

Barclays PLC Notice of Annual General Meeting 2021

Letter from the 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, 5 May 2021 at 11:00am at 1 Churchill Place, London E14 5HP and on an electronic platform as described below to enable shareholders to attend.

The AGM is an important event in the Company's corporate calendar providing an opportunity for us to engage with shareholders. We recognise that many of you were disappointed that COVID-19 restrictions and guidance at the time of our AGM last year meant that the opportunity for engagement was more restricted than is usually the case. I, and my fellow Directors, shared that frustration but it was important to put your health and safety first and to respect Government guidelines at the time.

At present, the UK Government's restrictions and guidance on non-essential travel and public gatherings remain in place. The UK Government has been clear that these restrictions and guidance will still be in place on 5 May 2021, meaning shareholders will not be able to attend the AGM physically.

We recognise that many shareholders value the opportunity to engage directly with the Board at the AGM. In order to maximise this engagement whilst respecting the restrictions and guidance on public gatherings, we are for the first time holding the AGM as a combined physical and electronic meeting (a so-called "hybrid" meeting) to enable shareholders to attend the AGM remotely and to vote and to raise questions in real time. Shareholders will be able to attend and vote at the AGM using electronic facilities and also raise questions using either the telephone or electronic facilities, by following the instructions set out on pages 28 to 31 of this document. The physical meeting will be attended by a limited number of Directors and employees required to conduct the business of the meeting.



This document is important and requires your immediate attention

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

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

Unfortunately, we will not be able to accommodate other shareholders at the physical meeting given the current UK Government restrictions and guidance.

In addition to asking questions at the AGM itself, you can submit questions in advance of the meeting in writing to the Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or by email to privateshareholderrelations@barclays.com.

We will consider all questions received and, if appropriate, address them at the AGM or in written responses. Responses to frequently asked questions will also be placed on the Company's website.

Although shareholders will not be able to attend the AGM physically, you will still be able to ensure that your votes are counted by attending the meeting electronically and voting by way of the electronic facilities provided, or by submitting your proxy in advance of the meeting, utilising one of the methods detailed in this document. You are strongly encouraged to complete and submit a Proxy Form appointing the Chair of the meeting as your proxy as this will ensure your votes are cast in accordance with your wishes even if you plan to attend the AGM electronically. Please be aware that if you appoint anyone other than the Chair of the meeting as your proxy, they will not be able to physically attend the meeting. Appointing a proxy will not prevent you from attending the AGM electronically and voting on the day. See pages 22 and 25 to 26 for further information on how to appoint a proxy.

The following pages contain the Notice of AGM, setting out the business that will be proposed and the procedures for voting on the relevant resolutions.

Our Articles of Association do not include detailed provisions relating to convening and conducting hybrid meetings and therefore, we are proposing to amend our Articles of Association to include such provisions so we allow for the maximum flexibility in how we might convene and conduct general meetings in future years. The proposed changes would not, however, permit the Company to hold general meetings solely by electronic means, so physical

meetings will still be required and the Directors intend to continue the practice of attending general meetings in person absent exceptional circumstances. We are also taking the opportunity to make some other more minor changes to update the Articles of Association to reflect changes in law and best practice. Further details of these proposed changes are set out in the Notice of AGM and in Appendix 1.

As set out in the Notice of AGM, this year we are recommending the appointment of Julia Wilson as a Non-Executive Director of the Company. Julia brings significant and relevant experience to the Board. She is due to join the Board on 1 April 2021 and her biography is set out on page 4 below.

Each of the Directors who are seeking reappointment was subject to an individual effectiveness review, further details of which can be found in the 2020 Annual Report which is available at home.barclays/annualreport. 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 fully to Barclays in line with agreed time commitments. Further information can be found in their biographies on pages 5 to 6 of this document and on pages 60 to 63 and 86 of the 2020 Annual Report.

As part of our Director effectiveness review process, the Board also had regard to the conclusions it reached last year, which remain unchanged, in relation to the regulatory investigations by the Prudential Regulation Authority (the "PRA") and Financial Conduct Authority in relation to the Chief Executive Officer of the Company and its consolidated subsidiaries (the "Group"), which were announced last year and which remain ongoing. Further details are available on page 86 of the 2020 Annual Report. The Board's governance processes have been rigorously followed in relation to this matter, and I will simply repeat here what we have said previously: Jes retains the full confidence of the Board, and is being unanimously recommended for re-election.

Letter from the Group Chairman continued

As in previous years, we will also be putting forward resolutions relating to ordinary business at the AGM. Please refer to the explanatory notes relating to each of the resolutions.

All resolutions at the AGM will be put to a vote on a poll, rather than being decided by a show of hands. The Board believes that this results in a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they are able to attend the meeting. On a poll, each shareholder has one vote for every share held. The results of the voting on the resolutions will be announced to the London Stock Exchange and published on our website as soon as possible after the conclusion of the meeting.

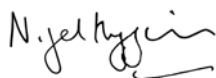
You will note that there is one resolution that has not been put forward by the Company. This concerns Barclays' environmental policies and is very similar in many ways to the ShareAction resolution which shareholders rejected last year. I would like to say three things about our position on the environment in order to explain why we do not wish to adopt the Market Forces requisitioned resolution. First, we have a clear policy, endorsed by over 99% of votes cast by our shareholders at our AGM last year and reinforced by the announcement which we made in November with more detail around our BlueTrack™ methodology and the specific targets which we have set out for our broad financing activities in energy and power. Secondly, Barclays recognises that the frontier of what constitutes a very positive position on the climate challenge moves forward all the time. We seek to move with it, and indeed have only recently announced the next two sectors which will be subject to climate change limits, and we have made considerable investments in both our environmental policy team and the green energy teams in banking. We have discussed with many shareholders how we would further refine our policies, but at the same time we need to adopt a consistent approach with clients, allow time for dialogue with clients and monitor the effectiveness of our approach. Thirdly, we are not in favour of policies which "phase out" energy clients, in particular those whom we expect to play a major and beneficial role in the energy transition.

The Board believes that all of the resolutions set out in the Notice of AGM, **with the exception of resolution 29**, 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 28, as the Directors intend to do in respect of their own beneficial holdings.

The Board does not consider resolution 29 to be in the best interests of the Company and its shareholders as a whole and **RECOMMENDS THAT YOU VOTE AGAINST RESOLUTION 29**, as the Directors intend to do in respect of their own beneficial holdings.

The Board very much hopes that, with progress on the roll-out of a COVID-19 vaccine, next year shareholders will be able to attend our AGM physically and meet the Directors face-to-face. In the future, and when circumstances permit, the Board expects to alternate AGM venues between London and a venue other than London where Barclays has a significant business or customer presence.

Thank you for your continued co-operation and understanding during these challenging and extraordinary times. I very much look forward to being able to welcome you to this year's AGM electronically.



Nigel Higgins
Group Chairman
Barclays PLC
30 March 2021

HOW TO ATTEND THE AGM

Details of how to attend and vote at the AGM at 11:00am on Wednesday, 5 May 2021 using the electronic facilities being made available, and details of how to ask questions relating to the business of the meeting (whether through the Lumi AGM online platform or by telephone) are set out on pages 28 to 31 below and at home.barclays/aggm.

If you are attending the AGM electronically, you will still be able to ask questions either through the Lumi AGM online platform or by telephone. Dial-in details will be made available through the Lumi AGM online platform (available to access from 2:00pm on Tuesday, 4 May 2021 in order for you to complete the registration process in advance of the AGM itself, should you wish to do so) by following the instructions shown on-screen. Alternatively, if you are unable to access the electronic facilities, or would prefer to listen to the AGM and ask questions by telephone instead of using the electronic facilities, please contact our registrar, Equiniti, for dial-in details. These will be available from 9:00am on Tuesday, 4 May 2021. Equiniti's contact details are set out on page 27 below. Please note that participation by telephone only will not constitute formal attendance at the AGM and shareholders will not be able to vote on any resolutions by telephone. Instead you will need to vote by submitting your Proxy Form in advance of the meeting, utilising one of the methods detailed in this document. Further information about joining by telephone only can be found on page 24 below.

The Board will keep the arrangements for the AGM under review and may make further changes to allow physical shareholder attendance if the UK Government's restrictions and guidance permit this at the time of the AGM. However, we do not expect this to be the case in light of the current restrictions and guidance. Any changes to the AGM arrangements will be published on the Company's website at home.barclays/aggm and announced through a Regulatory Information Service. Shareholders should continue to monitor the Company's website for any announcements and updates.

The Board

When making new Board appointments, a formal, rigorous and transparent process is followed. All Board appointments are based on merit using objective criteria, and within this context Barclays seeks to promote diversity of gender, ethnicity, cognitive and personal strengths and social background. The Directors take into account the current skills, experience and diversity of the Board, together with desired attributes identified by the Board. The Directors also consider the experience that is, or will be, lost through recent and planned retirements, to ensure that the Board maintains the skills, knowledge and expertise it needs to operate effectively and create and deliver sustainable shareholder value. When identifying candidates and subsequently appointing a new Director, the Board considers the individual's other commitments and their ability to devote sufficient time to Barclays.

Since the 2020 AGM, the Board has approved the appointment of Julia Wilson as a Non-Executive Director, having undergone a formal selection process that evaluated the skills and experience that she could bring to the Board (as outlined above).

The Board undertakes a review of both its performance and the performance of each of the Directors annually. The 2020 assessment was internally facilitated and, having evaluated the findings, the Board considered the performance of each Director to be effective, and hence the Board is recommending each continuing Director's re-election. In addition, the Board has determined (including by considering each Director's length of tenure) that all current Non-Executive Directors standing for election or re-election (as appropriate) at the 2021 AGM are independent. This decision is based on the provisions of the UK Corporate Governance Code and behaviours determined by the Board to be essential indicators of independence.

Director standing for election



Julia Wilson
Non-Executive
Director

Resolution: 3

Directors standing for re-election



Mike Ashley
Non-Executive
Director

Resolution: 4



Tim Breedon, CBE
Non-Executive
Director

Resolution: 5



Mohamed A. El-Erian
Non-Executive
Director

Resolution: 6



Dawn Fitzpatrick
Non-Executive
Director

Resolution: 7



Mary Francis, CBE
Non-Executive
Director

Resolution: 8



Crawford Gillies
Non-Executive
Director

Resolution: 9



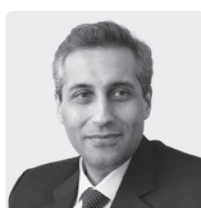
Brian Gilvary
Senior Independent
Director

Resolution: 10



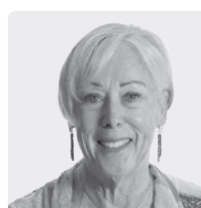
Nigel Higgins
Non-Executive
Director and Group
Chairman

Resolution: 11



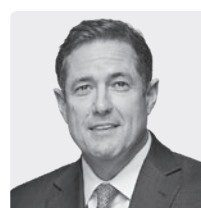
Tushar Morzaria
Group Finance
Director

Resolution: 12



Diane Schueneman
Non-Executive
Director

Resolution: 13



James Staley
Group Chief Executive

Resolution: 14

Notice of AGM

Notice is hereby given that the 2021 Annual General Meeting (the "AGM") of Barclays PLC (the "Company") will be held at 1 Churchill Place, London E14 5HP and on an electronic platform, on Wednesday, 5 May 2021 at 11:00am to transact the following business

Resolutions

The resolutions numbered 1 to 18, 21 and 25 to 27 are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 19, 20, 22, 23, 24, 28 and 29 are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

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 2020, now laid before the meeting, be received.

Barclays is required by the Companies Act 2006 (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 2020) (the "2020 Annual Report") which are available at home.barclays/annualreport.

Directors' Remuneration Report

2. That the Directors' Remuneration Report for the year ended 31 December 2020, now laid before the meeting, be approved.

The Act requires quoted companies to present to their shareholders for approval a Directors' Remuneration Report. The Directors' Remuneration Report for the year ended 31 December 2020 appears on pages 108 to 142 of the 2020 Annual Report, which is available at home.barclays/annualreport.

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

The Directors' Remuneration Policy was approved by shareholders at the AGM held on 7 May 2020 for a period of up to three years and is therefore, not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the AGM in 2023. A summary of the Directors' Remuneration Policy can be found on pages 115 to 117 of the 2020 Annual Report.

Appointment of Directors joining the Board since the last AGM

The Company's Articles of Association provide that any new Director appointed by the Board during the year may hold office only until the next AGM, when that Director must stand for appointment by the shareholders. Julia Wilson has joined the Board since the last AGM and is accordingly seeking appointment by shareholders.

3. That Julia Wilson be appointed a Director of the Company.

Relevant skills and experience: Julia is a chartered accountant and is the Group Finance Director of 3i Group plc, having served on its board since 2008. She started her career at Arthur Andersen and prior to joining 3i was Group Director of Corporate Finance at Cable & Wireless where she also held a number of finance related roles. Julia has also developed her experience and reputation as a non-executive director at Legal & General Group PLC since her appointment in 2011. She chaired L&G's Audit Committee between 2013-2016 and was Senior Independent Director from 2016 until she stepped down from L&G in March 2021 after nine years' board service. Julia brings significant financial, tax and accounting experience to the Board, coupled with strong financial services expertise.

Tenure: to be appointed 1 April 2021

Independent: Yes

Key current appointments: Group Finance Director, 3i Group plc; Chair, 'The 100 Group' of FTSE 100 Finance Directors

Committee membership: Board Audit Committee

Annual re-election of Directors

Provision 18 of the UK Corporate Governance Code recommends that all directors of listed companies should be subject to annual re-election by shareholders. The Directors standing for re-election in light of this provision are listed in resolutions 4 to 14 below.

4. That Mike Ashley be reappointed a Director of the Company.

Relevant skills and experience: Mike has deep knowledge of accounting, auditing and associated regulatory issues, having previously worked at KPMG for over 20 years. Mike's former roles include acting as the lead engagement partner on the audits of large financial services groups including HSBC, Standard Chartered and the Bank of England, as Head of Quality and Risk Management for KPMG Europe LLP and as KPMG UK's Ethics Partner. The Board benefits from his extensive experience in accounting, auditing and financial reporting and therefore Mike continues to contribute to the long-term sustainable success of the business.

Tenure: appointed September 2013

Independent: Yes

Key current appointments: Member, Cabinet Office Board; Board Member, UK Endorsement Board; Member, International Ethics Standards Board for Accountants; Member, ICAEW Ethics Standards Committee; Treasurer, The Scout Association

Committee membership: Board Audit Committee (Chair), Board Nominations Committee, Board Risk Committee

5. That Tim Breedon be reappointed a Director of the Company.

Relevant skills and experience: Tim's continued contribution to Barclays' strategy and long-term sustainable success comes from his extensive financial services experience, knowledge of risk management and UK and EU regulation, as well as an understanding of key investor issues. He had a distinguished career with Legal & General, where, among other roles, he was the Group CEO until June 2012, and this experience enables Tim to provide challenge, advice and support to management on business performance and decision-making.

Tenure: appointed November 2012

Independent: Yes

Key current appointments: Chairman, Apax Global Alpha Limited; Non-Executive Director, Quilter PLC

Committee membership: Board Audit Committee, Board Nominations Committee, Board Remuneration Committee, Board Risk Committee (Chair)

6. That Mohamed A. El-Erian be reappointed a Director of the Company.

Relevant skills and experience: Mohamed is a highly respected economist and investor, with considerable experience in the asset management industry and multilateral institutions. He is President of Queens' College Cambridge and a part-time adviser to Allianz, the corporate parent of Pacific Investment Management Company (PIMCO LLC) where he formerly served as Chief Executive and Co-Chief Investment Officer. As well as serving on several advisory committees and boards, Mohamed is a regular columnist for Bloomberg Opinion and a contributing editor at the Financial Times. He has also published widely on international economic and financial topics. He spent 15 years at the IMF where he served as Deputy Director before moving to the private sector and financial services. Mohamed's acute knowledge and understanding of international economics and the financial services sector strengthens the Board's capacity for overseeing the strategic direction and development of the Company and the Group. Mohamed's knowledge and experience enables him to contribute to the long-term sustainable success and strategy of the business.

Tenure: appointed January 2020

Independent: Yes

Key current appointments: Lead Independent Director, Under Armour Inc.; Chief Economic Advisor, Allianz SE; Chairman, Gramercy Funds Management; Senior Adviser, Investcorp Bank BSC; President, Queens' College, Cambridge University

Committee membership: Board Risk Committee

7. That Dawn Fitzpatrick be reappointed a Director of the Company.

Relevant skills and experience: Dawn is a highly experienced financial executive who holds the role of Chief Investment Officer at Soros Fund Management LLC. Her previous experience includes 25 years with UBS and its predecessor organisations, most recently as Head of Investments for UBS Asset Management. Her knowledge of the businesses and markets in which the Group operates further strengthens the depth and range of relevant sector skills and experience across the Board. This enables Dawn to challenge and contribute effectively to the Group's operations and the long-term sustainable success of the business.

Tenure: appointed September 2019

Independent: Yes

Key current appointments: Chief Investment Officer, Soros Fund Management LLC; Member, The New York Federal Reserve's Investor Advisory Committee on Financial Markets; Member, Advisory Board and Investment Committee of the Open Society Foundations' Economic Justice Programme; Advisory Council Member, The Bretton Woods Committee

Committee membership: Board Risk Committee

8. That Mary Francis be reappointed a Director of the Company.

Relevant skills and experience: Mary has extensive and diverse board-level experience across a range of industries, including her previous Non-Executive Directorships of the Bank of England, Alliance & Leicester, Aviva, Centrica and Swiss Re Group. Through her former senior executive positions with HM Treasury and the Prime Minister's Office, and as Director General of the Association of British Insurers, she brings to the Board a strong understanding of the interaction between public and private sectors, skills in strategic decision-making and reputation management and promotes strong board governance values, which enables her to continue to contribute effectively to the long-term sustainable success of the Group.

Tenure: appointed October 2016

Independent: Yes

Key current appointments: Non-Executive Director, Valaris PLC; Senior Independent Director, PensionBee Ltd; Member of Advisory Panel, The Institute of Business Ethics; Member, UK Takeover Appeal Board

Committee membership: Board Remuneration Committee

9. That Crawford Gillies be reappointed a Director of the Company.

Relevant skills and experience: Crawford is a senior member of the Board having held the role of Senior Independent Director prior to 1 January 2021. He is also Chair of Barclays Bank UK PLC (subject to regulatory approval). He has extensive business transformation and management experience at executive and board level spanning over 30 years. Beneficial to the Board and to Barclays' strategy and long-term sustainable success is his key understanding of stakeholder needs and his experience in international and cross-sector organisations, strong leadership and strategic decision-making.

Tenure: appointed May 2014

Independent: Yes

Key current appointments: Chairman, Edrington Group

Committee membership: Board Nominations Committee

Notice of AGM continued

10. That Brian Gilvary be reappointed a Director of the Company.

Relevant skills and experience: Brian was appointed to the Board with effect from 1 February 2020 and took on the role of Senior Independent Director on 1 January 2021. He is an experienced executive having served on the Board of BP p.l.c. as Chief Financial Officer from 2012 to 2020. Brian's BP career spanned Upstream, Downstream and Trading based in the UK, USA and Europe. Previously, he held several senior financial and commercial roles, including member of the Board of TNK-BP (a BP Russian JV), Chief Executive of BP's commodity trading division and Commercial Director of the downstream division.

His other senior-level experience includes serving on the boards of various commercial and charitable organisations. Brian was also Chairman of the FTSE 100 Group of Finance Directors from 2018 to 2020, a member of the UK Treasury Financial Management Review Board from 2014 to 2017 and has served on various HRH Prince of Wales' Business in the Community Leadership Teams from 2007 to 2009. Brian brings to the Board his extensive experience of management, finance and strategy gained at BP and other public and private boards, along with deep experience of US and UK shareholder engagement. His experience with, and understanding of, the challenges and opportunities inherent in advancing a sustainable energy future will be invaluable as Barclays considers how it can help to accelerate the transition to a low-carbon world.

Tenure: appointed February 2020

Independent: Yes
(Senior Independent Director)

Key current appointments: Non-Executive Director, Air Liquide S.A.; Executive Chairman, INEOS Energy, an INEOS group company

Committee membership: Board Remuneration Committee (Chair, subject to regulatory approval), Board Nominations Committee, Board Risk Committee

11. That Nigel Higgins be reappointed a Director of the Company.

Relevant skills and experience: Nigel is the Group Chairman. He is also Chairman of Barclays Bank PLC. Nigel has extensive experience in, and understanding of, banking and financial services, gained through a 36-year career at Rothschild & Co. where he was most recently Deputy Chairman. Prior to that he was Chairman of the Group Executive Committee and Managing Partner of Rothschild & Co. He is a seasoned business leader with a strong track record in leading and chairing a range of organisations and in acting as a strategic adviser to multiple major international corporations and governments. The breadth of Nigel's knowledge and operational experience with international banking groups, building teams and culture and growing businesses are all hugely beneficial to Barclays, and enables Nigel to contribute to the strategic direction and long-term sustainable success of Barclays.

Tenure: appointed as a Non-Executive Director March 2019; appointed as Group Chairman May 2019

Independent: Yes

Key current appointments: Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval Group

Committee membership: Board Nominations Committee (Chair)

12. That Tushar Morzaria be reappointed a Director of the Company.

Relevant skills and experience: Tushar is a chartered accountant and joined the Barclays Board and Executive Committee as Group Finance Director in October 2013. As part of his role he is responsible for Finance, Tax, Treasury, Investor Relations and Strategy. His extensive knowledge of strategic financial management, investment banking and operational and regulatory relations enable him to contribute effectively to Barclays' long-term sustainable success. He has worked in investment banking for most of his career and held various roles at SG Warburg, Credit Suisse and JPMorgan. Immediately prior to joining Barclays he was CFO of the Corporate and Investment Bank at JPMorgan Chase. Tushar is currently Chair of the Working Group on Sterling Risk Free Reference Rates and a Non-Executive Director on the BP p.l.c. board and a member of its Audit and Remuneration Committees.

Tenure: appointed October 2013

Independent: No

Key current appointments: Non-Executive Director, BP p.l.c.; Member, 100 Group Main Committee; Chair, Sterling Risk Free Reference Working Group

Committee membership: None

13. That Diane Schueneman be reappointed a Director of the Company.

Relevant skills and experience: Diane is a member of the Board, Chair of Barclays Execution Services Limited and a member of the Board of Barclays US LLC. She brings to Barclays a wealth of experience in managing global, cross-discipline business operations, client services and technology in the financial services industry, which enables her to robustly challenge the Group's strategy and support the long-term sustainable success of Barclays. Diane had an extensive career at Merrill Lynch, holding a variety of senior roles, including responsibility for providing technology, operations, and client services across retail, middle markets, and wholesale markets.

Tenure: appointed June 2015

Independent: Yes

Key current appointments: None

Committee membership: Board Audit Committee, Board Nominations Committee, Board Risk Committee

14. That James Staley be reappointed a Director of the Company.

Relevant skills and experience: Jes has nearly four decades of extensive experience in banking and financial services. He brings a wealth of investment banking knowledge to the Board as well as strong executive leadership, and this contribution is reflected in Barclays' strategy and in the long-term sustainable success of the business. He previously worked for more than 30 years at JP Morgan where he initially trained as a commercial banker, later advancing to the leadership of major businesses involving equities, private banking and asset management, and ultimately heading JP Morgan's Global Investment Bank.

Tenure: appointed December 2015

Key current appointments: Board Member, Bank Policy Institute; Board Member, Institute of International Finance

Committee membership: None

Reappointment of Auditors

15. 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.

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.

Auditors' remuneration

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

The Directors may set the remuneration of the Auditors if authorised to do so by the shareholders. This resolution seeks authority for the Board Audit Committee to set the Auditors' remuneration for 2021. Under the Competition and Markets Authority's Statutory Audit Services Order, the 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 2020 and details of how the effectiveness and independence of the external auditors is monitored and assessed can be found in the 2020 Annual Report (available at home.barclays/annualreport).

Political donations

17. 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 £25,000 in total;
- (b) make donations to political organisations, other than political parties, not exceeding £25,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2022 or on 30 June 2022, 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.

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

However, the definitions of political donations and political expenditure used in the Act are very wide. As a result, they may cover activities that form part of relationships that are an accepted part of engaging with the Group's stakeholders to ensure that issues and concerns affecting the operations of Barclays are considered and addressed, but which would not be considered as political donations or political expenditure in the layman's sense. The activities referred to above are not designed to support any political party nor to influence public support for any political party or political outcome.

The authority the Company is requesting is similar to that given by shareholders at the AGM in 2020 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act.

General authority to allot shares and equity securities

18. That, in substitution for all existing authorities but without prejudice 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:

- (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 £1,487,109,088, \$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 £2,894,218,177 (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 18) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2022 or the close of business on 30 June 2022, 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.

Resolution 18 is divided into two parts which, in total, will give the Board authority to allot all of the preference shares (denominated in Pound Sterling and other currencies) that were created in 2008 and, in certain circumstances (explained below), ordinary shares up to an amount approximately equal to two-thirds of the Company's current issued ordinary share capital (excluding shares held in treasury). As at 17 March 2021, the Company did not hold any treasury shares.

Paragraph (a) of the resolution will give the Board a general authority to allot all of the unissued preference shares in the Company and up to a maximum aggregate nominal amount of £1,447,109,088 of ordinary shares, being equivalent to one-third of the Company's issued ordinary share capital as at 17 March 2021.

Paragraph (b) of the resolution will give authority to the Board to allot ordinary shares up to two-thirds of the current issued ordinary share capital, provided the allotment is made in connection with a rights issue (an offer made to existing shareholders allowing them to purchase ordinary shares in proportion to their existing holdings) in favour of holders of equity securities (which would include ordinary shareholders).

The amount in paragraph (b) would be reduced by the nominal amount of any ordinary shares already issued or assigned under the authority conferred by paragraph (a) of this resolution, so that the Company would not have the power to issue in total more than two-thirds of the current issued ordinary share capital pursuant to the authority granted by this resolution. However, if resolution 21 is passed, the Board would have the additional authority to allot shares or grant rights to subscribe for, or to convert any security into, shares up to an amount approximately equal to 19.00% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 17 March 2021, as further described in resolution 21.

Resolution 18 is in line with guidance issued by the Investment Association ("IA").

The Directors are also seeking renewed authority under resolution 21 for the issuance of contingent Equity Conversion Notes ("ECNs") that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances.

The Board has no current plans to make use of the authority sought under this resolution 18. The authority is, however, sought to ensure that the Company has maximum flexibility in managing the Group's capital resources. Annual renewal of this authority is sought in accordance with best practice.

This authority would remain in force until the end of the AGM in 2022 or the close of business on 30 June 2022, whichever is the earlier, unless previously renewed, varied or revoked.

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

19. That, in substitution for all existing authorities, but without prejudice to any authority granted pursuant to resolutions 20 and 22, if passed, and subject to the passing of resolution 18, the Directors be generally authorised pursuant to section 570 and section 573 of the Act to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority granted by resolution 18 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 18, 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 18 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 £217,066,363 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 17 March 2021; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the AGM of the Company to be held in 2022 or the close of business on 30 June 2022, 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.

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

The effect of this resolution 19 is to renew the authority given to the Board in previous years to allot equity securities (which for these purposes includes the sale of treasury shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example, where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. Resolution 19 would grant the authority to allot a limited number of equity securities (5% of the issued ordinary share capital as at 17 March 2021) for cash without first offering them to existing shareholders. This 5% can be used for general corporate purposes.

In line with the Pre-Emption Group Statement of Principles on Disapplying Pre-emption Rights 2015 ("Statement of Principles") the Company is requesting authority to allot equity securities up to an additional 5% of the issued share capital for specified additional purposes, as set out in resolution 20 below.

In addition, the Company is again seeking authority under resolutions 21 and 22 for the issuance of ECNs, or shares to be issued upon conversion or exchange of ECNs, without first offering those equity securities to existing shareholders.

The authority in this resolution 19 would remain in force until the end of the AGM in 2022 or the close of business on 30 June 2022, whichever is the earlier, unless previously renewed, varied or revoked.

Annual renewal of this authority is sought in accordance with best practice, and in line with the Statement of Principles. There are no current plans to make use of the authority contemplated by this resolution 19, but the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. The Company does not intend to issue more than 7.5% of its issued ordinary share capital on a non-pre-emptive basis in any three-year period, without prior consultation with shareholders, in exercise of the authority contemplated by this resolution. However, if passed, resolutions 21 and 22 would allow this level to be exceeded for the issuance of ECNs, or conversion or exchange of ECNs.

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

20. That, in addition to any authority granted pursuant to resolutions 19 and 22, if passed, and subject to the passing of resolution 18, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £217,066,363 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 17 March 2021; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights 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 2022 or the close of business on 30 June 2022, 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.

This resolution 20 would give the Directors the authority to allot additional equity securities or sell treasury shares (up to approximately 5% of the issued ordinary share capital as at 17 March 2021) for cash, without first offering them to existing shareholders.

Together with resolution 19, if passed, this would give the Company the authority to disapply pre-emption rights over 10% of its issued share capital, up to a nominal amount of £434,132,726 as at 17 March 2021.

The additional authority is being sought in line with the Statement of Principles. The authority to allot the additional 5% requested in this resolution 20 would be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, the authority in this resolution 20 would remain in force until the end of the AGM in 2022 or the close of business on 30 June 2022, whichever is the earlier, unless previously renewed, varied or revoked.

The Board has no current plans to make use of the authority contemplated by this resolution 20 but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources.

Additional general authority to allot equity securities in relation to the issuance of contingent ECNs

21. That, in addition to any authority granted pursuant to resolution 18, 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 2022 or the close of business on 30 June 2022, 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.

The effect of this resolution 21 is to give the Directors the authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, up to an aggregate nominal amount of £825,000,000 representing approximately 19.00% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 17 March 2021. As at 17 March 2021, the Company did not hold any shares in treasury.

Barclays must meet minimum regulatory capital requirements in the countries in which it operates. ECNs are issued and designed to qualify towards Tier 1 capital requirements as Additional Tier ("AT1") capital instruments. As at 17 March 2021, Barclays has chosen to meet its AT1 capital requirements through the issuance of ECNs and had £11.2 billion equivalent of ECNs in issue. The authorities under this resolution 21 and resolution 22 will be used for the sole purpose of issuing ECNs (i.e. Barclays would not use this specific mandate to issue new shares for any other purpose).

In order to qualify as AT1 capital, securities must satisfy certain regulatory requirements. This includes a requirement that the relevant securities include a provision under which the principal amount of the securities is written down or converted into Common Equity Tier 1 ("CET1") capital upon the occurrence of a specified trigger event. In the case of current outstanding ECNs, they would be converted into, or exchanged for, new ordinary shares in the Company, if Barclays' fully loaded CET1 ratio fell below 7%. It is Barclays' current expectation that future ECNs issued by the Company will contain the same capital trigger, subject to any future dialogue we may have with the PRA. The terms and conditions for ECNs specify (among other things) the defined trigger point as well as a conversion price, or a mechanism for setting a conversion price, which is the rate at which the ECNs will be converted into or exchanged for ordinary shares.

The authority sought in this resolution 21 renews (and is in the same form as) the authority granted by the Company's shareholders at each AGM since 2013 in relation to ECNs. This authority is in addition to the authority proposed in resolution 18, which is the usual authority sought on an annual basis in line with guidance issued by the IA. The nominal amount of ordinary shares which may be issued on a non-pre-emptive basis upon conversion of the ECNs under this resolution 21 and resolution 22 is equal to the amount approved last year.

The authority sought in this resolution 21 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group. The authority will remain in force until the end of the AGM in 2022 or the close of business on 30 June 2022, whichever is the earlier, unless previously renewed, varied or revoked. The Company intends to seek a similar authority on an annual basis.

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

22. That, in addition to any authorities granted pursuant to resolutions 19 and 20, if passed, and subject to the passing of resolution 21, 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 21, 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 2022 or the close of business on 30 June 2022, 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.

The effect of this resolution 22 is to give the Directors authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, without first offering them to existing shareholders. This will allow the Company to manage its capital in the most efficient and economical way for the benefit of shareholders. If passed, this resolution will authorise the Directors to allot shares and grant rights to subscribe for, or to convert any security into, shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of £825,000,000 representing approximately 19.00% of the Company's issued ordinary share capital as at 17 March 2021, such authority to be exercised in connection with the issue of ECNs.

As more fully set out in the note to resolution 21, Barclays has chosen to meet its AT1 capital requirements through the issuance of ECNs and, as at 17 March 2021, the Company had £11.2 billion equivalent of ECNs in issue. The authorities under resolution 21 and this resolution 22 will be used for the sole purpose of issuing ECNs (i.e. Barclays would not use this specific mandate to issue new shares for any other purpose).

The authority sought in this resolution 22 renews (and is in the same form as) the authority granted by the Company's shareholders at each AGM since 2013 in relation to ECNs. This authority is in addition to the authorities proposed in resolutions 19 and 20, which are the usual authorities sought on an annual basis in line with guidance issued by the IA. The nominal amount of ordinary shares which may be issued on a non-pre-emptive basis upon conversion of the ECNs under resolution 21 and this resolution 22 is equal to the amount approved last year.

The authority sought in this resolution 22 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group. The authority will remain in force until the end of the AGM in 2022 or the close of business on 30 June 2022, whichever is the earlier, unless previously renewed, varied or revoked. The Company intends to seek a similar authority on an annual basis.

Purchase of own shares

23. 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 1,736,530,906 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 2022 or the close of business on 30 June 2022, 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).

Further to the announcements on 18 February 2021 and 19 March 2021, the Company has commenced a share buyback programme in an amount of up to £700 million (the "Share Buyback") pursuant to the authority granted at last year's AGM. The Share Buyback is expected to end no later than 4 August 2021. Any shares purchased by the Company under the Share Buyback are to be cancelled.

This resolution 23 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 in the interests of shareholders and expected it would lead to an increase in the Company's earnings per share. It is the Board's intention to supplement the ordinary dividends with additional cash returns, including share buy backs to shareholders as and when appropriate.

The authority would be restricted to a maximum of 1,736,530,906 ordinary shares. This is not more than 10% of the issued share capital as at 17 March 2021.

To the extent that purchases are made to the fullest extent permitted under the Share Buyback and/or should the Board decide to purchase some of the Company's own shares pursuant to this authority, existing rights to subscribe for shares would represent a marginally increased proportion of the issued share capital as at 17 March 2021. Details are as follows:

- the total number of ordinary shares that may be issued on the exercise of outstanding options as at 17 March 2021 is 292,883,494 which represents approximately 1.69% of the issued share capital at that date. As at 17 March 2021, there were no warrants over ordinary shares outstanding; and
- if the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of ordinary shares subject to outstanding options would represent approximately 1.87% of the issued share capital as at 17 March 2021.

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 employees' 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 this resolution, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. 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 2022 or the close of business on 30 June 2022, whichever is the earlier, unless previously renewed, varied or revoked.

General meetings

24. 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 2022 or the close of business on 30 June 2022, whichever is the earlier.

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 this resolution 24 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 2022 or the close of business on 30 June 2022, whichever is the earlier.

Barclays Long Term Incentive Plan

25. That the renewal of the Barclays Long Term Incentive Plan (the "LTIP"), the principal terms of which are summarised in Appendix 2 and the draft rules of which are produced to the meeting and signed by the Chair of the meeting for the purposes of identification, be and is hereby approved by the Company and the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient for the purposes of implementing and operating the LTIP (including amending the rules of the LTIP).

This resolution 25 proposes the approval of the renewal of the LTIP, on the same terms as the existing plan which was approved by shareholders on 27 April 2011 and which expires on 27 April 2021. The principal terms of the LTIP are described in Appendix 2 on pages 15 to 16 of this Notice.

A copy of the rules of the LTIP will be available for inspection on the Company's website at home.barclays/agm and (upon prior appointment and subject to the UK Government's restrictions and guidance at the applicable time) at the Company's registered office, 1 Churchill Place, London E14 5HP during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting.

Barclays Group Share Value Plan

26. That the renewal of the Barclays Group Share Value Plan (the "SVP"), the principal terms of which are summarised in Appendix 3 and the draft rules of which are produced to the meeting and signed by the Chair of the meeting for the purposes of identification, be and is hereby adopted by the Company and the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient for the purposes of implementing and operating the SVP (including amending the rules of the SVP).

This resolution 26 proposes the approval of the renewal of the SVP, on broadly similar terms to the existing plan which was approved by shareholders on 27 April 2011 and which expires on 27 April 2021. The principal differences to the existing plan and terms of the SVP are described in Appendix 3 on pages 17 to 18 of this Notice.

A copy of the rules of the SVP will be available for inspection on the Company's website at **home.barclays/agm** and (upon prior appointment and subject to the UK Government's restrictions and guidance at the applicable time) at the Company's registered office, 1 Churchill Place, London E14 5HP during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting.

Authority to reintroduce a scrip dividend programme

27. That the Directors be authorised to exercise the power contained in Article 132 of the Company's Articles of Association so that, to the extent and on such terms and conditions determined by the Directors, the holders of ordinary shares be permitted to elect to receive new ordinary shares credited as fully paid instead of cash in respect of all or part of any future dividend (including any interim dividend, declared or paid by the Directors or declared by the Company in general meeting (as the case may be), during the period commencing on the date of this resolution and ending on the earlier of 30 April 2024 and the beginning of the third AGM of the Company following the date of this resolution to the extent that the Directors decide, at their discretion, to offer a scrip dividend alternative in respect of such dividend.

As announced on 18 February 2021, Barclays has decided to cease to offer the scrip dividend programme (the "Programme") and will no longer offer a scrip alternative for dividends. Under the terms of the Programme, ordinary shareholders and ADR holders were able to elect to receive new fully paid ordinary shares in Barclays in lieu of receiving a cash dividend. For those shareholders who wish to elect to use their cash dividends to purchase additional ordinary shares in the market, rather than receive a cash payment, Barclays has arranged for its registrar, Equiniti, to provide and administer a dividend re-investment plan ("DRIP"). Further information about the DRIP is available on our website at **home.barclays/investor-relations/shareholder-information/dividends/**.

This resolution 27 will grant the Directors the authority to reintroduce the Programme if the Board deems it appropriate or desirable to do so in the future.

The Board believes that seeking authority to be able to reintroduce the Programme will allow the Company greater flexibility in managing its capital resources going forward.

The Company's Articles of Association permit the Directors to seek this authority in relation to offering a scrip dividend alternative for a period of up to five years. However, in line with current investor protection guidelines the authority contained in this resolution is sought for three years. Unless circumstances change we would expect to seek an extension of this authority at the AGM of the Company to be held in 2024.

Amendments to Articles of Association

28. That the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Resolution 28 proposes the adoption of new articles of association of the Company (the "New Articles") in place of the Company's existing articles of association which were adopted in 2010 and subsequently amended in 2013 (the "Existing Articles") with effect from the conclusion of the meeting. The changes being introduced in the New Articles are summarised in Appendix 1 and are primarily to reflect certain changes in company legislation and developments in market practice since the Existing Articles were last amended.

A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection on the Company's website at **home.barclays/agm** and (upon prior appointment and subject to the UK Government's restrictions and guidance at the applicable time) at the Company's registered office, 1 Churchill Place, London E14 5HP during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting.

Market Forces requisitioned resolution on climate change – NOT SUPPORTED BY YOUR BOARD

29. To promote the long-term success of the company, given the risks and opportunities associated with climate change, the company and the Directors be authorised and directed by the shareholders to:

1. Set, disclose and implement a strategy, with further and improved short-, medium-, and long-term targets, to phase out its provision of financial services⁽¹⁾ to fossil fuel (coal, oil and gas) projects and companies⁽²⁾ in timeframes consistent with Articles 2.1(a) and 4.1 of the Paris Agreement⁽³⁾.
2. Report annually on progress under that strategy, starting from 2022, including a summary of the framework, methodology, timescales and core assumptions used, omitting commercially confidential or competitively sensitive information, and at reasonable cost.

Footnotes:

- 1) Particularly its financing activities, including project finance, corporate finance and underwriting
- 2) Including companies within the Global Industry Classification Standard-defined energy sector, gas utility companies, and electric utility companies that engage in generation and distribution of electricity using fossil fuel sources
- 3) http://unfccc.int/files/essential_background/convention/application/pdf/english_paris_agreement.pdf

Resolution 29 has been requisitioned by a group of shareholders co-ordinated by Market Forces. The Board does not consider resolution 29 to be in the best interests of the Company and its shareholders as a whole and **RECOMMENDS THAT YOU VOTE AGAINST RESOLUTION 29** as the Directors intend to do in respect of their own beneficial holdings.

By order of the Board



Stephen Shapiro

Group General Counsel and
Group Company Secretary
Barclays PLC
30 March 2021

1 Churchill Place, London E14 5HP
Registered in England, Company No. 48839

Appendix 1

Summary of amendments to the Company's Articles of Association

It is proposed that the New Articles be adopted with effect from the conclusion of the AGM principally to reflect changes in company legislation and developments in market practice since the Existing Articles were last amended in 2013. A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection by shareholders on the Company's website at **home.barclays/agm** and (upon prior appointment and subject to the UK Government's restrictions and guidance at the applicable time) at the Company's registered office, 1 Churchill Place, London E14 5HP during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting.

The principal changes to the Existing Articles included in the proposed New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature have not been summarised, but are visible on the marked up copy available for inspection on the Company's website (**home.barclays/agm**).

Hybrid general meetings

Whilst the Company is able to hold a hybrid general meeting under its Existing Articles, the Existing Articles do not include specific provisions addressing some of the processes and technology associated with convening and holding these types of meeting. Given that it is possible that future general meetings might also be held as a combination of a physical and virtual meeting, the New Articles include the technical details on how a hybrid meeting can be conducted. This will provide the Company with maximum flexibility.

In line with the views expressed by the IA and Institutional Shareholder Services, the proposed changes will not permit the Company to hold general meetings solely by electronic means, so a physical meeting will still be required. Nothing in the New Articles prevents the Company from holding solely physical general meetings. Certain consequential changes to facilitate the holding of hybrid general meetings and attendance and participation by shareholders at such meetings, including by way of electronic means, have also been made throughout the New Articles.

If the Board determines that a hybrid meeting is the most appropriate form of shareholder meeting in any particular circumstances, the Board will seek to comply with relevant best practice guidelines from time to time in order to ensure the meeting continues to fulfil its purpose of facilitating effective shareholder engagement and Board scrutiny. The Directors intend to continue the practice of attending general meetings in person absent exceptional circumstances.

Share warrants to bearer

The Small Business, Enterprise and Employment Act 2015 removed the ability for companies to issue share warrants to bearer ("Bearer Shares"). Accordingly, the authority to issue Bearer Shares contained in Article 12 of the Existing Articles has been deleted and a number of other consequential amendments have been made. The Company has no Bearer Shares in issue.

Tracing shareholders

The New Articles provide additional flexibility for the Company in dealing with untraced shareholders and forfeiture rights in relation to the sale of shares owned by shareholders who are untraced after a specified period of time. Under the Existing Articles, the Company is required to give notice to untraced shareholders of an intention to sell their shares by way of an advertisement in a national newspaper. Under the New Articles, the Company must instead send a final notice to the last registered address of the shareholder and use reasonable efforts to trace the shareholder including, if considered appropriate (in its sole discretion), using a professional asset reunification company or other tracing agent. Under the New Articles, the Company shall hold the net proceeds from the sale of shares owned by untraced shareholders for a period of six years, after which the proceeds shall belong to the Company.

Share qualification

To reflect changes to best practice and in light of the requirements set out in the Company's Remuneration Policy, the New Articles remove the requirement for a Director to hold, within two months of the date of their appointment, ordinary shares of the Company of an aggregate nominal value of at least £500. The inclusion in articles of association of such a shareholding qualification is no longer common practice.

The minimum shareholding arrangements, set out in the 2020 Remuneration Report (on page 117 of the 2020 Annual Report), will remain in force. Under these arrangements the shareholding requirement is 233% of fixed pay for the Group Chief Executive and 224% of fixed pay for the Group Finance Director. The Executive Directors have five years from their respective dates of appointment to meet this requirement. £100,000 of the Group Chairman's annual fee and £30,000 of each Non-Executive Director's annual fee (gross before deduction of tax and other statutory deductions) is used to purchase Barclays' shares which are retained on their behalf until they retire from the Board.

Scrip dividends

The New Articles state that a resolution to authorise a scrip dividend can only be for a maximum three-year period, instead of the current five-year period. This amendment has been made to bring the New Articles in line with institutional investor guidance.

Appendix 2

Summary of the principal terms of the Barclays Long Term Incentive Plan (the "LTIP")

The existing long term incentive plan was adopted on 14 March 2011 and approved by shareholders on 27 April 2011. The LTIP, as renewed, will continue to be used as the main performance-linked share incentive plan for Executive Directors. Other senior employees of the Group are also eligible to participate at the discretion of the Barclays PLC Board Remuneration Committee (the "Committee"). The purpose of the LTIP is to reward, incentivise and retain the Executive Directors and other employees who are selected to receive awards.

The LTIP is recommended to shareholders for the following reasons:

- to incentivise performance and execution of the Group's strategic goals;
- to ensure the performance metrics reflect the emerging regulatory environment;
- to help retain talented individuals;
- to create alignment with shareholder interests; and
- to focus on sustained growth for shareholders.

The LTIP is not an H.M. Revenue & Customs approved plan. It may operate in conjunction with an employee benefit trust of which the trustee is an independent professional trustee.

Approval is sought for renewal of the LTIP on the same terms as those of the existing Long Term Incentive Plan, save for minor changes to keep the LTIP in line with changing legislation. The principal terms of the LTIP are set out below.

Eligibility

The Committee may select any employee of the Group, including any Executive Director, to participate in the LTIP.

Committee

LTIP awards ("LTIP Awards") may be granted by the Committee (including a duly authorised sub-committee).

Administration of the LTIP shall be carried out by the Committee.

Timing of grants

LTIP Awards may normally only be granted:

- in the six-week period following the date that the LTIP is approved by shareholders at the 2021 AGM;
- in the six-week period following the first dealing day immediately after the date of the preliminary announcement of the Company's results for any financial period, or following the removal of any restrictions imposed on the Company or the Committee which have previously prevented an LTIP Award from being granted;
- in the six-week period following any date on which changes to the legislation or regulations affecting share plans and/or long term incentive plans are announced or made; or
- at any other time that the Committee may decide at its discretion, provided that it is not restricted from doing so by law or regulation.

No LTIP Awards may be granted after 10 years from the date of the AGM at which the LTIP is approved by shareholders.

Form of LTIP Awards

Two different types of LTIP Award can be granted under the LTIP:

- LTIP Awards over shares; and
- LTIP Awards over capital instruments.

LTIP Awards may be in several forms as determined at the date of grant in light of, for example, regulatory, accounting and tax consequences. These may include:

- conditional awards over shares or capital instruments which give a participant a right to acquire shares or capital instruments in the future at no cost;
- provisional allocations of shares or capital instruments which do not give a participant any right to acquire, or any interest in, shares or capital instruments until such time as the Committee decides;
- the acquisition of shares or capital instruments that are forfeitable if certain conditions are not met;
- options over shares or capital instruments with a nil exercise price;
- market value options over shares or capital instruments; and
- such other form that has substantially the same economic effect as any of the forms of LTIP Award referred to above.

LTIP Awards are personal to the participant and may not be transferred except on death. Benefits under the LTIP are not pensionable.

Individual limits

The Committee will determine the initial value of an LTIP Award granted in any financial year. The maximum value of shares and/or capital instruments under an LTIP Award at the date of grant will be calculated on such basis of market value as the Committee decides is fair and reasonable and, for Executive Directors, will comply with (i) the regulatory 2:1 cap on variable to fixed remuneration; (ii) any individual limits contained in the Barclays Directors' Remuneration Policy applicable at the time of grant; and (iii) the 500% of fixed pay limit set out in the LTIP rules.

Overall limits

LTIP Awards may be satisfied by market purchase shares, newly issued shares or treasury shares. Newly issued shares are subject to the following limits:

- the number of unissued shares that may be issued or placed under award in any 10-year period under the LTIP and any other executive share plan adopted by the Company may not exceed 5% of the Company's issued ordinary share capital from time to time; and
- the number of unissued shares that may be issued or placed under award in any 10-year period under the LTIP and any other employee share plan adopted by the Company may not exceed 10% of the Company's issued ordinary share capital from time to time.

Shares issued out of treasury will count towards these limits for so long as this is required by institutional shareholder guidelines.

Vesting of LTIP Awards

Vesting periods are determined at the Committee's discretion. Performance conditions are typically measured over a period of three years, with LTIP Awards vesting no faster than permitted by regulations, to the extent that any applicable performance conditions have been satisfied and subject to malus and prudent financial control provisions. LTIP Awards are subject to a post-vesting holding period in line with, and to the extent required by, regulations.

Appendix 2 continued

Performance conditions

It is intended that the Committee will recommend any performance conditions that should apply to LTIP Awards before each grant and at its discretion.

Amendments to performance conditions

Any performance conditions once set by the Committee in relation to an LTIP Award may not subsequently be altered unless circumstances occur which cause the Committee to determine that such conditions shall have ceased to be appropriate. In such circumstances the Committee may, in its absolute discretion, alter the performance conditions or replace them with new performance conditions which will, in the reasonable opinion of the Committee, be not materially less difficult to satisfy than the unaltered performance conditions would have been but for the event in question.

Malus provisions

The LTIP includes malus provisions in accordance with the PRA's Remuneration Rules under which the Committee may reduce the vesting of LTIP Awards (to nil, if appropriate). For example, LTIP Awards may be reduced where the Committee in its discretion determines that there is evidence of serious employee misconduct or where a business unit has suffered a material failure of risk management.

Prudent financial control provision

The LTIP includes a prudent financial control condition under which the Committee may limit, reduce or add further conditions to the vesting of LTIP Awards or suspend LTIP Awards if the financial health of the Group has, in the opinion of the Committee, significantly deteriorated over the vesting period. Unless the Committee in exceptional circumstances determines otherwise, LTIP Awards will ultimately be forfeited if the Committee does not lift any such suspension within three years from the final release date of an LTIP Award or does not, following a suspension, determine to limit, reduce or add further conditions to LTIP Awards within three years from the final release date of that LTIP Award.

Benefit of dividends/coupon

Where allowed under regulation, an additional benefit, releasable at the same time as an LTIP Award, may be added to an LTIP Award at the Committee's absolute discretion. If the LTIP Award is over shares, any benefit would represent the value of dividends payable on those shares that actually vest since the date of grant and would be provided typically as shares or as a cash sum. If the LTIP Award is over capital instruments, any benefit would represent an amount equivalent to the interest payable on those capital instruments that actually vest since the date of grant and would be provided typically as a cash sum or additional capital instruments.

Cessation of employment

Special provisions apply if a participant's employment ceases before an LTIP Award vests.

If a participant dies, the Committee may allow an LTIP Award to vest immediately, to the extent that applicable performance conditions have been and met and subject to malus and prudent financial control provisions.

If a participant leaves for any of the following reasons, an LTIP Award may vest in line with the normal vesting date(s) of the LTIP Award and subject to malus and prudent financial control provisions, unless the Committee determines that the LTIP Award should vest earlier:

- retirement with the agreement of the participant's employer;
- redundancy;
- disability, injury or ill health;
- the company or business for which he works being transferred out of the Group; or
- any other reason at the discretion of the Committee (provided that, in the case of an Executive Director, any discretion is exercised in accordance with the Directors' Remuneration Policy in force at that time).

If a participant is not an eligible leaver, any unvested LTIP Awards shall lapse unless the Committee in its absolute discretion determines otherwise (provided that, in the case of an Executive Director, any discretion is exercised in accordance with the Directors' Remuneration Policy in force at that time).

Corporate events

In the event of a change in control, reconstruction or winding up of the Company, the Committee has discretion to determine the treatment of unvested LTIP Awards including allowing the early release of LTIP Awards or deciding that LTIP Awards shall continue in the same or a revised form. The LTIP also includes the facility for participants to exchange LTIP Awards for awards over shares in an acquiring company. An internal reorganisation does not count as a change of control for these purposes.

Cash alternative

The Committee may, at its discretion, decide at the point of vesting (or exercise, as the case may be) that an LTIP Award should be settled in cash equal to the market value of the shares or capital instruments subject to the LTIP Award rather than in the shares or capital instruments themselves.

Variation of the Company's share capital

On any variation or increase of the Company's share capital, or in the event of a demerger, special dividend or other similar event which affects the market price of shares to a material extent, the Committee may make such adjustments as it considers appropriate to the number of shares or capital instruments subject to an LTIP Award.

Amendments to the LTIP

The Committee may amend the LTIP at any time in any respect. The rules of the LTIP relating to eligibility, limits, the basis for determining a participant's entitlement and variations of the Company's share capital may not be amended to the advantage of existing or future participants without the prior approval of the Company's shareholders in a general meeting. However, the Committee may make any amendments necessary to secure or maintain favourable taxation, exchange control or regulatory treatment for the Company, any of its subsidiaries or any participant and make minor amendments to benefit or facilitate the administration of the LTIP without prior shareholder approval.

Appendix 3

Summary of the principal terms of the Barclays Group Share Value Plan (the "SVP")

The existing share value plan was adopted on 12 March 2010 and approved by shareholders on 27 April 2011. The SVP, as renewed, will continue to be used mainly to award shares in respect of annual incentives in accordance with the principles of the PRA's Remuneration Rules. Awards may also be granted to new joiners to the Group.

The Board is recommending to shareholders that they approve the renewal of the SVP so that the Company may continue granting awards in accordance with the principles of the PRA's Remuneration Rules to employees (including Executive Directors).

The SVP is broadly similar to the existing Share Value Plan. The principal differences are to the leaver provisions and to enable the SVP to be used to deliver the upfront shares component of annual incentives. The changes to the leaver provisions are to provide that:

- eligible leaver status in the event of a redundancy is only automatic after the third anniversary of grant, rather than at any time;
- eligible leaver status is automatic for resignation after the third anniversary of grant (subject to, in the case of Executive Directors, the Barclays Directors' Remuneration Policy applicable at the time of grant); and
- the Committee has overarching discretion to determine eligible leaver status in the event of a participant's termination for any reason (other than gross misconduct or dismissal for cause) rather than eligible leaver status being automatic in these circumstances.

Incorporating the ability to grant upfront share awards will provide the Company with operational flexibility to deliver such awards using newly issued shares and/or treasury shares.

The remainder of the terms of the SVP are the same as the existing Share Value Plan, save for minor changes to keep the SVP in line with changing legislation as set out below.

The SVP is not an H.M. Revenue & Customs approved plan. It may operate in conjunction with an employee benefit trust of which the trustee is an independent professional trustee.

Eligibility

The Committee may select any employee of the Group, including Executive Directors, to participate in the SVP.

Committee

SVP awards ("SVP Awards") may be granted by the Committee (including a duly authorised sub-committee).

Administration of the SVP shall be carried out by the Committee.

Timing of grants

SVP Awards may normally only be granted:

- in the six-week period following the date that the SVP is approved by shareholders at the 2021 AGM;
- in the six-week period following the first dealing day immediately after the date of the preliminary announcement of the Company's results for any financial period, or following the removal of any restrictions imposed on the Company or the Committee which have previously prevented an SVP Award from being granted;
- in the six-week period following any date on which changes to the legislation or regulations affecting share plans and/or long term incentive plans are announced or made; or
- at any other time that the Committee may decide at its discretion, provided that it is not restricted from doing so by law or regulation.

No SVP Awards may be granted after 10 years from the date of the AGM at which the SVP is approved by shareholders.

Form of SVP Awards

Two different types of SVP Award can be granted under the SVP:

- SVP Awards over shares; and
- SVP Awards over capital instruments.

SVP Awards may be in several forms as determined at the date of grant in light of, for example, regulatory, accounting and tax consequences. These may include:

- conditional awards over shares or capital instruments which give a participant a right to acquire shares or capital instruments in the future at no cost;
- provisional allocations of shares or capital instruments which do not give a participant any right to acquire, or any interest in, shares or capital instruments until such time as the Committee decides;
- the acquisition of shares or capital instruments that are forfeitable if certain conditions are not met;
- options over shares or capital instruments with a nil exercise price;
- market value options over shares or capital instruments;

- upfront awards over shares or capital instruments which give a participant a right to acquire shares or capital instruments on the date of grant subject to a holding period; and
- such other form that has substantially the same economic effect as any of the forms of SVP Award referred to above.

SVP Awards are personal to the participant and may not be transferred except on death. Benefits under the SVP are not pensionable.

Individual limits

The Committee will determine the initial value of an SVP Award granted in any financial year. The maximum value of shares and/or capital instruments under an SVP Award at the date of grant will be calculated on such basis of market value as the Committee decides is fair and reasonable and, for Executive Directors, will comply with (i) the regulatory 2:1 cap on variable to fixed remuneration; and (ii) any individual limits contained in the Barclays Directors' Remuneration Policy applicable at the time of grant.

Overall limits

SVP Awards may be satisfied by market purchase shares, newly issued shares or treasury shares. Newly issued shares are subject to the following limits:

- the number of unissued shares that may be issued or placed under award in any 10-year period under the SVP and any other executive share plan adopted by the Company may not exceed 5% of the Company's issued ordinary share capital from time to time; and
- the number of unissued shares that may be issued or placed under award in any 10-year period under the SVP and any other employee share plan adopted by the Company may not exceed 10% of the Company's issued ordinary share capital from time to time.

Shares issued out of treasury will count towards these limits for so long as this is required by institutional shareholder guidelines.

Appendix 3 continued

Vesting of SVP Awards

Vesting periods are determined at the Committee's discretion. In normal circumstances, SVP Awards typically vest in three equal portions on each of the first, second and third anniversaries of grant, subject to malus and prudent financial control provisions. The Committee may select a different vesting period for SVP Awards, in particular, in the case of SVP Awards granted as upfront shares (which will vest on the date of grant), to new joiners or as part of the remuneration awarded to employees who are identified as Material Risk Takers. SVP Awards for Material Risk Takers will vest no faster than permitted by regulations and, subject to malus and financial control provisions, will be subject to a post-vesting holding period in line with, and to the extent required by, regulations.

Malus provisions

The SVP includes malus provisions in accordance with the PRA's Remuneration Rules under which the Committee may reduce the vesting of SVP Awards (to nil, if appropriate). For example, SVP Awards may be reduced where the Committee in its discretion determines that there is evidence of serious employee misconduct or where a business unit has suffered a material failure of risk management.

Prudent financial control provision

The SVP includes a prudent financial control condition under which the Committee may limit, reduce or add further conditions to the vesting of SVP Awards or suspend SVP Awards if the financial health of the Group has, in the opinion of the Committee, significantly deteriorated over the vesting period. Unless the Committee in exceptional circumstances determines otherwise, SVP Awards will ultimately be forfeited if the Committee does not lift any such suspension within three years from the final release date of an SVP Award or does not, following a suspension, determine to limit, reduce or add further conditions to SVP Awards within three years from the final release date of that SVP Award.

Benefit of dividends/coupon

Where allowed under regulation, an additional benefit, releasable at the same time as an SVP Award, may be added to an SVP Award at the Committee's absolute discretion. If the SVP Award is over shares, any benefit would represent the value of dividends payable on those shares that actually vest since the date of grant and would be provided typically as shares or as a cash sum. If the SVP Award is over capital instruments, any benefit would represent an amount equivalent to the interest payable on those capital instruments that actually vest since the date of grant and would be provided typically as a cash sum or additional capital instruments.

Cessation of employment

Special provisions apply if a participant's employment ceases before an SVP Award vests.

If a participant dies, the Committee may allow an SVP Award to vest immediately but subject to malus and prudent financial control provisions.

If a participant leaves for any of the following reasons, an SVP Award may vest in line with the normal vesting date(s) of the SVP Award and subject to malus and prudent financial control provisions, unless the Committee determines that the SVP Award should vest earlier:

- retirement with the agreement of the participant's employer;
- redundancy after the third anniversary of grant;
- resignation after the third anniversary of grant (or, in the case of an Executive Director, such other period as may be set out in the Directors Remuneration Policy from time to time);
- disability, injury or ill health;
- the company or business for which he works being transferred out of the Group; or
- any other reason at the discretion of the Committee (provided that, in the case of an Executive Director, any discretion is exercised in accordance with the Directors' Remuneration Policy in force at that time).

If a participant is not an eligible leaver, any unvested SVP Awards shall lapse unless the Committee in its absolute discretion determines otherwise.

Corporate events

In the event of a change in control, reconstruction or winding up of the Company, the Committee has discretion to determine the treatment of unvested SVP Awards including allowing the early release of SVP Awards or deciding that SVP Awards shall continue in the same or a revised form. The SVP also includes the facility for participants to exchange SVP Awards for awards over shares in an acquiring company. An internal reorganisation does not count as a change of control for these purposes.

Cash alternative

The Committee may, at its discretion, decide at the point of vesting (or exercise, as the case may be) that an SVP Award should be settled in cash equal to the market value of the shares or capital instruments subject to the SVP Award rather than in the shares or capital instruments themselves.

Variation of the Company's share capital

On any variation or increase of the Company's share capital the Committee may make such adjustments as it considers appropriate to the number of shares or capital instruments subject to an SVP Award.

Amendments to the SVP

The Committee may amend the SVP at any time in any respect. The rules of the SVP relating to eligibility, limits, the basis for determining a participant's entitlement and variations of the Company's share capital may not be amended to the advantage of existing or future participants without the prior approval of the Company's shareholders in a general meeting. However, the Committee may make any amendments necessary to secure or maintain favourable taxation, exchange control or regulatory treatment for the Company, any of its subsidiaries or any participant and make minor amendments to benefit or facilitate the administration of the SVP without prior shareholder approval.

French schedule to the SVP

The French schedule enables the Company to operate the SVP in a manner that provides employer social security contributions savings for the Company and tax relief for French tax-resident participants. SVP Awards granted under the French schedule are granted on the same terms as those granted under the SVP rules, subject to an additional condition that no portion of an award may vest prior to (i) the second anniversary of grant; or (ii) the first anniversary of grant where a one-year post vesting holding period is attached to the ordinary shares.

Appendix 4

Your Board recommends, for the reasons set out on pages 20 to 21, that shareholders vote against resolution 29.

Resolution 29 has been requisitioned by a group of shareholders, co-ordinated by Market Forces. Set out below is the statement in support of the resolution submitted by those shareholders.

Market Forces supporting statement to resolution 29

Despite several announcements on climate change issues being made subsequent to last year's Annual General Meeting, our company has not demonstrated that its provision of financial services – particularly in regard to the coal, oil and gas sectors – is aligned with the Paris Agreement.

According to the *Banking on Climate Change* report, in the four years following the signing of the Paris Agreement, Barclays financed US \$118.11 billion to the coal, oil and gas sectors, making it Europe's largest fossil fuel financier and the world's seventh-largest. Between January and September 2020, our company financed another US \$24.58 billion to fossil fuels, an increase on the equivalent time period the previous year.

Without improved and additional targets and restrictions on the provision of financial services to high-carbon sectors such as fossil fuels, our company will continue to expose itself and its shareholders to unnecessary and unacceptable financial, reputational, policy and legal risks, identified by the G20 Financial Stability Board's Task Force on Climate-related Financial Disclosures.

Having declared a Net Zero ambition, Barclays must set and publish clear targets to phase out financial services and exposures to these sectors in line with the Paris goals.

Need for improvement on current policies

The Intergovernmental Panel on Climate Change's (IPCC) special report on 1.5°C makes clear that – in the absence of unproven and speculative 'negative emissions technologies' – between 2010 and 2030, global energy from coal must decline 78%, oil 37% and gas 25% (P1 pathway). According to research from Climate Analytics, for a global coal phase out consistent with Paris, global coal-fired electricity use must fall by 80% from 2010 levels by 2030¹.

Barclays set a target in 2020 to reduce the absolute emissions of its energy sector portfolio by 15% by 2025. However, it has yet to set a target for 2030 in line with the emissions reduction trajectory required by the IPCC P1 pathway. Such a target is necessary to allow investors to determine if Barclays is transitioning its business to align with the Paris Agreement.

Given the above, continuing to finance the coal sector in the way our company plans is unavoidably inconsistent with the Paris goals. The principle of phasing out financial services for coal over time is correct, but Barclays has deferred restricting financial services for companies that derive more than 30% of revenue from thermal coal until 2025, delayed lowering the restriction threshold to 10% until 2030, and has no final coal phase-out date. The reliance on revenue also creates a loophole whereby highly diversified companies with significant coal mining and coal power operations can continue to receive financial services.

By comparison:

- Natwest pledged to stop lending to and underwriting companies with more than 15% of their activities related to coal by the end of 2021, unless their clients have a transition plan in line with the Paris Agreement.
- ING has committed to no longer finance clients in the utilities sector that are over 5% reliant on coal-fired power in their energy mix.
- Crédit Mutuel (20%) and Natixis (25%) already apply coal revenue exclusion thresholds, along with restrictions on highly diversified companies with significant coal businesses.

In addition, Barclays' restrictions on Arctic oil and gas drilling are unlikely to end its involvement in this practice, as many companies we are exposed to (such as ExxonMobil and ConocoPhillips) have diversified oil and gas portfolios predominantly outside the region.

Our peers have moved further, placing general restrictions on the oil and gas sectors. Natwest has pledged to progressively withdraw support from non-net zero aligned activity in the oil and gas sectors, if they do not have credible transition plans in line with the Paris Agreement in place by the end of 2021. Our company risks being left behind as others in the sector apply more stringent restrictions.

Our company's policies should reflect the stranded asset and systemic financial risks arising from any continued financing of fossil fuel expansion via either direct project or general corporate finance. Research using data from the International Energy Agency, the IPCC and energy analysts Rystad shows that the reserves in already-operating oil and gas fields, if burnt, would take the world beyond the 1.5°C Paris target. No financial institution prepared to finance the expansion of the fossil fuel industry can credibly claim to be Paris-aligned².

Investor expectations

As climate change concern continues to rise, investor expectations of financial institutions are evolving rapidly, particularly given the emergence of a new administration in the United States that will accelerate public, investor and regulatory pressure on financial institutions to act.

Investors are becoming impatient with companies that fail to manage climate risk. Proxy advisors ISS are recommending shareholders consider voting against directors who fail to manage that risk.

In July 2020, the Prudential Regulatory Authority wrote to CEOs of UK financial institutions, outlining their expectations that "firms should have fully embedded their approaches to managing climate-related financial risks by the end of 2021"³.

Support for shareholder proposals requiring climate risk management has escalated dramatically in recent years, from single-digit votes of support to levels approaching the 50% threshold. Shareholders seeking disclosure from JP Morgan Chase last year about how it would align its lending with the Paris climate goals achieved 49.6% of the vote.

Investor support required

Barclays is a systemically important bank, and bears significant financial risk at its peril, along with its shareholders and the wider economy in which it operates.

Despite its stated support for the Paris Agreement, our company remains an active financier of an expanding fossil fuel sector, further exposing shareholders to financial risks associated with the economic transition required to meet the Paris climate goals, as well as reputational risk ahead of this year's UN COP26 climate summit in Glasgow.

We urge shareholders to vote in favour of this resolution.

The Board does not support this resolution and recommends that shareholders vote against it as the Directors intend to do in respect of their own beneficial shareholdings.

The Board refers shareholders to its statement on the following pages, setting out why it recommends that shareholders vote against resolution 29.

Footnotes

- ¹ Climate Analytics, 'Coal phase-out,' <https://climateanalytics.org/briefings/coal-phase-out/>
- ² Oil Change International, 'Big Oil Reality Check,' <http://priceofoil.org/content/uploads/2020/09/OCI-Big-Oil-Reality-Check-vF.pdf>, Pg4
- ³ <https://www.bankofengland.co.uk/-/media/boe/files/prudential-regulation/letter/2020/managing-the-financial-risks-from-climate-change.f?la=en&hash=A6B4DD1BE45B2762900F54B2F5BF2F99FA448424>

Appendix 5

Board statement on why you should vote against resolution 29

Last year, Barclays took decisive action to make a real contribution to tackling climate change.

Following extensive engagement with our shareholders, non-governmental organisations and stakeholders from across society, and with the benefit of the valuable feedback we received, we committed to align all of our financing to the goals and timelines of the Paris Agreement, and set an ambition to be a net zero bank by 2050.

At the 2020 AGM, shareholders gave their overwhelming support to our climate resolution and, at the same time, we created a new Executive Committee role to oversee the execution and evolution of our approach.

Having set our ambition and formalised our commitments, we then worked to develop detailed metrics for setting targets and measuring our progress. We promised to keep shareholders updated on this work and provided an update in November, which is available online¹.

Resolution 29

Resolution 29, proposed by Market Forces, is similar to the ShareAction resolution that shareholders rejected last year, with its emphasis on 'phasing out' rather than on transition. The Board asks shareholders to vote against resolution 29 for three principal reasons.

First, we have a new strategy, adopted only last year, to align us to the goals of the Paris Agreement without universally phasing out fossil fuel clients. It sets us on an operationally deliverable path, with specific targets and regular reporting, to reduce the financed emissions of our portfolio on the way to becoming a net zero bank by 2050.

Secondly, we have already made meaningful progress over the last 12 months to design, refine and embed our detailed approach across Barclays. As the frontier of what constitutes effective action to tackle climate change moves forward, our approach will naturally evolve with it, but we do not believe we should radically change course now from the path we have only just taken.

Thirdly, the Board continues to believe that Barclays can make the greatest difference by supporting the transition to a low carbon economy, rather than by simply phasing out support for some of the clients who are most engaged in it. We believe that banks, especially those like Barclays with a large capital markets business, are in a unique position to help accelerate the transition by working with companies that are in the process of moving away from fossil fuels to renewables, as many of our clients have already begun to do.

We are therefore committed to continuing this work with clients in key sectors, believing it is better to be an active agent of change in the transition, rather than simply walking away from financing for individual companies and leaving other financiers that may not hold the same expectations of their clients to fill that gap. It was on this basis that we formulated the approach we put to shareholders last year, and for which we received overwhelming support.

Key features of our approach

It may be helpful for shareholders, when considering the comments made by Market Forces, to be reminded of certain elements of our approach and why we adopted them. In particular, we would like to comment on the benchmarks and targets that we have chosen and on our approach to the coal sector.

Aligning our financing to the goals of the Paris Agreement requires us to reduce the client emissions that we finance. To help us do that, we have developed BlueTrack™, our methodology for measuring financed emissions and tracking them over time against a decreasing 'carbon limit'.

We have already used BlueTrack™ to assess the financed emissions of our client portfolios in the Energy and Power sectors. We prioritised these two sectors because they are responsible for up to three quarters of all Greenhouse Gas ("GHG") emissions globally, and because Barclays has meaningful exposure to them; therefore they represent the most appropriate starting place from which to make a significant difference. In November, we set a target for a 30% reduction in the CO₂ intensity of our Power portfolio and a 15% reduction in absolute emissions of our Energy portfolio by 2025.

We derived Paris Agreement-aligned benchmarks for both the Energy and Power sectors using the International Energy Agency's Sustainable Development Scenario ("SDS") to limit warming to ~ 1.8C. We have always been clear that IEA SDS is an imperfect benchmark, not least because it extends to 2070. However, it is the best available option because it is the only scenario that offers a sufficiently high-resolution dataset to meet our analytical needs. That means we can start work now, making the necessary calculations to put us on a path to achieve our portfolio alignment commitment.

As part of our selection process, we conducted a comprehensive review of alternative benchmarks, including those put forward by the Intergovernmental Panel on Climate Change ("IPCC") and referenced by Market Forces in its statement supporting resolution 29. These IPCC benchmarks are physical models reviewing impacts resulting in changes in temperature and do not offer the same datasets, whereas the IEA produces an energy transition scenario that is currently most appropriate to aligning our Energy and Power portfolios. As other useable scenarios develop in line with climate science, we will look to add them to BlueTrack™.

We believe it is imperative to set near-term targets like the ones we have set for Energy and Power, because that is the best way to ensure we are making sufficiently rapid and meaningful progress on alignment, while also allowing us to keep pace with best practice and adjust according to climate science. As we progress, we fully expect to set ourselves new targets, both in the near and medium-term, to ensure our journey towards alignment is continuing on track. We will ensure all our targets are set in a manner that means we will reach net zero by 2050, if not earlier.

We are confident that our approach to supporting clients to reduce their coal portfolios, where they exist, is having a positive impact. We have applied thresholds to enable us to continue engaging with clients who are committed to the goals of the Paris Agreement through their transition where a small, legacy element of their overall portfolio is taking longer to phase out. We have already seen significant reductions in coal exposures from many of these clients, reflecting the momentum in the economy to move away from this fuel source. We will continue to keep our position on coal under review.

Finally, Barclays has a clear set of restrictions in place on certain carbon-intensive energy sub-sectors, including restrictions for thermal coal mining and power, oil sands, fracking and Arctic oil and gas². Our restrictions acknowledge the particular sensitivities around these sub-sectors and add an additional layer of oversight.

Continuing to make progress

Consistent with the commitments we set out in November 2020, we have now started work to extend the coverage of BlueTrack™ to new sectors and have chosen Cement and Metals (Steel and Aluminium) as the next two sub-sectors we will focus on.

Before the end of 2021, we will select appropriate benchmarks for each, defining how financed emissions will need to change over time in line with the goals of the Paris Agreement. We will then determine how our actual sector portfolios are performing against those benchmarks, measuring the emissions that our clients produce, determining how those emissions should be linked to the financing we provide, and then aggregating those measurements into a portfolio-level metric that will be published on our climate dashboard. We will publish reduction targets for both Cement and Metals (Steel and Aluminium) in our Environmental, Social and Governance ("ESG") Report in 2022.

Over time, we will continue to extend BlueTrack™ coverage to Barclays' entire financing portfolio. We will continue to update our methodology to track new benchmark scenarios as they develop, in order to ensure we are staying in line with climate science.

We will also continue to make progress in delivering on our commitments to increase our green and sustainable financing and investment. By the end of 2020, we had already facilitated over £32.4bn of green finance on the way to achieving our commitment of £100bn by 2030. Our Sustainable Impact Capital Initiative is committed to investing £175m in innovative and environmentally focused private companies by 2025 and has invested £24m so far.

Finally, we will continue to seek feedback as we continue our journey towards net zero. Engagement with our shareholders, non-governmental organisations and other stakeholders has been integral to the progress we have made so far.

Accordingly, your Board recommends for the reasons set out above that shareholders vote against resolution 29.

Footnotes

- 1 Our November update is available to read at home.barclays/netzero.
- 2 Our climate change statement, setting out our restrictions in detail, is available to read at home.barclays/society/esg-resource-hub/statements-and-policy-positions/.

Notes

(a) Entitlements under CREST

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of shares registered in the register of members at 6:30pm on Friday, 30 April 2021 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6:30pm on Friday, 30 April 2021 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

(b) Appointing a proxy

Although shareholders will not be able to attend the AGM physically, you will still be able to ensure that your votes are counted by attending the meeting and voting through the Lumi AGM online platform by following the instructions set out on pages 28 to 31 below or by submitting your proxy in advance of the meeting, utilising one of the methods detailed on page 25 below. To be valid, proxy appointments must be received by 11:00am on Friday, 30 April 2021. Even if the COVID-19 situation and the UK Government's restrictions and guidance were to change such that you would be permitted to physically attend the AGM, we would still recommend that shareholders do not attend the AGM physically and instead attend the AGM electronically or appoint a proxy as set out below.

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 their 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. A proxy will have the same number of votes as if the shareholder who appointed the proxy was at the meeting.

If you appoint the Chair of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes given that the UK Government's restrictions and guidance mean that neither you nor any other person you might appoint as your proxy will be able to physically attend the meeting.

All shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy, even if they intend to attend the AGM electronically. This is to ensure that your vote is counted if you are unable to attend and cast your vote electronically on the day of the AGM.

Appointing a proxy in this way will not prevent you from attending and voting at the AGM either electronically or, in person, should the situation and the applicable restrictions and guidance change such that you are permitted to physically attend and you wish to do so.

Shareholders who attend the AGM electronically will be able to vote on all the resolutions put to the AGM. Instructions on how shareholders can exercise their votes whilst attending the AGM electronically are set out on pages 28 to 31 below.

(c) 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. Given the UK Government's restrictions and guidance prohibit physical attendance at the AGM, corporate shareholders should consider appointing the Chair of the meeting as their proxy or corporate representative to ensure their votes can be cast in accordance with their wishes.

If you appoint a corporate representative and they wish to attend the meeting electronically, you will need to contact the Company's registrar before 5:00pm on Friday, 30 April 2021 on 0371 384 2055 or +44 121 415 7004 if you are calling from outside the UK for your unique Shareholder Reference Number ("SRN") and unique PIN. See further details set out on pages 28 to 31. It is recommended that the Company's registrar is contacted as early as possible.

(d) 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. If this is the case, you are encouraged to appoint a proxy as above.

(e) Documents available for inspection

The following documents are available for inspection (upon prior appointment and subject to the UK Government's restrictions and guidance at the applicable time) at the Company's registered office, 1 Churchill Place, London E14 5HP during business hours on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting: (i) copies of the Executive Directors' service contracts; (ii) copies of the Non-Executive Directors' letters of appointment; (iii) a copy of the LTIP rules proposed to be adopted by resolution 25; (iv) a copy of the SVP rules proposed to be adopted by resolution 26; (v) a copy of the New Articles proposed to be adopted by resolution 28; and (vi) a copy of the New Articles proposed to be adopted by resolution 28 marked up to show changes to the Existing Articles.

Copies of the LTIP rules, SVP rules, the New Articles and the New Articles marked up to show changes to the Existing Articles will also be available for inspection on the Company's

website at home.barclays/agm.

(f) Total shares and voting rights

As at 17 March 2021 (being the latest practicable date before publication of this Notice) the Company's issued share capital comprised 17,365,309,062 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 17 March 2021 was 17,365,309,062.

(g) Forward-looking statements

This Notice contains certain forward-looking statements including, but not limited to, Barclays' expectations of the impact of these resolutions on its regulatory capital requirements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as 'may', 'will', 'seek', 'continue', 'aim', 'anticipate', 'target', 'projected', 'expect', 'estimate', 'intend', 'plan', 'goal', 'believe', 'achieve' or other words of similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Barclays cautions readers that no forward-looking statement is a guarantee of future events and circumstances and that the actual impact of the resolutions could differ materially from its expectations. Any forward-looking statements made herein speak only as of the date they are made and may be affected by changes in legislation.

Except as required by the PRA, the Financial Conduct Authority, the London Stock Exchange plc ("LSE") or applicable law, Barclays expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Barclays' expectations with regard thereto. The reader should, however, consult any additional disclosures that Barclays has made or may make in documents it has published or may publish through the Regulatory News Service of the LSE and/or has filed or may file with the US Securities and Exchange Commission.

(h) Shareholder information

A copy of this Notice and other information required by section 311A of the Act can be found at home.barclays/agm.

(i) Shareholder right to ask a question

The Company must cause to be answered any question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or good order of the AGM that the question be answered.

For details on how questions can be asked at the AGM, either by telephone or using the electronic facilities which are being made available, please see page 24 below.

In addition to asking questions at the AGM itself, you can submit questions in advance of the meeting in writing to the Company Secretary at Barclays PLC, 1 Churchill Place London E14 5HP or by email to

privateshareholderrelations@barclays.com.

We will consider all questions received and, if appropriate, address them at the AGM or in written responses. Responses to frequently asked questions will also be placed on the Company's website.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend the meeting electronically and speak, and ask questions, at the AGM itself.

The Company 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 by telephone will be able to do so. The Company will endeavour to respond to any question raised through the Lumi AGM online platform but not answered at the meeting within 14 days.

(j) 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 Auditor's 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.

(k) Electronic communication

You may not use any electronic address provided in either this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

(l) Directors' interests

The interests of the Directors that 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 16 February 2021 are set out on page 139 of the 2020 Annual Report.

Between 16 February 2021 and 17 March 2021, the Company was notified that Directors acquired additional shares in the Company, and that, as at 17 March 2021, the total number of shares beneficially owned by each Director was as follows:

Director	Ordinary Shares held as at 17 March 2021 (latest practicable date before publication)
Nigel Higgins	1,568,460
Jes Staley	6,476,632
Tushar Morzaria	4,439,018
Mike Ashley	365,964
Tim Breedon	185,907
Sir Ian Cheshire	122,449
Mohamed A. El-Erian	125,627
Dawn Fitzpatrick	929,342
Mary Francis	51,798
Crawford Gillies	205,312
Brian Gilvary	157,974
Diane Schueneman	83,754

(m) 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 2020 and 16 February 2021 are set out on pages 106 and 107 of the 2020 Annual Report.

Between 16 February 2021 and 17 March 2021, the Company was not notified of any changes to the voting interests disclosed on pages 106 and 107 of the 2020 Annual Report.

Frequently asked questions

When does the AGM start and finish?

10:00am	Lumi AGM online platform opens and question submission through the Lumi AGM online platform opens
11:00am	AGM begins. You will be able to vote through the Lumi AGM online platform once the Chair declares the poll open
1:00pm (approx.)	Meeting concludes

How will I know if arrangements for the AGM change?

The Board will keep the arrangements for the AGM under review and may make further changes to allow physical shareholder attendance if the UK Government's restrictions and guidance permit this at the time of the AGM. However, we do not expect this to be the case in light of the current restrictions and guidance. Changes to the AGM arrangements will be published on the Company's website at home.barclays/agm and announced through a Regulatory Information Service.

Shareholders should continue to monitor the Company's website for any announcements and updates.

Attendance

Can I attend the AGM physically?

No. The UK Government's restrictions and guidance on social distancing and prohibition on non-essential travel and public gatherings mean that shareholders are not currently permitted to physically attend the AGM. The UK Government has stated that these restrictions will not be relaxed until 17 May 2021 at the earliest.

Attached to the Proxy Form and on the rear of the Shareholder Voting Instruction Card is a Poll Card for use in the event that physical attendance at the AGM were to become possible. You should bring the Poll Card with you to the meeting should the situation and the UK Government's restrictions and guidance change such that you are permitted to, and do wish to, attend.

How do I attend the AGM electronically?

Please refer to pages 28 to 31 for instructions on how you can attend the AGM using the electronic facilities that are being made available through the Lumi AGM online platform.

If you wish to attend the AGM using the electronic facilities which are being made available you will be able to speak and ask questions by telephone should you wish to do so, or submit questions through the Lumi AGM online platform as set out below.

Can I listen to the AGM instead?

If you are attending the AGM electronically, you will still be able to ask questions by telephone and dial-in details will be made available through the Lumi AGM online platform (dial-in details will be available to access from 2:00pm on Tuesday, 4 May 2021 in order for you to complete the registration process in advance of the AGM itself, should you wish to do so) by following the instructions shown on-screen. Alternatively, if you are unable to access the electronic facilities, or would prefer to listen to the AGM and ask questions by telephone instead of using the electronic facilities that are being made available through the Lumi AGM online platform, please contact our registrar, Equiniti from 9:00am on Tuesday, 4 May 2021, using the contact details set out on page 27 below.

In order to obtain dial-in details, Equiniti will require (i) your name and address; (ii) your SRN (which can be found on your Proxy Form); and (iii) a valid email address. The AGM is for shareholders and these details are required in order to ensure that only shareholders can listen to the AGM on the telephone. When you have successfully registered, you will be provided with the dial-in, meeting access code and unique PIN you will need to enter in order to listen to the AGM and/or ask questions by telephone.

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

How much will listening to the AGM on the telephone cost?

Calls will not be charged.

Questions

Can I ask questions at the AGM?

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

Questions can be raised both by shareholders who are attending the AGM electronically through the Lumi AGM online platform and by those shareholders who are listening to the AGM by telephone. Please refer to page 28 for details on how shareholders who attend the AGM through the Lumi AGM online platform can ask questions either by telephone or through the online platform. Question submission through the Lumi AGM online platform will open at 10:00am on the day of the AGM. To ask a question by telephone if attending through the Lumi AGM online platform, you will need to

follow the instructions shown on-screen once you log into the Lumi AGM online platform.

Questions submitted through the Lumi AGM online platform will be moderated before being sent to the Chair of the meeting. This is to avoid repetition and to ensure an orderly meeting. The Company will endeavour to respond to any question raised through the Lumi AGM online platform but not answered at the meeting within 14 days.

Shareholders will be able to ask questions "live" during the AGM by telephone when invited to do so during the meeting. Questions asked by telephone will be answered in line with the approach outlined on page 28.

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 by telephone 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 submit the question by writing to the Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or by email to privateshareholderrelations@barclays.com. The Company will endeavour to respond to any question within 14 days of receipt.

Please note that shareholders can always submit questions by writing to the Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or by email to privateshareholderrelations@barclays.com. The Company will endeavour to respond to any question within 14 days of receipt.

Can I ask a question about customer issues?

If you would like to discuss a personal customer matter, please contact our customer relations by emailing AGMCustomerSupport@barclays.com or by calling during business hours on +44 (0)20 7116 8012.

Can I ask a question about my personal shareholding?

If you would like to ask a question about your personal shareholding:

- If you are a shareholder on the ordinary share register, please contact Equiniti using the methods listed on page 27 below.
- If you are an American Depositary Receipts holder, please contact Shareowner Services using the methods listed on page 27 below.
- If you are a Smart Investor shareholder or customer, please contact us using the methods listed on page 27 below.

Voting arrangements

Who is entitled to vote?

Shareholders who want to attend and vote at the AGM must be entered on the Company's register of members by no later than 6:30pm on Friday, 30 April 2021, or if the AGM is adjourned, no later than 6:30pm on the date falling two days, excluding non-working days, before the time fixed for the adjourned meeting.

How do I vote?

You can attend, and cast your vote electronically, at the AGM using the electronic facilities that are being made available through the Lumi AGM online platform as more particularly described on pages 28 to 31.

In addition, there are three ways in which you can vote in advance of the AGM:

- you can appoint the Chair of the meeting as your proxy to vote on your behalf online through our website at **home.barclays/investorrelations/vote**. You will need your Voting ID, Task ID and SRN, which are shown on your Proxy Form or Shareholder Voting Instruction Card. Alternatively, you can appoint a proxy by logging into or registering at Shareview (**www.shareview.co.uk**). A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11:00am on Friday, 30 April 2021;
- you can sign and return your Proxy Form. If you appoint another person as your proxy that person will not be permitted physically to attend the place of the AGM and vote on your behalf, although they may attend and vote electronically. Therefore, you are strongly encouraged to appoint the Chair of the meeting as your proxy. You should return your Proxy Form to our registrar, Equiniti, in the enclosed pre-paid envelope so that it is received by no later than 11:00am on Friday, 30 April 2021. 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; and/or
- 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.

THE BOARD STRONGLY ENCOURAGES SHAREHOLDERS TO VOTE ON ALL RESOLUTIONS BY COMPLETING THEIR PROXY FORM TO APPOINT THE CHAIR OF THE MEETING TO CAST THEIR VOTES AS DIRECTED (EVEN IF YOU PLAN TO ATTEND THE AGM ELECTRONICALLY). THIS IS TO ENSURE THAT YOUR VOTE IS COUNTED IF YOU ARE UNABLE TO ATTEND AND CAST YOUR VOTE ELECTRONICALLY ON THE DAY OF THE AGM.

IF YOU SIGN AND RETURN YOUR PROXY FORM TO OUR REGISTRAR, EQUINITI, PLEASE ENSURE THAT YOU KEEP A RECORD OF YOUR SRN AND UNIQUE PIN PRIOR TO POSTING. YOU WILL NEED YOUR SRN AND UNIQUE PIN IF YOU INTEND TO ATTEND THE MEETING ELECTRONICALLY OR LISTEN TO THE AGM ON THE TELEPHONE.

You will find details of how to withdraw your proxy if you change your mind on page 26 below.

As explained above, you are strongly encouraged to complete your Proxy Form or appoint a proxy online using your Shareholder Voting Instruction Card. The appointment of a proxy will not preclude shareholders from attending and voting at the meeting electronically, or physically should the COVID-19 situation and the UK Government's restrictions and guidance change such that you are permitted to physically attend the meeting and wish to do so. However, physical attendance is not currently expected to be possible in light of the statements made by the UK Government in relation to its planned timetable for the easing of the current COVID-19 restrictions and guidance.

Voting on resolutions at the AGM will be by poll. Details on how to vote on a poll electronically at the meeting are set out on pages 28 to 31. If circumstances change and you are able to physically attend the AGM, and choose to do so, you will be asked to complete a Poll Card. We believe that a poll results in a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they are able to attend the meeting.

If my shares are held in Barclays Sharestore how do I vote?

All Sharestore members can choose to attend the AGM using the electronic facilities that are being made available through the Lumi AGM online platform.

If you are a Sharestore member you can instruct Equiniti Financial Services Limited to appoint a proxy to vote on your behalf on our website at **home.barclays/investorrelations/vote**. You will need your Voting ID, Task ID and SRN Number, which are shown on your Proxy Form. You can also instruct Equiniti Financial Services Limited to appoint a proxy by logging into or registering at Shareview (**www.shareview.co.uk**).

Alternatively, you can return your Proxy Form so that Equiniti Financial Services Limited can appoint a proxy on your behalf. The UK Government's restrictions and guidance on social distancing and prohibition on non-essential travel and public gatherings mean that Sharestore members are not permitted physically to attend the meeting but may instead attend and vote electronically at the AGM. Therefore, you are strongly encouraged to instruct Equiniti Financial Services Limited to appoint the Chair of the meeting as your proxy to ensure your votes are cast in accordance with your wishes even if you do intend to attend the AGM electronically. 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 11:00am on Friday, 30 April 2021. Alternatively, Sharestore members may instruct Equiniti Financial Services Limited to appoint a proxy other than the Chair of the meeting to attend and vote at the meeting electronically by following the instructions set out on this page.

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

If you have chosen not to receive hard copy shareholder documents and would like to vote, you can appoint a proxy online at Shareview (**www.shareview.co.uk**).

Alternatively, if you would like to vote by appointing a proxy using a Proxy Form, please contact Equiniti, whose contact details are on page 27.

Frequently asked questions continued

I have been nominated by a shareholder to enjoy information rights. Can I vote?

No. If you are not a shareholder you do not have a right to vote or to appoint a proxy. However, 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.

As described above, the registered shareholder who nominated you is strongly encouraged to appoint the Chair of the meeting as their proxy to ensure their votes are cast in accordance with their wishes. Alternatively, the registered shareholder who nominated you may appoint a proxy other than the Chair of the meeting to attend and vote at the meeting electronically by following the instructions set out on page 25.

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. However, under the current prohibition on attendance at public gatherings, if you appoint anyone other than the Chair of the meeting as your proxy, that person will not be able to physically attend and vote at the AGM on your behalf. You may appoint a proxy other than the Chair of the meeting to attend and vote at the meeting electronically by following the instructions set out on page 25.

To be valid, proxy appointments must be received no later than 11:00am on Friday, 30 April 2021.

Can I appoint more than one proxy?

Yes. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy you should photocopy the Proxy Form and indicate in the relevant box that this is one of multiple instructions.

Can I change my mind once I have appointed a proxy?

Yes. If you change your mind, you can send a written statement to that effect to our registrar, Equiniti. The statement must arrive with Equiniti by 11:00am on Friday, 30 April 2021 or, if the COVID-19 situation and the UK Government's restrictions and guidance change such that you are permitted to and do attend the AGM physically, 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 present (electronically, in person physically (should this subsequently be permitted) or by proxy) at the AGM (as determined by the order in which the names are listed on the register of members) 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 18, 21 and 25 to 27 are determined by a simple majority of votes (being more than 50% of the votes cast).

Resolutions 19, 20, 22, 23, 24, 28 and 29 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 LSE as soon as possible after the conclusion of the AGM, and will appear on our website at home.barclays/agm.

Corporate shareholders

I am a corporate shareholder – what do I need to do to attend the AGM should the UK Government's restrictions and guidance subsequently change so as to permit this?

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the AGM physically, should this subsequently be permitted.

Please contact Equiniti, whose contact details are on page 27, if you need further guidance on this.

Contact details

Shareholder information

If you need help, please contact Equiniti



Web

www.shareview.co.uk



Telephone

0371 384 2055* (in the UK)
+44 121 415 7004 (from overseas)



Postal address

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

American Depositary Receipts information

If you need help, please contact Shareowner Services



Web

adr.com

Email:

StockTransfer@equiniti.com



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

www.barclays.co.uk/smart-investor/

Email to:

investmentclientrelations@barclays.com

Telephone 0800 279 3667. Information about call charges and our opening hours are available on our website

www.barclays.co.uk/smart-investor/

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 full 2020 Annual Report online at **home.barclays/annualreport**.

Presentations

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

Do you provide this Notice in alternative formats?

Copies of this Notice are available in large print, Braille or on an audio CD.

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

0371 384 2055*(in the UK); or
+44 121 415 7004 (from overseas)



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

Additional information for shareholders

Electronic platform user guide and process for AGM

**Meeting ID:
154-887-400**

**Electronic platform
website:
web.lumiagm.com**

**To log in you must
have your SRN**

Electronic Meeting

For the 2021 AGM, the Company is for the first time enabling shareholders to attend the meeting electronically, should they wish to do so. Shareholders will be able to attend, vote and raise questions at the AGM by accessing the Lumi AGM online platform, web.lumiagm.com. Shareholders will also be able to raise questions by telephone, details of which are available on the Lumi AGM online platform.

Accessing the Lumi AGM online platform

The Lumi AGM online platform can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please go to web.lumiagm.com on the day.

Logging In

On accessing the Lumi AGM online platform, you will be asked to enter a Meeting ID which is **154-887-400**. You will then be prompted to enter your unique SRN and PIN. These can be found printed on your Proxy Form. Your PIN will be the **first two** and **last two** digits of your SRN. The Lumi AGM online platform will only permit one login per each unique SRN. Access to the meeting will be available from 10:00am on Wednesday, 5 May 2021, however, please note that your ability to vote will not be enabled until the Chair of the meeting formally opens the poll shortly after commencing the meeting.

A User Guide on how to join the AGM through the Lumi AGM online platform is set out on pages 30 to 31.

Webcast

The AGM will be broadcast electronically by way of webcast. Once logged in, and at the commencement of the meeting, you will be able to watch the proceedings of the meeting on your device.

Voting

Once the Chair of the meeting has formally opened the meeting, the Chair will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions set out in the Notice of AGM. Resolutions will not be proposed individually.

Once the poll is open, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote: "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received.

There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair of the meeting announces its closure at the end of the meeting.

Questions through the Lumi AGM online platform

Questions will be invited during the AGM. Shareholders attending electronically may ask questions through the Lumi AGM online platform by typing and submitting their question in writing by selecting the messaging icon from within the navigation bar and typing their question at the bottom of the screen. Questions can be submitted at any time from 10:00am on the day of the AGM up to the close of the Q&A session.

Questions sent through the Lumi AGM online platform will be moderated before being sent to the Chair of the meeting. This is to avoid unnecessary repetition and to ensure an orderly meeting. The Company will endeavour to respond to any question raised through the Lumi AGM online platform but not answered at the meeting within 14 days.

Questions by telephone (if attending through the Lumi AGM online platform)

To be able to speak at the AGM, shareholders who are attending through the Lumi AGM online platform will require the dial-in, meeting access code and unique PIN, which will only be accessible once you have logged into the Lumi AGM online platform and completed the registration process. In order to allow you to complete this registration in advance of the meeting, the Lumi AGM online platform will be available from 2:00pm on Tuesday, 4 May 2021 for telephone registration purposes. If you would like to speak and ask questions by telephone at the AGM, we recommend you register in advance in order to minimise the risk of delay if seeking to do this at the meeting itself. Calls will not be charged.

Once connected you will receive further instructions on how to ask a question. Once your call has been put through to the meeting, you will then be able to ask questions to the meeting as normal.

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

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 by telephone 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 submit the question by writing to the Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or by email to privateshareholderrelations@barclays.com. The Company will endeavour to respond to any question within 14 days of receipt.

If you have any questions about your personal shareholding or in relation to a personal customer matter, please do not submit them through the Lumi AGM online platform or on the telephone. See page 24 for details on who to contact in relation to these types of enquiry.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to and view the webcast. It is the user's responsibility to ensure they maintain an active internet connection for the duration of the meeting.

Duly appointed proxies and corporate representatives

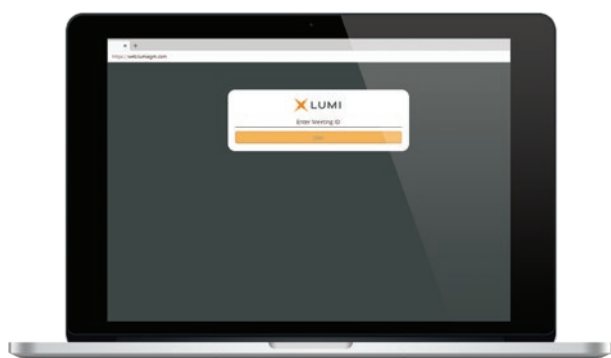
If your investment is not held in your name on the register of members (i.e. it is held in a broker account or by a custodian), it will be necessary for you to be appointed as a proxy or corporate representative to attend, speak and vote electronically at the AGM. You should therefore follow the procedures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

Once a valid appointment has been received and verified please contact the Company's registrar before 5pm on Friday, 30 April 2021 on 0371 384 2055 or +44 121 415 7004 if calling from outside the UK, to obtain your unique SRN and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

It is recommended that the Company's registrar is contacted as early as possible.

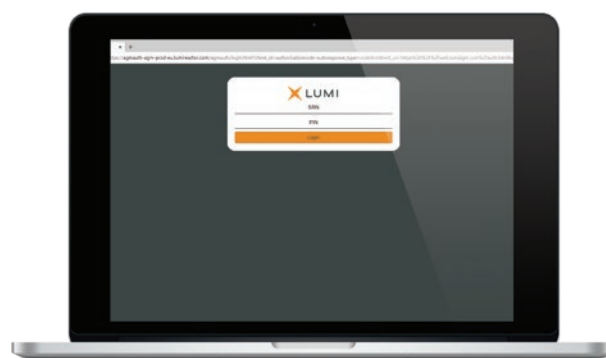
User Guide to Joining the Barclays PLC 2021 Annual General Meeting through the Lumi AGM online platform

Meeting ID: 154-887-400 | To login you must have your SRN and PIN



Step 1:

Navigate to web.lumiagm.com and you will be prompted to enter a **Meeting ID** which is **154-887-400**. The website will be available from 10:00am on **Wednesday, 5 May 2021**.



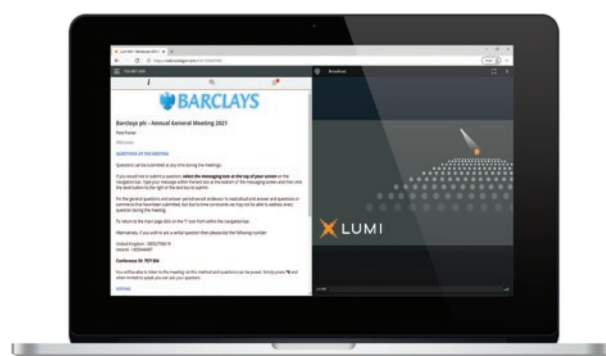
Step 2:

After entering the Meeting ID, you will be prompted to enter your unique **Shareholder Reference Number (SRN)** and **PIN** (first two and last two digits of your SRN).



Step 3:

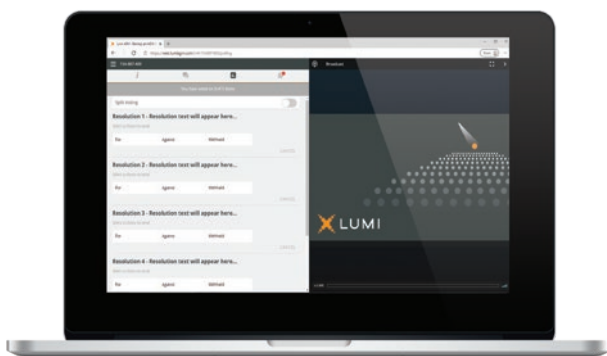
When successfully authenticated, you will be taken to the Home Screen. Details of how to access the telephone facilities will be available on the Lumi AGM online platform.



Step 4:

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

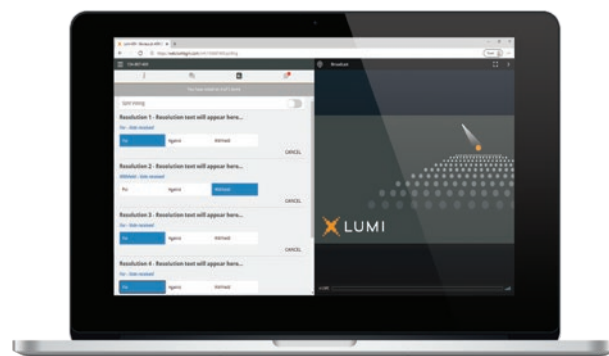
This can be minimised by pressing the same button. 



Step 5:

When the Chair declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

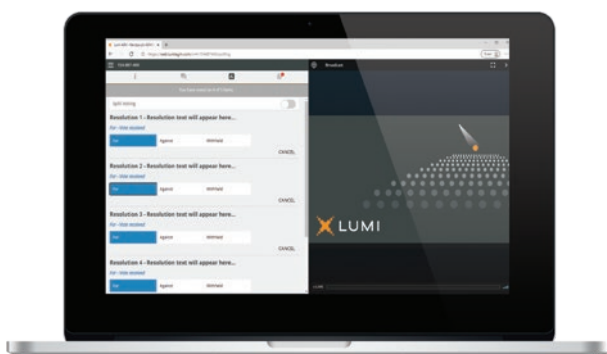


Step 6:

For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

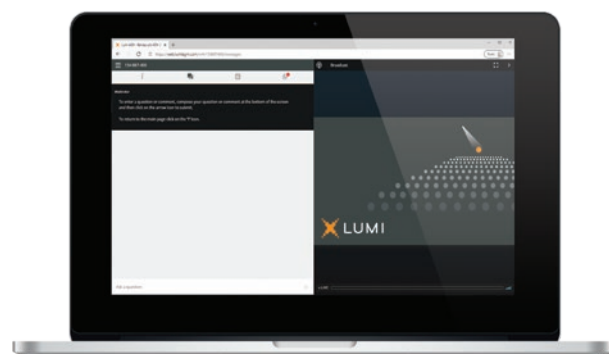
For – Vote received




Step 7:

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

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



Step 8:

If you would like to ask a question, select the messaging icon. 

Type your message within the chat box at the bottom of the messaging screen.

Click the send button to submit.



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Registered in England. Registered No: 48839
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