



The AGM will be held on Wednesday, 5 May 2021 at 11:00am at 1 Churchill Place, London E14 5HP and via an electronic platform as more fully described in the Notice of Meeting.

**THE UK GOVERNMENT'S CURRENT RESTRICTIONS AND GUIDANCE ON NON-ESSENTIAL TRAVEL AND PUBLIC GATHERINGS MEAN THAT SHAREHOLDERS ARE NOT PERMITTED TO PHYSICALLY ATTEND AND VOTE AT THE AGM. SHAREHOLDERS WILL BE ABLE TO ATTEND THE AGM ELECTRONICALLY AND VOTE AND RAISE QUESTIONS IN REAL TIME. EVEN IF YOU PLAN TO ATTEND THE AGM ELECTRONICALLY, 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. APPOINTING A PROXY WILL NOT PREVENT YOU FROM ATTENDING THE AGM ELECTRONICALLY AND VOTING ON THE DAY. SHAREHOLDERS ATTEMPTING TO ATTEND THE PHYSICAL AGM WILL BE REFUSED ENTRY.**

**If you would like to attend the AGM electronically, please follow the instructions set out in the Notice of Meeting. You will need your Shareholder Reference Number.**

## Asking a question

The Company is enabling shareholders to attend the AGM electronically. Shareholders will be able to attend, vote and raise questions at the AGM by accessing the Lumi online platform at [web.lumiagm.com](http://web.lumiagm.com). Please refer to the instructions set out in the Notice of Meeting for details of how to access the AGM, ask questions and vote.

In addition to asking questions at the AGM itself, you can submit questions in advance of the meeting. Shareholders can submit questions by writing to the Company Secretary at Barclays PLC, 1 Churchill Place, London E14 5HP or emailing to [privateshareholderrelations@barclays.com](mailto:privateshareholderrelations@barclays.com). Questions should be on the specific business of the AGM. 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.

If you would like to ask a question about your personal shareholding or about customer issues, please see the contact details set out in the Notice of Meeting as these questions will not be answered at the AGM.

## AGM arrangements

We will keep the arrangements for the AGM under review and may make further changes to allow shareholder attendance in person 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 and announced through a Regulatory Information Service. Shareholders should continue to monitor the Company's website for any announcements and updates.

The Notice of Meeting is available online at [home.barclays/aggm](http://home.barclays/aggm).

## Managing your shares online

By registering at Shareview you can appoint a proxy ahead of general meetings and manage your shareholding online. You will also receive notifications of dividend payments and Barclays results directly to your email on the day of publication.

**To register at Shareview, please follow these 3 easy steps:**

- Step 1** Go to [www.shareview.co.uk](http://www.shareview.co.uk)
- Step 2** Register for electronic communications by following the instructions on screen
- Step 3** You will be sent an activation code in the post the next working day

If you have any questions, please contact Equiniti whose contact details can be found in the explanatory notes.



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**YOU WILL NOT NEED THIS POLL CARD UNLESS UK GOVERNMENT RESTRICTIONS AND GUIDANCE CHANGE TO ALLOW SHAREHOLDERS TO ATTEND THE AGM IN PERSON AND YOU WISH TO DO SO. DETAILS OF ANY CHANGES TO THE CURRENT AGM ARRANGEMENTS WILL BE PUBLISHED ON THE COMPANY'S WEBSITE AND ANNOUNCED VIA A REGULATORY INFORMATION SERVICE. SHAREHOLDERS SHOULD CONTINUE TO MONITOR THE COMPANY'S WEBSITE FOR ANY ANNOUNCEMENTS AND UPDATES.**

**This card should only be completed during the meeting**

Holders of ordinary shares as well as proxies and authorised representatives of corporations are entitled to vote.

Please write an X in the For, Against or Vote Withheld box for each resolution below. If you wish to cast your votes partly For, partly Against or partly Vote Withheld on a resolution, you should write the number of votes cast For, Against or Vote Withheld in the appropriate box.

Signature(s)

Date

**Resolutions**

**Your Board unanimously recommends that you vote in favour of Resolutions 1 to 28 (inclusive).**

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive the reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Directors to allot shares and equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to allot equity securities for cash and/or sell treasury shares other than on a pro rata basis to shareholders of no more than 5% of issued share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Julia Wilson be appointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Directors to allot equity securities for cash and/or sell treasury shares other than on a pro rata basis to shareholders of no more than 5% of issued share capital in connection with an acquisition or specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Mike Ashley be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the Directors to allot equity securities in relation to the issuance of contingent Equity Conversion Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Tim Breedon be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders in relation to the issuance of contingent Equity Conversion Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That Mohamed A. El-Erian be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That Dawn Fitzpatrick be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To authorise the Directors to call general meetings (other than an AGM) on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That Mary Francis be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. To authorise the renewal of the Barclays Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. That Crawford Gillies be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. To authorise the renewal of the Barclays Group Share Value Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. That Brian Gilvary be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27. To authorise the Directors to reintroduce a scrip dividend programme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. That Nigel Higgins be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28. To adopt new Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. That Tushar Morzaria be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>SHAREHOLDER REQUISITIONED RESOLUTION</b>			
13. That Diane Schueneman be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Your Board does NOT SUPPORT this Resolution 29 and RECOMMENDS THAT YOU VOTE AGAINST Resolution 29.</b>			
14. That James Staley be reappointed a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	29. Market Forces climate change resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To reappoint KPMG LLP as Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
16. To authorise the Board Audit Committee to set the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
17. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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The explanatory notes set out below should be read alongside the Notice of Meeting.

### 1. 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.

### 2. How to vote

As set out in the Notice of Meeting, the Company is holding the AGM as a combined physical and electronic meeting (a so-called "hybrid" meeting) to enable shareholders to attend the AGM remotely and cast their vote electronically at the AGM.

The Notice of Meeting sets out how you can vote electronically at the AGM.

### 3. Proxy

You can appoint one or more people (called proxies) to attend, speak and vote on your behalf. A proxy need not be a Barclays shareholder. 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 current restrictions mean that neither you nor any other person you might appoint as your proxy will be able to physically attend the meeting (although your proxy may attend electronically on your behalf and vote). You are strongly encouraged to appoint the Chair as your proxy even if you intend to attend the AGM electronically to ensure your vote is counted if you are unable to attend and cast your vote electronically on the day of the AGM.

You can appoint your proxy online to vote on your behalf on our website at **home.barclays/investorrelations/vote**. To log on you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on the front of this Proxy Form. Alternatively, you can appoint a proxy by logging into or registering at Shareview. Details on how to register are enclosed with this form. You can also appoint your proxy by completing and sending this Proxy Form by post in the enclosed pre-paid envelope. To be valid, proxy appointments must be received by no later than 11:00am on Friday, 30 April 2021.

Unless you complete the Proxy Form to show how you want them to vote, your proxy or proxies can vote, or not vote, as they see fit, on any matter which is put before the meeting.

### 4. Multiple proxies

You can appoint more than one proxy, but if more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares. To appoint more than one proxy, please photocopy the Proxy Form and indicate the number of shares that you are authorising them to act as your proxy for. Mark the box on the Proxy Form to show that you have appointed more than one proxy. However, as shareholders are prohibited from attending the AGM in person, 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 in person on your behalf.

### 5. Attendance at the AGM

If you complete the Proxy Form to appoint a proxy or proxies, this 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 subsequently wish to do so.

### 6. Authority and timing

To be valid, you must return this Proxy Form, together with a certified copy of the power of attorney or other authority (if any) under which it is executed, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8JF United Kingdom, in the pre-paid envelope provided, so that it is received by no later than 11:00am on Friday, 30 April 2021.

If you are posting your Proxy Form within the UK, we encourage you to post early and please allow at least 3 working days for delivery. Please allow extra time if posting from outside the UK. We encourage you to appoint your proxy online.

### 7. Joint shareholders

The signature of any one of the joint holders will be enough to appoint the Chair of the meeting as your proxy.

### 8. Vote withheld

The 'Vote Withheld' option is given to enable you to abstain on any particular resolution. The 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

### 9. Corporate shareholders

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an officer of the company, an attorney for the company or other persons authorised to sign.

### 10. Euroclear electronic proxy appointment service (CREST)

If you are a user of the CREST system (including a CREST Personal Member), you may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To be valid, the CREST message must be received by the receiving agent (ID RA19) no later than 11:00am on Friday, 30 April 2021. For this purpose the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the receiving agent is able to retrieve the message. After this time, changes of instructions to proxies appointed through CREST should be communicated to the proxy by other means. If you are a CREST personal member or other CREST sponsored member, you should contact your CREST sponsor for help with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

## Contact Equiniti by:



Web  
[www.shareview.co.uk](http://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

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