

# Barclays Bank PLC Hong Kong Branch

Remuneration disclosure pursuant to HKMA Supervisory Policy  
Manual CG-5 (“Guideline on a Sound Remuneration System”)

As at 31 December 2024



## Remuneration of Senior Management and Key Personnel

These disclosures comply with the qualitative and quantitative remuneration disclosure requirements set out in Part 3 of the HKMA Supervisory Policy Manual CG-5 'Guideline on a Sound Remuneration System'.

These disclosures supplement the qualitative remuneration disclosures set out on pages 186 to 239 of the Remuneration Report ('Remuneration Report') in the Barclays PLC Annual Report 2024 ('Annual Report'), which is available at [home.barclays/annualreport](https://home.barclays/annualreport).

### Remuneration Governance

Information relating to the governance structure of the remuneration system, including the role and responsibilities of the Barclays PLC Board Remuneration Committee (the 'Committee') and the involvement of external consultants, is included on pages 186, 238 and 239 of the Annual Report. The Committee oversees remuneration and regularly reviews Barclays' remuneration philosophy and policy. The remuneration philosophy can be found on page 192 of the Annual Report and the remuneration policy for Barclays' employees below Board level is summarised on page 193.

### Performance management and remuneration

Barclays' remuneration philosophy links remuneration to achieving sustainable performance. In this context, sustainable performance means making a positive and enduring difference to investors, customers and communities, delivering good customer outcomes, taking pride in leaving things better than we found them and playing a valuable role in society. Our remuneration philosophy applies to all employees of Barclays Group globally and aims to reinforce our belief that effective performance management is critical to enabling the delivery of our business strategy in line with our Values. Employees who adhere to Barclays' Values and contribute to Barclays' success are rewarded accordingly.

This is achieved by basing performance assessment on clear standards of delivery and behaviour. This starts with employees aligning their personal objectives each year ('what' they will deliver) to business and team goals, to support the delivery of the business strategy and good client/customer outcomes, to a consistently excellent standard. Behavioural expectations ('how' people will achieve their objectives) are set in the context of our Values and Mindset.

Performance is assessed against both financial and non-financial criteria. Other factors are also taken into consideration within the overall performance assessment, including core job responsibilities, behaviours towards risk and control, colleague and stakeholder feedback as well as input from the control functions and Chief Controls Office, where appropriate. Details of Barclays' financial and non-financial performance, and how they relate to the incentive pool, can be found on pages 187 and 188 of the Annual Report.

Through our approach to performance management, the equal importance of both what an individual has delivered and how the individual has achieved this is emphasised, encouraging balanced consideration of each dimension. These elements are assessed and rated independently of each other; there is no overall rating. This allows for more robust and reflective conversations between managers and team members on the individual components of performance.

### Risk adjustments and remuneration

Another key feature of the remuneration philosophy is the alignment of remuneration with the Group's risk appetite and with the conduct expectations of Barclays, our regulators and stakeholders. The Committee takes risk and conduct events very seriously and ensures that there are appropriate adjustments to individual remuneration and, where appropriate, the incentive pool.

The Remuneration Review Panel (the 'Panel'), which is chaired by the Group HR Director and also includes the Group Heads of Risk, Compliance, Legal, Internal Audit, the CEO of Barclays Bank UK PLC and the President of Barclays Bank PLC, reports to the Barclays PLC Remuneration Committee and supports it in this process. The Panel applies our policies and processes for assessing compensation adjustments for risk and conduct events, under the Barclays Bank PLC ('BBPLC') Board Remuneration Committee's oversight in respect of matters relating to BBPLC.

The Panel also provides oversight of our approach to identifying 'Material Risk Takers' ('MRTs'), who are Barclays employees whose professional activities could have a material impact on the Group's risk profile. The remuneration approach for MRTs includes specific requirements as explained further on the next page.

We have robust processes for considering risk and conduct as part of individual performance management, with outcomes reflected in individual remuneration decisions. People leaders have primary accountability for ensuring that risk and conduct issues are considered when assessing performance and making remuneration decisions. In addition, there is a secondary review by the control functions, for individuals involved in significant failures of risk management, conduct issues, regulatory actions or other major incidents that impact either the Group or a business area, to ensure these issues are also considered. When considering individual responsibility, a variety of factors are taken into account, such as whether an individual was directly responsible, or whether the individual could be deemed indirectly responsible by virtue of seniority, including staff who drive the Group's culture and set its strategy.

Actions that may be taken where risk management and conduct fall below required standards include:

<b>Individual adjustments</b>	Current year annual bonuses are adjusted downwards where individuals are found to be involved (either directly or indirectly) in a risk or misconduct event.
<b>Collective adjustments</b>	In addition to reductions to individuals' bonuses, the Committee makes collective adjustments to the incentive pool for specific risk and conduct events. The Committee also adjusts the incentive pool to take account of an assessment of future risks (including conduct), non-financial factors that can support the delivery of a strong risk management, control and conduct culture, and other factors including reputation, and impact on customers, markets and other stakeholders. The Committee is supported in its consideration of this adjustment by the Barclays PLC Board Risk Committee.
<b>Malus</b>	Unvested deferred bonuses from prior years are subject to malus provisions, which enable the Committee to reduce the vesting level of deferred bonuses (including to nil) at its discretion. Events that may lead the Committee to do this include, but are not limited to, employee misconduct or a material failure of risk management.
<b>Clawback</b>	Clawback applies to any variable remuneration awarded to a MRT on or after 1 January 2015 in respect of years for which they were a MRT. Barclays may apply clawback if, at any time during the seven-year period from the date on which variable remuneration is awarded to a MRT: (i) there is reasonable evidence of employee misbehaviour or material error, and/or (ii) the firm or the business unit suffers a material failure of risk management, taking account of the individual's proximity to and responsibility for that incident.

### Remuneration structure

Employees receive a salary, pension and other benefits and are eligible to be considered for an annual bonus. Some employees, including some MRTs, also receive Role Based Pay ('RBP'). Remuneration of MRTs is subject to a 10:1 maximum ratio of variable to fixed remuneration, other than for those who are also MRTs of Barclays Bank Ireland PLC and the Monaco branch of Barclays Bank PLC, who remain subject to a 2:1 bonus cap consistent with EU regulatory requirements. A Group-wide identification process is carried out annually to determine those who meet the MRT criteria. MRTs can include Senior Management and/or Key Personnel (further details provided on pages 4 and 5 of this disclosure).

The remuneration of employees engaged in control functions is determined independently from the businesses they support and within the parameters of the incentive pool allocated to those functions by the Committee. Remuneration for control function employees is less weighted towards variable remuneration compared to front-office employees.

### Fixed remuneration

Salary	Salaries reflect individuals' skills and experience and are reviewed annually. They are increased where justified by role change, increased responsibility, to reflect a change in the market rate or to maintain appropriate competitive positioning. Salaries may also be increased in line with local statutory requirements and union and works council commitments.
Role Based Pay	Some MRTs receive a class of fixed pay called RBP to recognise the seniority, scale and complexity of their role.
Pension and benefits	The provision of a competitive package of benefits is important to attracting and retaining the talented staff needed to deliver Barclays' strategy. Employees have access to a range of country-

specific company-funded benefits, including pension schemes, healthcare, life assurance and Barclays' share plans, as well as other voluntary employee-funded benefits. The cost of providing these benefits is defined and controlled.

### **Variable remuneration**

Annual bonus Annual bonuses incentivise and reward the achievement of Group, business and individual objectives, and reward employees for demonstrating individual behaviours in line with Barclays' Values and Mindset.

The ability to recognise performance through variable remuneration enables the Group to control its cost base flexibly and to react to events and market circumstances. Bonuses remain a key feature of remuneration practice in the market for talent in the financial services sector.

Annual bonuses may be delivered in both 'up-front' and deferred components. For MRTs (excluding 'de minimis' MRTs), both the up-front and deferred components have cash and share portions, with those share portions subject to retention periods of either six or twelve months.

Awards of guaranteed variable remuneration are only made in the context of hiring, in exceptional circumstances, and typically only when a new hire starts in the last quarter of the year. When determining a termination payment, Barclays considers any applicable: (a) contractual requirements; (b) policies; (c) local legal and regulatory requirements; and (d) legal and reputational risk.

#### **Bonus deferral**

The Committee is careful to control the proportion of variable to fixed remuneration paid to individuals and also to ensure an appropriate amount is deferred to future years. The typical deferral structures are:

For MRTs:	
Incentive award	Amount deferred
< £500,000	40% of total award
£500,000 to £1,000,000	60% of total award
> £1,000,000	60% up to £1,000,000 100% above £1,000,000

For de minimis MRTs/non-MRTs:	
Incentive award	Amount deferred
Up to £65,000	0%
> £65,000	Graduated level of deferral

Deferred bonuses are generally delivered in equal portions as deferred cash and deferred shares (save for the BPLC Executive Directors for whom they are delivered 100% as deferred shares) subject to the rules of the deferred cash and share plans (as amended from time to time) and to continued service. Deferred bonuses are subject to either a 3, 4, 5 or 7-year deferral period in line with regulatory requirements.

Where dividend equivalents cannot be delivered on deferred bonus shares, the number of deferred bonus shares awarded will be based on the adjusted fair value of the shares over which awards are granted taking into account that dividends do not accrue during the deferral period.

### **Shareholding**

Share plans Alignment of MRTs with shareholders is achieved through deferral of incentive pay. The Committee also encourages additional employee shareholding by operating voluntary all-employee share plans in locations representing 99% of employees globally.

### **Quantitative disclosures**

The tables below show the remuneration paid to Senior Management and Key Personnel in 2023 and 2024. Senior Management refers to those executives responsible for oversight of strategy, activities or material business lines. Senior Management includes the Chief Executive, Executive Officers and Bank Managers as registered with the HKMA. Key Personnel refers to those employees, other than Senior Management, whose duties or activities involve the

assumption of material risk or the taking on of material exposures. Key Personnel are those employees who have been classified as MRTs based on the qualitative and quantitative criteria specified in the Regulatory Technical Standard issued by the Prudential Regulation Authority.

#### **Aggregate remuneration by remuneration type**

	2024		2023	
	Senior Management	Key Personnel	Senior Management	Key Personnel
<b>Fixed Pay<sup>1</sup></b>				
Number of individuals	28	16	31	22
Cash (HK\$m)	144.2	64.3	165.6	92.9
Shares (HK\$m)	3.6	-	-	-
of which are subject to holding period (HK\$m)	3.6	-	-	-
<b>Total Fixed Pay (HK\$m)</b>	<b>147.8</b>	<b>64.3</b>	<b>165.6</b>	<b>92.9</b>
<b>Variable Pay<sup>2</sup></b>				
Number of individuals	25	14	27	16
Current year cash bonus (HK\$m)	29.1	13.2	25.5	14.6
Current year share bonus (HK\$m)	16.1	11.1	17.8	13.1
Deferred cash bonus (HK\$m)	38.7	12.1	33.3	13.2
Deferred share bonus (HK\$m)	38.8	12.1	33.2	13.6
<b>Total Variable Pay (HK\$m)</b>	<b>122.7</b>	<b>48.5</b>	<b>109.8</b>	<b>54.5</b>

#### **Special payments**

	2024		2023	
	Senior Management	Key Personnel	Senior Management	Key Personnel
<b>Sign-on awards</b>				
Number of beneficiaries	-	-	-	-
Made during the year (HK\$m)	-	-	-	-
<b>Guaranteed bonuses<sup>3</sup></b>				
Number of beneficiaries	-	-	-	2
Awarded during the year (HK\$m)	-	-	-	9.4
<b>Severance awards</b>				
Number of beneficiaries	1	1	1	-
Made during the year (HK\$m)	1.1	1.1	1.1	-
Awarded during the year (HK\$m)	1.1	1.1	1.1	-
Highest individual award (HK\$m)	1.1	1.1	1.1	-

<sup>1</sup> 2023 and 2024 Fixed Pay includes an estimated value for pensions and benefits.

<sup>2</sup> Variable remuneration takes the form of cash and/or shares. There are no other forms of variable remuneration.

<sup>3</sup> 'Guaranteed bonuses' include buy-out awards.

#### Deferred remuneration and retained remuneration<sup>4</sup>

	2024		2023	
	Senior Management	Key Personnel	Senior Management	Key Personnel
<b>Balance at 1 Jan (HK\$m)</b>	196.0	64.5	228.3	68.2
Awarded in year (HK\$m)	67.7	35.3	118.3	53.3
Paid in year (HK\$m)	(80.3)	(37.9)	(85.6)	(31.3)
Reduced through ex post explicit adjustments (HK\$m)	-	-	-	-
Increased/(decreased) through ex post implicit adjustments (HK\$m) <sup>5</sup>	84.4	32.1	(2.5)	(0.8)
Forfeited (HK\$m)	(10.1)	(8.0)	-	-
<b>Outstanding at 31 December (HK\$m), of which<sup>6</sup></b>	257.7	86.0	258.5	89.4
- cash (HK\$m)	80.8	22.4	106.6	29.0
- shares unvested (HK\$m)	148.8	52.4	113.4	39.1
- shares vested (HK\$m) <sup>7</sup>	28.1	11.2	38.5	21.3

<sup>4</sup> Deferred remuneration can be subject to explicit adjustments under the malus provision during the vesting period and (for MRTs) the clawback provision post vesting. All share-based remuneration is subject to implicit adjustments due to share price fluctuations.

<sup>5</sup> Reflects the change in value of deferred share awards as a result of a change in the Barclays share price between date of grant and date of vesting (or where applicable end of retention period) of the awards.

<sup>6</sup> Deferred remuneration takes the form of cash and/or shares. There are no other forms of deferred remuneration.

<sup>7</sup> Vested shares are subject to a six month or one year holding period.