

# BARCLAYS PLC AND BARCLAYS BANK PLC

## SUSTAINABILITY COMMITTEE

### TERMS OF REFERENCE

Set out below are the terms of reference for both the Barclays PLC ('BPLC') and Barclays Bank PLC ('BBPLC') Board Sustainability Committees, save that: (i) unless otherwise determined by the Board or Board Sustainability Committee of BBPLC that it should also apply to BBPLC, the paragraphs or provisions marked with '\*' are expected to apply primarily to the Board Sustainability Committee of BPLC, and (ii) unless otherwise determined by the Board or Board Sustainability Committee of BPLC that it should also apply to BPLC, the paragraphs or provisions marked with a '+' are expected to apply primarily to the Board or Board Sustainability Committee of BBPLC.

References in these terms of reference to the 'Company' shall mean each of BPLC and BBPLC, references to the 'Committee' shall mean the Board Sustainability Committee of each of BPLC and BBPLC, references to the 'Board' shall mean the Board of each of BPLC and BBPLC, references to 'Director' shall mean a director of the Board of each of BPLC and BBPLC, and references to 'Group' shall mean the 'BPLC Group' (being BPLC and its subsidiaries) or the 'BBPLC Group' (being BBPLC and its business units and subsidiaries) as appropriate, in each case, unless the context otherwise requires.

Approved by the Board with effect on and from 8 February 2024.

#### 1 Role

The role of the Board Sustainability Committee is to provide ongoing oversight of climate matters and the sustainability agenda. References in these terms of reference to 'sustainability' shall mean sustainability matters where relevant to climate or other environmental matters (for example, nature, deforestation, biodiversity, Just Transition) and shall include human rights matters (for example, modern slavery and human trafficking in supply chains).

The Committee shall, among other things:

- 1.1 support and advise the Board in its oversight of climate and sustainability matters relating to (i) the services and products provided to Barclays' clients and customers, (ii) particular sectors, and (iii) its own corporate activities;
- 1.2 support the Board in monitoring the implementation of the Company's climate and sustainability strategy and, if appropriate, make recommendations to the Board as to how to further develop these strategies;
- 1.3 review and make recommendations to the Board on the suitability of the Group's climate and sustainability strategy, position statements, frameworks, ambitions, metrics, and targets; and
- 1.4 report to the Board on the climate and sustainability matters for which it is responsible, escalating issues and making recommendations to the Board where appropriate.

#### 2 Authority

- 2.1 The Committee may sub-delegate any or all of its powers and authority as it sees fit, including, without limitation, the establishment of sub-committees to analyse particular issues or themes and to report back to the Committee.
- 2.2 The Committee is established by the Board of the Company and its authority extends to all matters relating to its responsibilities below for the Group, save to the extent that matters relate solely to BBPLC and/or its respective subsidiaries and fall solely within the remit of the terms of reference of the Board Sustainability Committee of BBPLC, in which event such matters shall be dealt with by such committee within the parameters set by this Committee.

- 2.3 The Committee has authority to investigate any matter relating to the Group within its Terms of Reference and to obtain such information as it may require from any Director, officer or employee of the Group.

## 3 Constitution

### 3.1 Chair

- (i) The Chair of the Board will chair the Committee.
- (ii) In the Chair of the Board's absence, another non-executive Director elected by the remaining members present will chair the meeting.

### 3.2 Membership

- (i) The Committee will comprise the Chair of the Board, the Chief Executive Officer and at least two non-executive Directors of the Company. The activities of the Committee should involve participation by the Chairs of the Board Audit and Risk Committees.
- (ii) Members of the Committee shall be appointed by the Board, on the recommendation of the Board Nominations Committee and in consultation with the Chair of the Committee.
- (iii) Any member of the BPLC Committee who is not also a Director of BBPLC and a member of the BBPLC Committee shall be an observer only for the purposes of matters and decisions relating solely to BBPLC and shall not participate in any decisions of the BBPLC Committee relating thereto.

### 3.3 Duration of appointments

The duration of appointments shall be for a period of up to three years which may be extended by a further two additional periods of up to three years each, subject to the Director still meeting the criteria for membership of the Committee.

### 3.4 Secretary

- (i) The Secretary of the Company or his or her nominee shall act as Secretary to the Committee and attend all meetings.
- (ii) The Secretary to the Committee shall record the proceedings and decisions of the Committee meetings and the minutes shall be circulated to all members of the Committee and attendees, as appropriate, taking into account any conflicts of interest that may exist.

## 4 Proceedings of Meetings

### 4.1 Frequency of Meetings

- (i) The Committee shall meet around four times a year and otherwise as required.
- (ii) The Chair of the Committee or Chief Executive Officer of the relevant Company may each convene meetings of the Committee of the relevant Company at any time to consider any matters falling within these Terms of Reference.

## 4.2 Quorum

- (i) The quorum necessary for the transaction of business shall be at least two independent non-executive Directors.
- (ii) In the event of difficulty in forming a quorum, independent non-executive Directors who are not members of the Committee may be co-opted as members for individual meetings.

## 4.3 Attendees

- (i) Subject to paragraphs 3.4(i), 4.2(ii) and 4.3(ii), only the members of the Committee, and other independent non-executive Directors of the Company, have the right to attend Committee meetings.
- (ii) Any Director, officer, employee or adviser of the Group may attend at the invitation of the Chair of the Committee and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.
- (iii) Additionally, a designated Non-Executive Director of the Board of Barclays Bank UK PLC (the “BUK Representative”), has the right to attend Committee meetings. The BUK Representative shall be appointed from time to time by the Committee on the recommendation of the Chair of the Committee and the BUK Board Chair. The BUK Representative shall have the right to participate in Committee discussions, but shall not participate in any decisions of the Committee, and (as in respect of (ii) above) may be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.

# 5 Responsibilities

The Committee shall:

- 5.1 review at regular intervals and at least once a year, the implementation of the Group’s climate and sustainability strategy and regularly review progress against any measurable objectives that the Board has set in respect of this strategy;
- 5.2 receive and review regular business updates and reports across the Group on performance against its climate and sustainability strategy as well as its Sustainable Finance and ESG Reporting Frameworks;
- 5.3 monitor and receive updates on developments, emerging best practice and regulatory changes in relation to climate and sustainability matters which impact the business of the Group and its climate and sustainability strategy, as well as the implementation of this strategy;
- 5.4 be informed on the formulation of the Company’s approach to engagement with stakeholders and external communications pertaining to climate and sustainability matters;
- 5.5 review the Company’s public sustainability strategy materials prior to their release, to the extent these materials do not otherwise fall within the remit of the Board Audit Committee\*;
- 5.6 escalate to the Board any climate and sustainability matters under its responsibility where it considers that material action or improvement additional to any proposed by management is required to help the Company deliver its climate and sustainability ambitions; and
- 5.7 work and liaise, as necessary, with other committees of the Board. In particular, the Committee shall:
  - (i) notify the Board Audit Committee of any matters that may be relevant to ESG and TCFD disclosures and at the request of the Board Audit Committee, provide any support required in assessing the adequacy of the Group’s Sustainable Finance and ESG Reporting Frameworks;
  - (ii) notify the Board Risk Committee of any matters within the Committee’s remit that may require consideration in relation to Climate Risk, Conduct Risk and/or Legal Risk as defined in the

- Enterprise Risk Management Framework and/or in relation any matters within the Committee's remit that may be relevant in the context of the Reputation Risk Management Framework; and
- (iii) at the request of the Board Remuneration Committee, provide input as required to assist in its deliberations in relation to climate and sustainability matters under its responsibility.

## 6 Reporting and Disclosure

- 6.1 The Chair of the Committee shall report to the Board on the proceedings of each meeting.
- 6.2 The Committee shall compile a report of the work of the Committee in discharging its responsibilities for inclusion in the Annual Report, including a description its activities and the significant issues dealt with by the Committee.\*
- 6.3 The Chair of the Committee, or a deputy chosen from the Committee membership, shall attend and will be prepared to answer questions at the Annual General Meeting of the Company which relate to any matter within the remit of the Committee.\*

## 7 Governance and Resources

The Committee shall:

- 7.1 periodically review these Terms of Reference and recommend to the Board for approval any amendments the Committee considers necessary;
- 7.2 work and liaise as necessary with all other committees of the Board;
- 7.3 via the Secretary to the Committee, make available to new members of the Committee a suitable tailored induction process and, for all members, on-going training as discussed with the Committee;
- 7.4 conduct an annual self-assessment and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether it has performed in accordance with its responsibilities and whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its current workload is manageable;
- 7.5 in its decision making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and risk management implications of its decisions;
- 7.6 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary, who shall have independent access to the Chair of the Committee and to the services of Barclays Corporate Secretariat on Committee matters; and
- 7.7 have the power to engage independent counsel and other professional advisers at the expense of the Group and to invite them to attend meetings.

Barclays Corporate Secretariat

Approved by the Board: 8 February 2024