1 November 2019

Barclays PLC

Update on 2019 Annual General Meeting

In accordance with Provision 4 of the UK Corporate Governance Code, Barclays PLC is providing the following update to the statement made on 2 May 2019 regarding the significant vote against Resolution 2 (the approval of the Directors' Remuneration Report for the year ended 31 December 2018).

Whilst Resolution 2 was passed with a majority of 70.79% of the votes cast being in favour of the resolution, a number of our shareholders opposed this Resolution. We have offered to engage with those of our top 30 shareholders who voted against Resolution 2, or who withheld their vote in relation to it, and have now been able to do so with a significant proportion of those shareholders. As a result of this consultation, we understand from those shareholders we have spoken to why they voted against Resolution 2. This relates to concerns over the malus adjustment applied in relation to the 2016 incentive award to the Group CEO, particularly in light of the penalty levied against the company by the New York Department for Financial Services ("NYDFS"). We have explained fully to those shareholders who took up our offer to engage with them about this matter, the approach the Board and Remuneration Committee took to the issues giving rise to their concerns including having taken into account the nature of the NYDFS penalty.

Having reflected on the views expressed by the relevant shareholders, and as discussed with them during the engagement process, we are satisfied that the malus adjustment was appropriate and consequently no further action is required. However, in light of the feedback from our shareholders, we acknowledge that we could have provided further information in the relevant disclosure regarding the factors the Board and Remuneration Committee took into account. In particular this could have addressed the fact that no material new facts came to light through the investigations conducted by the regulators that had not been taken into account by the Board in its determination of the appropriate malus adjustment following the independent investigation commissioned by it, and the fact that the NYDFS penalty was directed against the bank in relation to failings in its controls, and not against the individual in question.

We would like to thank shareholders for taking the time to engage with us. A final update on this matter will be included in our next annual report.