Sector Advisory Council, Federal Reserve Bank of Dallas

Part 5 Directors standing for appointment and reappointment (continued)

Mary Francis CBE

Independent Non-Executive Director

Appointed

October 2016



ReC

SC

Skills, experience and contribution:

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

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

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

Mary is the Barclays Bank PLC Consumer Duty Champion.

Key current appointments:

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

Sir John Kingman

Independent Non-Executive Director

Appointed

June 2023



ReC

RiC

Skills, experience and contribution:

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

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

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

Key current appointments:

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

Diony Lebot

Independent Non-Executive Director

Appointed

March 2025



SC

Skills, experience and contribution:

- significant leadership experience, including extensive board level experience, in banking and financial services
- significant senior executive experience in global and investment banking activities
- deep expertise in risk management.

Diony had a notable executive career with Société Générale holding various senior leadership positions, where she was most recently Deputy Chief Executive Officer and prior to that was Group Chief Risk Officer.

She holds non-executive board roles at EQT AB, one of the largest global Private Equity firms, and Alpha Bank, one of the four systemic banks in Greece.

Key current appointments:

Non-Executive Director, Alpha Bank; Non-Executive Director, EQT AB

Mary Mack

Independent Non-Executive Director

Appointed

With effect from 1 June 2025



Skills, experience and contribution:

- extensive leadership experience within the financial services industry
- strong operations, strategic and transformation experience
- deep understanding of retail, consumer lending and small business banking.

Mary had a distinguished executive career with Wells Fargo (and its predecessor institutions) in multiple senior leadership roles across a wide range of banking businesses.

She was most recently Chief Executive Officer of Consumer and Small Business Banking, having previously held senior executive roles in Consumer Lending, Community Banking and Wealth Management and Retail Brokerage. Mary currently serves on the board of US listed company, Martin Marietta Materials, Inc.

Key current appointments:

Non-Executive Director, Martin Marietta Materials, Inc.

Part 5 Directors standing for appointment and reappointment (continued)

Marc Moses

Independent Non-Executive Director

Appointed

January 2023

AC

RiC



Skills, experience and contribution:

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

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

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

Key current appointments:

None

Brian Shea

Independent Non-Executive Director

Appointed

July 2024



Skills, experience and contribution:

- deep experience of financial services sector
- strong operations, technology and transformation experience
- detailed knowledge and understanding of US financial regulation.

Brian was appointed Chair of BX with effect from 1 February 2025. Brian's executive and non-executive career extends to over 40 years in the financial services industry. He was Vice Chairman and Chief Executive Officer of Investment Services at BNY Mellon from 2014 until his retirement in 2017.

Prior to this, he served in a variety of executive roles, including as Chief Executive Officer of Pershing, LLC. (a BNY Mellon company). He is a former non-executive director of Fidelity National Information Services, Inc. and has also held several US securities industry and regulatory board and advisory committee positions.

Key current appointments:

Board of Directors, Ameriprise Financial, Inc.; Board of Directors, RBB Fund, Inc.; Board of Trustees, Catholic Charities of the Archdiocese of New York

Julia Wilson

Independent Non-Executive Director

Appointed

April 2021

AC

NC

ReC

RiC

SC



Skills, experience and contribution:

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

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

Julia was appointed a Non-Executive Director at Legal & General Group plc in 2011. She chaired L&G's Audit Committee between 2013 and 2016 and was Senior Independent Director from 2016 until she stepped down from L&G in March 2021.

Julia previously served as the Chair of The 100 Group of FTSE 100 Finance Directors.

Julia was appointed a Non-Executive Director of Bunzl plc in December 2024 and will become Chair of the Audit Committee in April 2025.

Key current appointments:

Non-Executive Director, Bunzl plc

Board Committee membership

AC Audit Committee Member

ReC Remuneration Committee Member

SC Sustainability Committee Member

NC Nominations Committee Member

RiC Risk Committee Member

Committee Chair


Part 6

Contact details

Shareholder information

If you need help,
please contact Equiniti

 Web
shareview.co.uk

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


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





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

American Depositary Receipts information

If you need help, please contact
Shareowner Services


 Electronically
[shareowneronline.com/
informational/contact-us/](https://shareowneronline.com/informational/contact-us/)

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

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

Smart Investor information

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

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

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

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

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

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

General questions

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

Information about Barclays

For further information about Barclays, you can find our 2024 Annual Report online at home.barclays/annualreport.



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Our 2024 suite of Reports

Barclays PLC Annual Report 2024

A detailed review of Barclays' 2024 performance with disclosures that provide useful insight and go beyond reporting requirements. The 2024 report integrates our Climate and Sustainability report, incorporating Task Force on Climate-related Financial Disclosures (TCFD) recommendations.

Barclays PLC Pillar 3 Report 2024

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

Barclays PLC Fair Pay Report 2024

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

Barclays PLC Country Snapshot 2024

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.