

SUBCONTRACTORS

1. INTRODUCTION

The purpose of this schedule is to document the minimum controls/requirements to be operated by or satisfied by the Supplier as a condition of the granting by Barclays of consent to subcontract to any Material Subcontractor pursuant to Clause 3.3.2 of the General Terms.

2. DEFINITIONS

Material Service means any service provided by a Subcontractor in connection with: (a) the provision of Products, Services and/or Deliverables; and/or (b) Processing or other use of any Protected Personal Data as permitted by a Contract, the failure of which (or any element of which) would (i) materially impact Barclays' business operations, reputation or profitability, (ii) adversely affect Barclays' ability to manage risk and comply with applicable laws and regulations, or which (iii) materially impact Barclays' customers in the event of any unauthorised access or disclosure, loss or theft of customer information;

Material Subcontractor means any Subcontractor that provides a Material Service; and

Subcontract means a contract between the Supplier and a Material Subcontractor for the provision by such Material Subcontractor of a Material Service;

3. MANAGEMENT OF MATERIAL SUBCONTRACTORS

The Supplier shall ensure that:

- (a) it has entered into a valid and legally binding Subcontract with each Material Subcontractor which contains a clear definition of the services to be provided by the Material Subcontractor and which requires the Material Subcontractor to comply with all relevant minimum control standards identified within this Agreement;
- (b) it undertakes performance reviews of each Subcontract at a frequency to be agreed with the Barclays Supplier Manager, but as a minimum on an annual basis, in line with Barclays guidelines (and evidences the same);
- (c) it obtains regular assurance, as a minimum on an annual basis, from each Material Subcontractor that the controls operated by such Material Subcontractor in delivery of the services remain effective (and evidences the same);
- (d) any control gaps identified by the reviews undertaken pursuant to sub-clauses (b) and (c) above are remediated as agreed with the Barclays Supplier Manager;
- (e) any issues or incidents within the environment of a Material Subcontractor that impact the services provided to Barclays are promptly reported to the Barclays Supplier Manager;
- (f) it reviews the financial position of each Material Subcontractor as a minimum on an annual basis;
- (g) each Material Subcontractor complies with all applicable regulatory standards and perform all relevant sanction and anti-bribery and corruption checks required by Barclays;
- (h) it promptly notifies Barclays if any Material Subcontractor is the subject of regulatory censure in the past year; and
- (i) it has an agreed exit strategy in place with each Material Subcontractor detailing how to manage a planned or unplanned exit of such Material Subcontractor to ensure minimum disruption to any services provided to Barclays.