

Company Number: 1026167

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS<sup>1</sup>  
OF  
BARCLAYS BANK PLC  
("the Company")

Passed: 2 May 2019

FRIDAY



The following ordinary and special resolutions<sup>1</sup> were passed at the Annual General Meeting of the Members of the Company, duly convened and held on 2 May 2019:

**ORDINARY RESOLUTIONS**

6. That, in substitution for all existing authorities 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 £780,853,171, \$5,813,300 and €3,185,600; and allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,561,706,342, (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 6) in connection with an offer by way of a rights issue: to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and 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 2020 or the close of business on 30 June 2020, 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.

**SPECIAL RESOLUTIONS**


7. That, in substitution for all existing authorities, if passed, and subject to the passing of resolution 6, 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 6 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: 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 6, such authority shall be limited to the allotment of equity securities in connection with an

---

<sup>1</sup> Resolutions relating to special business only.

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 to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 6 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 £117,127,975.75 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 28 March 2019; 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 in 2020 or the close of business on 30 June 2020, 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.

8. That, in substitution for all existing authorities, if passed, and subject to the passing of resolution 6, the Directors be authorised in addition to any authority granted under resolution 7 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: limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £117,127,975 representing no more than 5% of the issued ordinary share capital (excluding treasury shares) as at 28 March 2019; and 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 2020 or the close of business on 30 June 2020, 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.
9. 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 2019 or the close of business on 30 June 2020, whichever is the earlier.

  
.....  
Company Secretary,  
Barclays Bank PLC