

The Barclays Way

How we do business



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The Barclays Way...

Barclays has achieved what we set out to be, a transatlantic consumer and wholesale bank, with global reach. As an organisation we have evolved on nearly every level, in shape, size and ambition – and as we look to the future, we need to consider how we reflect Barclays as it is today, and how we want it to be seen tomorrow. Together, Barclays International, Barclays UK and Barclays Execution Services, form a united Barclays – connected by a common set of Values and a single guiding purpose – *creating opportunities to rise*; in this, we will continue to come together to create the opportunities that will help customers, clients, colleagues, shareholders and society to rise.

Our Values – Respect, Integrity, Service, Excellence and Stewardship – act as a centre of gravity, guiding us to behave in the right way and holding us to account. Creating opportunities to rise must never come at the cost of what is right. It will always be grounded in our deep-rooted values.

Our Code of Conduct, The Barclays Way, continues to be the framework that sets out the clear standard of conduct that we must all adhere to if we are to attain and retain the trust of our stakeholders. Please review it carefully and bring it alive every day.



John McFarlane
Chairman

A handwritten signature in black ink, appearing to read 'John McFarlane'.



Jes Staley
Group Chief Executive

A handwritten signature in black ink, appearing to read 'Jes Staley'.

The Barclays Way...

What this means for you



What this means for you

This Code of Conduct outlines the Purpose and Values which govern our Barclays way of working across our business globally. It constitutes a reference point covering all aspects of colleagues' working relationships, and provides guidance on working with colleagues, customers and clients, governments and regulators, business partners, suppliers, competitors and the broader community.

The behavioural standard set by the Barclays Way applies to every Barclays employee and to colleagues in the subsidiaries in which we have a controlling interest. Other subsidiaries in which Barclays has a minority interest, and joint ventures in which we participate, are encouraged proactively to adopt an equivalent approach, as are any other entities or individuals contracted by Barclays to do work on the company's behalf.

The objective is to define the way we think, work and act at Barclays to ensure we deliver against our Purpose of creating opportunities to rise.

This Code of Conduct outlines the Purpose and Values which govern our Barclays way of working across our business globally.

- Barclays takes the Values and Behaviours and points set out in this Code of Conduct very seriously
- It's every colleague's responsibility to be aware of and understand this Code of Conduct and the policies which apply to our roles
- Colleagues who are unsure of what course of action to take should check local policy, or with their line manager, or a senior manager. It is expected that, when unsure of a matter, colleagues will err on the side of caution
- Colleagues are required to undertake annual training, which includes an assessment to confirm understanding of the Barclays Way
- Any failure to act in accordance with the Values and Behaviours or breaches of this Code of Conduct may result in disciplinary action, up to and including dismissal, or other contractual termination.

The Barclays Way...

At a glance



At a glance

We're all opportunity makers. Everything we do is designed to help our customers, clients, colleagues, shareholders and society. This has been part of our DNA for over 328 years. In April 2018, we completed one of the most complex restructurings ever undertaken by a bank. We've now achieved the shape and capital position we need in order to look to the future, and we have a renewed focus on growth and returns.

Legally, there may be lines that separate our organisation, but in all the ways that make us Barclays, we remain one. We're united by a common set of Values and a single guiding Purpose, that help us all play our part in building a clear, creative and compelling Barclays brand.

Our Purpose – Creating opportunities to rise.

We are a company of opportunity makers, working together to help people rise – customers, clients, colleagues and society.

Purpose, Values and Behaviours





The Barclays Way... How we behave

How we behave

We apply our Values and Behaviours consistently across the bank in everything we do. This means that we act fairly, ethically and openly and abide by standards which are in many cases higher than those set by the laws and regulations which apply to our business.

In doing this, we apply a range of criteria, over and above financial considerations, aimed at building a sustainable, strong and profitable business for the long term and adding value to our business relationships and the broader communities in which we live and work.

We will benchmark our individual and corporate performance, not just on commercial results, but also on how we demonstrate the Values and Behaviours in our daily work.

As employees of Barclays we are all personally accountable for what we do every day. Personal accountability is central to our culture and how we behave is instrumental in us achieving the highest standards of performance, adding value to our customers and clients and meeting our regulatory obligations. In order to achieve this, we expect colleagues to:

1. Act with integrity
2. Act with due skill, care and diligence
3. Be open and co-operative with regulators
4. Treat customers fairly
5. Observe proper standards of market conduct.

These expectations apply as part of the Individual Accountability Regime. Employees in scope of the Individual Accountability Regime are Senior Managers, Material Risk Takers, Certified Individuals, all UK employees (excluding ancillary staff) and overseas employees who have the potential to deal with UK customers. However, Barclays expects that all employees will comply with these requirements. Employees should familiarise themselves with and adhere to the relevant policies covering the Individual Accountability Regime.

As employees
of Barclays we
are all personally
accountable for what
we do every day.

Citizenship – our contribution to society

Finance and banking play a critical role as a key enabler of social and economic progress, growth and development. This concept, called shared value, is about creating a virtuous link between our own success and society's progress, not discounting one or the other. Barclays has an opportunity to play a pivotal role in fostering innovation and facilitating inclusive, shared growth for all, now and as we develop the future of banking.

As a transatlantic consumer, corporate and investment bank, we reach millions of customers and clients. We take pride in being an example of good practice through our consistent application of policies, standards of governance and ways of working. Our long term aim is to provide our colleagues, customers and clients with the tools and conditions they need to access a prosperous future. Our Citizenship strategy, the Shared Growth Ambition, is a fundamental element of this and focuses on activities and initiatives that drive social and commercial value – not one or the other. It is simply good business – for individuals and society, for today and for tomorrow.

We work independently and in collaboration and consultation with others in addressing global themes such as employability, entrepreneurship, financial inclusion, human rights and climate change, where business has an important contribution to make. Dialogue with a range of stakeholders on these, and other issues of concern, informs our policy and decision-making.



In doing this we:

- take account of the broader impacts of our decisions. This includes identifying those who may be affected (directly and indirectly) and making an evaluation of social, environmental and ethical impacts integral to our assessment of financial propositions, supplier relationships and the development of new products
- manage our responsibilities to support governments and civil society organisations in respecting and upholding human rights principles wherever we operate
- manage our own environmental performance in terms of consumption of resources, disposal of waste and reduction of adverse impacts, and contribute to the development of financial solutions and appropriate responses to the challenges presented by climate change
- support colleagues in undertaking voluntary work in their communities
- seek ways of harnessing our resources to further our contribution to society.

Customer/Client – delivering excellent service

At Barclays we strive to create and maintain mutually beneficial long-standing relationships with personal, business, institutional and international customers and clients, that meet their needs and exceed their expectations. This means taking personal responsibility for understanding the financial advice and support that they need to achieve their goals, and ensuring that they are provided with creative solutions that enable them to make well-informed choices in support of their short and long-term goals.

Our objective is to offer good value and to deliver this via excellent and consistent customer and client service. We take pride in our reputation for providing innovative products and ideas that allow us to help our customers and clients manage their financial affairs better, thereby creating opportunities to help them rise.

In doing this we:

- communicate clearly without jargon and are transparent about fees and charges, ensuring these are fair and reasonable
- conduct sales, advertising and marketing of our products and services with integrity and do not make false, misleading or exaggerated claims
- do not offer customers and clients products that are not right for them
- maintain confidentiality of customer and client information
- deliver on our promises and take personal responsibility for putting things right when they go wrong
- resolve complaints diligently, fairly and quickly and measure customer/client satisfaction
- take a responsible approach to clients who find themselves in financial difficulty
- evaluate the broader risks and impacts of business propositions and products to anticipate and rectify adverse effects
- avoid undeclared actual or potential conflicts of interest, or behaviour that may be perceived as a conflict of interest. This may be an actual or perceived conflict between an individual's personal interests and the interests of Barclays as a whole (including our shareholders, supplier relationships, customers and clients), a conflict between the interests of two or more clients, or a situation where Barclays prioritises its own interests over those of suppliers, customers and clients. Where we cannot avoid such conflicts, we are transparent about their existence and the steps taken to manage them proactively.

Our objective is to offer good value and to deliver this via excellent and consistent customer and client service.

Colleague – promoting respect, diversity and performance in the workplace

At Barclays we treat each other with respect and appreciate that everyone has a valuable contribution to make. We put the interests of the bank and its customers above ourselves or any individual or single team and collaborate with colleagues in other parts of Barclays to deliver the best result. We demand excellence and acknowledge, and take pride in, our achievements.

We foster a working environment in which colleagues are trusted, take responsibility for both success and failure – without allocating blame – and are encouraged to challenge decisions or behaviours they believe are wrong. Doing the right thing, and having the courage to speak up when others may be reluctant to do so, is an important aspect of the Barclays Way. No employee will experience any form of overt or covert retaliation of any kind as a direct or indirect consequence of reporting an issue in good faith.

In doing this we:

- act and are seen to act with the highest standards of conduct and integrity
- challenge and escalate issues of concern in a fair and clear manner
- welcome and foster diversity within our workforce
- take a no-tolerance approach to bias, bullying or harassment
- are committed to developing and maintaining our professional knowledge and skills
- support and coach colleagues in developing their skills and career and provide them with the necessary training and tools, including constructive feedback on their performance and behaviours
- take personal accountability for achieving high performance by setting challenging and stretching targets for ourselves and expect this of others
- are open minded to, and respectful of, others' points of view
- recognise and celebrate colleagues' achievements
- evaluate and compensate performance on the basis of how objectives are met, as well as what is delivered
- seek to employ and retain people who are exemplars of the Barclays way of working and culture
- behave in a way that demonstrates that every single role within the bank is important, as are the people who occupy those roles
- recognise colleagues' right to freedom of association and to participate constructively in dialogue with trade unions
- provide a safe and healthy working environment, recognising that work/home balance is important and aids overall health, wellbeing and productivity
- make colleagues with line management responsibilities aware that they have an additional obligation to ensure that their teams are effectively supervised and supported to meet the high standards expected of us all and that they lead by example at all times.

At Barclays we treat each other with respect and appreciate that everyone has a valuable contribution to make.

Discrimination, bullying and harassment

Barclays respects and values people from all backgrounds. We aim to create and promote a culture that is diverse and inclusive. Barclays will not tolerate discrimination, bullying or harassment of any employees, clients, customers, contractors, suppliers or other visitors to our premises. Such behaviour is completely inconsistent with our tradition of providing a respectful, professional and inclusive workplace and is treated as a disciplinary matter.

All colleagues must play their part in creating the positive and respectful environment we are all entitled to enjoy. This means being sensitive to the impact that their own actions and behaviours can have on others, and treating colleagues, clients and other business contacts openly, honestly and courteously. This applies to unacceptable conduct that takes place in the course of employment or provision of services to Barclays, including whilst representing Barclays through corporate entertainment and events and at other work related social events.

Barclays will not tolerate any form of discrimination based on race, religion or belief, gender, sexual orientation, disability, age, pregnancy or maternity, marriage or civil partnership, gender reassignment, veteran status or any other characteristic/s protected by relevant law. These are known as Protected Characteristics. Nor will Barclays tolerate any action, conduct or behaviour of a sexual, racial, religious nature (or any other form of behaviour which amounts to harassment on the basis of a Protected Characteristic), that is intimidating, hostile, degrading, humiliating or offensive to, or unwanted by, any other person.

Colleagues should speak up if they witness or are aware of any discriminatory or harassing behaviour. This could be by talking to the person(s) involved, discussing the matter with the appropriate line manager, seeking specific advice from Human Resources, or reporting the matter confidentially through the Raising Concerns hotline and email.

Barclays will treat allegations of discrimination, bullying or harassment in a serious and sensitive manner, and seek to address them promptly and confidentially where possible through an independent, objective process.

Changes to individual circumstances

Subject to local policies and procedures and to any restrictions imposed by applicable local laws, all Barclays employees are required to inform their line manager or other appropriate contact of changes in the following circumstances which may be relevant to their role:

- Any conflict of interest or outside business interest
- Police arrest or caution, conviction for a criminal offence¹, judgements or court orders for criminal offences (excluding minor traffic offences)
- Any actual or threatened litigation against them that would likely have an impact on Barclays, reputational or otherwise
- Changes in legal right-to-work status
- Any adverse credit judgements²

- Personal relationships at work. These are defined as new or existing relationships or those that have previously been disclosed that have ended. They may involve colleagues, contractors, suppliers, customers or clients and their nature may be a marriage, a civil partnership, a romantic relationship or a family relationship.
- Politically exposed person status or close family connection to a client/customer/public official, regulator or other external stakeholder who has the authority to award business to Barclays or otherwise influence Barclays' interests (as required by Barclays Anti-Bribery and Anti-Corruption policy).

¹ Unless local legislation expressly provides that the conviction does not have to be disclosed for the role you are carrying out.

² If the requirement to provide this information is permitted by local law.

Managing risk – maintaining strong governance, robust controls and strong ethical standards

At Barclays we use our energy, skills and resources to deliver high-quality, sustainable results, taking account of the longer term as much as immediate achievements. We are committed to transparency in our disclosures and reporting, and to delivering a fair return to shareholders.

In managing our business, we appreciate that adherence to high standards of ethical conduct is fundamental to maintaining the trust and confidence of Barclays' stakeholders, including clients and regulators. We will not compromise the controls or compliance requirements which govern our activities and behaviour.

Barclays' Enterprise Risk Management Framework (ERMF) governs the way in which we identify and manage our risks. All employees, regardless of their positions, functions or locations, must play their part in the firm's risk management. Employees are required to be familiar with risk management policies which are relevant to their responsibilities, know how to escalate actual or potential risk issues, and have a role-appropriate level of awareness of the risk management process as defined by the ERMF.

Where we engage with governments and regulators on issues relevant to our business, we are honest and transparent in our communication with them. Barclays is politically neutral; we do not participate in party political activities or make party political contributions.

In managing our relationships with suppliers we seek mutually beneficial relationships based on merit and work through our supply chain to ensure that related environmental, social and ethical impacts are identified and managed appropriately.

We acknowledge that free and fair competition is good for business and customers and clients, driving innovation and improvements in service provision.

In doing this we:

- ensure that information is prepared in accordance with best practice standards and is sufficiently comprehensive to enable shareholders and other stakeholders to make an informed assessment of both our strategies and our future prospects
- take care to protect and enhance our reputation in everything that we do – our brand is more important to long-term stock market value and sustainable growth than short-term profits
- ensure that all information in our public and internal communications is honest, accurate, clear and timely
- make sure colleagues are familiar with and understand the controls and governance relevant to their roles, and that they undertake the relevant mandatory training
- take action in relation to anyone working for Barclays who does not act in a manner consistent with this Code
- keep within the spirit, as well as the letter, of the law and regulation and apply high standards of professional and ethical conduct at all times
- practice responsible risk management and due diligence in our decision making

- apply clear standards to tax planning for customers, clients and on our own account to ensure Barclays' Tax Principles are upheld and we are fully compliant with the UK Code of Practice on Taxation for Banks
- take a no-tolerance approach to the facilitation of tax evasion in any country
- take a no-tolerance approach to bribery and corruption wherever it is encountered and do not make facilitation payments of any kind
- maintain an open and clear dialogue with our regulators and ensure all communications are timely, accurate and comprehensive
- do not offer, accept or solicit gifts or entertainment inappropriately as an inducement or means of influencing actions or opinions. Guidance on what is and is not acceptable is provided via Barclays Global Gifts and Entertainment policy, Global Standards and relevant business procedures
- do not make any agreements of a formal or informal nature with competitors to fix or set prices or interest rates, restrict the supply of goods or services, engage in bid rigging, allocate markets, share commercially sensitive information or any other anti-competitive practice
- ensure that any engagement with government and political stakeholders – either elected representatives or civil service officials – is reported to the Government Relations team in the relevant jurisdiction
- ensure that any colleague involved in politics in a personal capacity keeps this entirely separate from their work at Barclays and strives to avoid any association between their politics and the bank, including ensuring that there is no actual or perceived conflict with their duties and responsibilities to the organisation
- promote best practice in our supply chain and seek to partner with contractors and third party suppliers who share our Values and promote our Behaviours
- ensure all interactions with external stakeholders (excepting customers and clients) in a professional capacity are managed and approved by an appropriate person within the relevant stakeholder team
- do not seek to damage the reputation of competitors directly, by implication or innuendo.



The Barclays Way... Making decisions



Making decisions

Due to the diverse nature of Barclays' business, it is impossible to cover all types of decisions or eventualities through published policies and guidance and colleagues may face dilemmas where the right way forward is difficult to determine. The Barclays Lens is a values-based decision making tool designed to help colleagues anticipate, identify and manage the risks and impacts of their decisions and actions at work, and to be aware of the potential broader impacts on society and the environment in the short and long term. The objective is to make better and more sustainable decisions.

The Lens includes a set of simple questions:

How are we making a profit (directly or indirectly)?

Is Barclays obtaining profit (cost savings) from delivering value to the customer/client and not through penalising them?

Are we acting in a way that is likely to be viewed as fair and reasonable by most? Would the customer or external stakeholder think that an acceptable level of profit is being made?

How are we being transparent and clear in our communication and dealings with customers, clients and stakeholders?

Is clear, simple language being used in our engagement with customers/stakeholders such that they understand what they are entering into?

Have the interests of all those who may be adversely affected by this decision/action been considered? And how are you engaging with stakeholders who may be impacted, such as shareholders, clients/customers, industry groups, NGOs or affected communities?

How will you provide on-going dialogue with the customer/client or external stakeholders that will engage and support them in their relationship with Barclays?

How are we creating long term value?

Are we realising profits today at the expense of relationships tomorrow?

How will you move your customer/client and/or external stakeholders towards their aspiration and meet their needs?

How are we creating shared value that benefits Barclays, our customers and clients, and wider society?

How could we change what we are doing to create value for our customer/client or stakeholders?

What is the long term negative/positive value impact for Barclays, the customer/client and external stakeholders in what you are doing?

What are the challenges faced by the customer/client and their communities with whom you are working, and how are we helping to meet these challenges?

Is this the right thing to do?

Does this decision reflect the Purpose and Values of Barclays and is it consistent with the Barclays Way?

Would I want someone to act like this on my behalf?

Would you be comfortable seeing this decision/action on the front page of a newspaper?

Would you have a clear conscience in explaining the action/decision to a colleague, family member or friend?

Is this decision/action legal and in keeping with the spirit of the law?

These considerations should be applied when making business decisions to ensure that potential impacts (intended and unintended) are identified and explored.



The Barclays Way... Speaking up and raising concerns

Speaking up

Colleagues should be able to take great pride in being associated with the Barclays name. This is why we must all be vigilant in ensuring that we live up to the Values and Behaviours which underpin our business and govern everything we do in our daily work.

There may be times when we think that in some areas the Values are not being applied in the right way or may be overlooked. If we think this is happening, we must show the courage to challenge actions, decisions or behaviours that we believe to be wrong. We should also take care to listen to other colleagues and be open to challenge from them in return.

Raising concerns

Sometimes the actions of a few may put our reputation at stake. If you believe something is not right – like misconduct, fraud or illegal activity – or if you feel that our standards are not being met, it is really important that you speak up. Any concerns you may have can be raised in confidence by:

- discussing the matter with your manager, or manager's manager
- talking directly to your local Compliance team
- contacting the Whistleblowing team via the Raising Concerns hotline or mailbox.

Concerns raised are taken seriously, treated sensitively, and where appropriate, independently investigated. Where permitted by law, you can raise your concerns with the Whistleblowing team anonymously.

For example, you may be aware of a colleague who:

- uses confidential bank or customer information inappropriately
- you suspect of violating applicable legal or regulatory obligations
- breaches policy in dealing with customers or clients.

In any of these situations, and others, the right thing to do is to speak up and raise your concern straight away.

Barclays' intention is that we should act with the highest standards of integrity and honesty in all that we do. No one will be treated less favourably or discriminated against because they have raised a concern.

Barclays' intention is that we should act with the highest standards of integrity and honesty in all that we do.

There are a number of ways to raise a concern, details can be found at the following link: my.barcapint.com/WCP/content/intranet/en/functions/compliance/whistleblowing1.html or just type **Whistleblowing** into your Barclays intranet browser for more information.

Supporting the Barclays Way... Policies and guidance

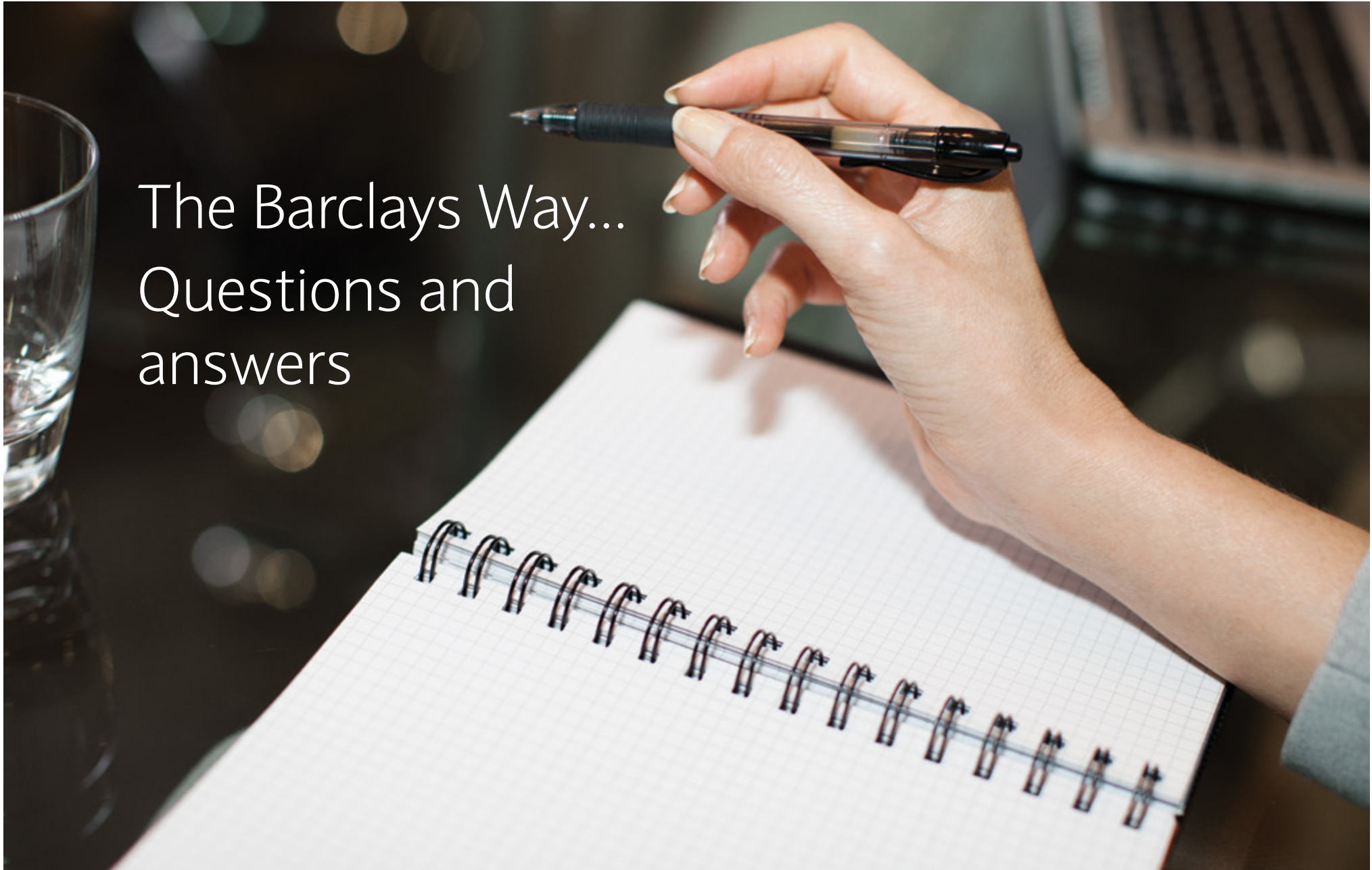


Supporting the Barclays Way... policies and guidance

Barclays has a range of policies and guidance which set out the control objectives, principles and other core requirements for the activities of the firm. Unless there are specific regulatory or statutory requirements in particular jurisdictions, all policies are expected to apply Group-wide.

For a complete list of policies and guidance, colleagues should refer to the Global Policy Hub on Barclays Now (the intranet). Colleagues should also refer to their local procedures, handbooks and guidance.

Barclays has a range of policies and guidance which set out the control objectives, principles and other core requirements for the activities of the firm.



The Barclays Way... Questions and answers

Questions and answers

What should I do if local law conflicts with other laws, internationally accepted standards or Barclays' own policy?

If the provisions of this Code conflict with any local laws, you should discuss this with your line manager or local HR or local Compliance teams. In some circumstances local laws may, for example, prevent the disclosure of certain convictions or other information (such as credit information). In such circumstances we must adhere to those local laws and policies will be adapted locally which reflect this.

What should I do if I have concerns that a certain decision or way of working is not in keeping with the Barclays Way?

Concerns should be raised with the decision maker or appropriate line manager in the first instance. If this does not resolve the concern, or if a colleague feels uncomfortable in doing this, they should use the Raising Concerns telephone or email communication channels to flag the issue.

What should I do if a client or supplier (or potential client or supplier) offers me tickets to a major entertainment or sporting event?

Colleagues should refer to the Barclays Gifts and Entertainment policy which provides criteria for the acceptance of hospitality. If a colleague still is not clear what is or is not permissible, they should consult their local Compliance team or the regional G&E team.

What should I do if I'm attending a meeting or event with competitors and there is discussion about competitors' pricing strategy or other confidential information?

Colleagues finding themselves in this situation should ask the meeting or event participants to desist from the discussion. If the discussion nevertheless continues, colleagues should leave the meeting immediately, making sure that their objections to the discussion are noted. In all cases, colleagues should report the incident to their line manager and to the Barclays Competition team.

What should I do if I'm a politically exposed person (PEP) or I have a family connection to a client/customer/public official/regulator or other external stakeholder?

In certain circumstances your PEP status or family connections may create a conflict of interest and/or a bribery and corruption risk. You should speak to your line manager in the first instance and consider whether you are required to take any action, e.g. making a formal disclosure of your PEP status or family connection under the Barclays Anti-Bribery and Anti-Corruption policy.

What should I do if I'm aware of, or am asked to participate in, any activity or decision designed to circumvent Barclays policy or regulation, or which appears to push the boundaries of accepted practice to an unacceptable (or potentially unacceptable) extent?

If a colleague feels that a decision or activity they encounter is not in keeping with Barclays' behavioural or policy commitments, they should raise this with their line manager or local Compliance team. If they are uncomfortable with this approach, they may flag the issue using the Raising Concerns telephone or email communication channels.

I'm thinking of campaigning for a local political candidate, is there anything I need to do before going ahead?

Colleagues undertaking political activity should ensure this is conducted in a personal capacity, in their own time, and does not make use of Barclays' resources or place Barclays' reputation at risk. Any substantial commitment should be approved by the appropriate line manager. Colleagues in the United States who want to get involved in political volunteering activity must get prior approval from local Compliance.

What should I do if I'm suspicious that a client or colleague is engaged in fraudulent or other illegal activity?

Colleagues in this situation should report their suspicions to their line manager or local Fraud Risk team. The Barclays Fraud policy provides instruction and guidance on required actions.

What is the difference between the Raising Concerns policy and the reputation risk escalation procedure in the Barclays Reputation Risk Framework?

The Raising Concerns policy escalation procedure should be used to flag decisions and issues which may breach the standards and policies to which Barclays adheres and which colleagues do not feel able to raise through 'business as usual' procedures. The Reputation Risk Framework escalation procedure is part of the routine evaluation of decisions and is used by Barclays' businesses and functions to assess and benchmark these from a reputation risk perspective.

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