

Company Number: 01026167
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS¹ OF
BARCLAYS BANK PLC
("the Company")
PASSED: 6 June 2023



The following ordinary and special resolutions¹ were passed at the Annual General Meeting of the Members of the Company, duly convened and held on 6 June 2023 at 12:30pm.

ORDINARY RESOLUTIONS

1. **Reports and accounts**
THAT the reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2022, now laid before the meeting, be received.
2. **Appointment of Directors by single resolution**
THAT the appointment of two or more persons as Directors of the Company may be proposed by a single resolution.
3. **Appointment of Directors**
THAT Marc Moses and Julia Wilson each be appointed as a Director of the Company.
4. **Reappointment and remuneration of Auditors**
THAT KPMG LLP, Chartered Accountants and Statutory Auditors, be appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the Board Audit Committee.
5. **General authority to allot shares and equity securities**
THAT, in substitution for all existing authorities if passed, in accordance with section 551 of the Companies Act 2006 (the 'Act'), the Directors be generally and unconditionally authorised 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 ('Rights') up to an aggregate nominal amount of £2,000,000,000 provided that this authority shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the end of the AGM of the Company to be held in 2024 or the close of business on 30 June 2024, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would, or might, require shares to be allotted or Rights to be granted, and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

¹ Resolutions relating to special business only

6. Additional general authority to allot equity securities in relation to the issuance of Equity Conversion Notes ('ECNs')

THAT, in addition to any authority granted pursuant to resolution 5 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 £5,000,000,000 in relation to any issue by the Company of Equity Conversion Notes ('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 Barclays PLC together with its subsidiaries 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 2024 or the close of business on 30 June 2024, 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.

SPECIAL RESOLUTIONS

7. Authority to allot equity securities for cash other than on a pro rata basis to shareholders

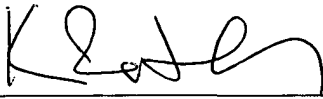
THAT, subject to the passing of resolution 5, and in accordance with section 570 of the Act, the Directors be generally authorised to allot equity securities (as defined in section 560 of the Act) and/or shares pursuant to the authority conferred by resolution 5, as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the end of the AGM of the Company to be held in 2024 or the close of business on 30 June 2024, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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

THAT, in addition to any authorities granted pursuant to resolutions 5 and 7, if passed, and subject to the passing of resolution 6, 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 6, 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 2024 or the close of business on 30 June 2024, 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.

9. Authority to call general meetings (other than an AGM) on not less than 14 clear days' notice

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 2024 or the close of business on 30 June 2024, whichever is the earlier.

A handwritten signature in black ink, appearing to read 'K. Roberts', is written over a horizontal line.

Kathryn Roberts

Director of Governance, Company Secretariat, Barclays Bank PLC