

## Final Terms

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, the "EU MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of the EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO SWISS RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 Swiss Federal Act on Financial Services ("FINSA") of 15 June 2018, as amended. Consequently, no key information document required by FINSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FINSA.

None of the Securities constitute a participation in a collective investment scheme within the meaning of the CISA and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") and investors do not benefit from the specific investor protection provided under the CISA.



**BARCLAYS BANK IRELAND PLC**

*(Incorporated with limited liability in Ireland)*

**Legal Entity Identifier (LEI): 2G5BKIC2CB69PRJH1W31**

GBP 10,000,000 Securities due February 2028 pursuant to the Global Structured Securities Programme  
(the "Tranche 1 Securities")

Issue Price: 100.00 per cent.

This document constitutes the final terms of the Securities (the "Final Terms") described herein for the purposes of Article 8 of the EU Prospectus Regulation and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank Ireland PLC (the "Issuer"). These Final Terms complete and should be read in conjunction with GSSP Base Prospectus 16 which constitutes a base

prospectus drawn up as separate documents (including the Registration Document dated 15 April 2021 as supplemented on 16 August 2021, and the Securities Note relating to the GSSP Base Prospectus 16 dated 26 August 2021) for the purposes of Article 8(6) of the EU Prospectus Regulation (the "**Base Prospectus**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses/bbi-structured-securities-prospectuses/> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office.

The Registration Document and the supplements thereto are available for viewing at: <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses/bbi-structured-securities-prospectuses/#regdoc>

Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

**BARCLAYS**

**Final Terms dated 1 February 2022**

## PART A – CONTRACTUAL TERMS

1. (a) Series number: NX00320366  
(b) Tranche number: 1
2. Currency: Pound Sterling ("GBP")
3. Securities:
  - (a) Aggregate Nominal Amount as at the Issue Date:
    - (i) Tranche: GBP 10,000,000.00
    - (ii) Series: GBP 10,000,000.00
  - (b) Specified Denomination: GBP 1
  - (c) Minimum Tradable Amount: N/A
  - (d) Calculation Amount: GBP 1.00
4. Issue Price: 100% of par.
5. Issue Date: 1 February 2022
6. Scheduled Redemption Date: 1 February 2028
7. Preference Share linked Securities:
  - (a) Underlying Preference Share(s) and Underlying Preference Share Reference Asset(s): **Underlying Preference Share:** 1 Preference Share linked to S&P 500 Index and EURO STOXX 50® Index (the "**Underlying Preference Share Reference Assets**") issued by Teal Investments Limited (Class number: TEAL PEISM0211)
  - (b) Final Valuation Date: 25 January 2028, subject as specified in General Condition 5.3 (*Relevant defined terms*)
  - (c) Valuation Time: As specified in General Condition 5.3 (*Relevant defined terms*)
8. Additional Disruption Event:
  - (a) Change in Law: Applicable as per General Condition 22.1 (*Definitions*)
  - (b) Currency Disruption Event: Applicable as per General Condition 22.1 (*Definitions*)
  - (c) Extraordinary Market Disruption: Applicable as per General Condition 22.1 (*Definitions*)
  - (d) Optional Additional Adjustment Event(s): Applicable as per General Condition 22.1 (*Definitions*)
    - (i) Insolvency Filing: Applicable
    - (ii) Insolvency: Applicable
    - (iii) Preference Share Adjustment Event: Applicable

9. Form of Securities: Global Registered Security  
NGN Form: Not Applicable  
Held under the NSS: Not Applicable  
CGN Form: Applicable
10. Trade Date: 25 January 2022
11. 871(m) Securities The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder.
12. (i) Prohibition of Sales to UK Retail Investors: Applicable – see the cover page of these Final Terms  
(ii) Prohibition of Sales to EEA Retail Investors: Applicable – see the cover page of these Final Terms
13. Early Cash Settlement Date: As specified in General Condition 22.1 (Definitions)  
  
For the purposes of a Preference Share Termination Event pursuant to General Condition 6 which includes, but is not limited to, the occurrence of an autocall event in respect of the Underlying Preference Share, the Securities will be redeemed on the applicable Early Cash Settlement Date.  
  
The Early Cash Settlement Date(s) corresponding to the relevant Early Cash Settlement Valuation Date(s) are set out in the table below:
- | Early Cash Settlement Valuation Date(s) | Early Cash Settlement Date(s) |
|---|-------------------------------|
| 25 January 2023                         | 1 February 2023               |
| 25 January 2024                         | 1 February 2024               |
| 27 January 2025                         | 3 February 2025               |
| 26 January 2026                         | 2 February 2026               |
| 25 January 2027                         | 1 February 2027               |
14. Early Redemption Notice Period Number: Applicable as per General Condition 22.1 (Definitions)
15. Additional Business Centre(s): London
16. Determination Agent: Barclays Bank Ireland PLC
17. Registrar: The Bank of New York Mellon SA/NV, Luxembourg Branch
18. Transfer Agent: Not Applicable

19. (a) Name of Manager: Barclays Bank Ireland PLC
- (b) Date of underwriting agreement: Not Applicable
20. Relevant Benchmarks: Amounts payable under the Securities may be calculated by reference to S&P 500, which is provided by S&P Dow Jones Indices LLC (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").
- Amounts payable under the Securities may be calculated by reference to Eurostoxx 50, which is provided by Stoxx Limited (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").
21. Governing Law: Irish Law

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application has been made/is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin and to listing on the Official List of Euronext Dublin on or around the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR 1,000
- (c) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment: Not Applicable

### 2. RATINGS

Ratings: The Securities have not been individually rated.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Manager and save for any trading and market-making activities of the Issuer and/or its affiliates in the Underlying Preference Share and/or the Underlying Preference Share Reference Assets, the hedging activities of the Issuer and/or its affiliates and the fact that the Issuer/an affiliate of the Issuer is the Determination Agent in respect of the Securities and the determination agent in respect of the Underlying Preference Share, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the issue.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: Making profit and/or hedging purposes
- (b) Use of Proceeds: Not Applicable
- (c) Estimated net proceeds: Not Applicable
- (d) Estimated total expenses: Not Applicable

### 5. PERFORMANCE OF THE UNDERLYING PREFERENCE SHARE AND OTHER INFORMATION CONCERNING THE UNDERLYING PREFERENCE SHARE

The value of the Securities will depend upon the performance of the Underlying Preference Share.

The Preference Share Value in respect of each Underlying Preference Share will be published on each Business Day at <https://barxis.barcap.com/GB/1/en/home.app>.

Details of the past performance and volatility of the Underlying Preference Share Reference Assets may be obtained from Bloomberg Screen: SPX in respect of S&P 500 Index and SX5E in respect of EURO STOXX 50<sup>®</sup> Index.

See also the Annex – "ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING TO THE UNDERLYING"

6. **POST ISSUANCE INFORMATION**

The Issuer will not provide any post-issuance information with respect to the Underlying Preference Share(s), unless required to do so by applicable law or regulation.

7. **OPERATIONAL INFORMATION**

- |     |  |   |
|-----|--|---|
| (a) | ISIN Code:   | XS2170351550  |
| (b) | Common Code:   | 217035155   |
| (c) | Name(s) and address(es) of any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> , and the relevant identification number(s): | Not Applicable  |
| (d) | Delivery:  | Delivery free of payment  |
| (e) | Intended to be held in a manner which would allow Eurosystem eligibility:  | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the International Central Securities Depositories ("ICSDs") as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## SUMMARY

### INTRODUCTION AND WARNINGS

The Summary should be read as an introduction to the Prospectus. Any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

*You are about to purchase a product that is not simple and may be difficult to understand.*

Securities: GBP 10,000,000.00 Securities due February 2028 pursuant to the Global Structured Securities Programme (ISIN: XS2170351550) (the "Securities").

The Issuer: The Issuer is Barclays Bank Ireland PLC. Its registered office is at One Molesworth Street, Dublin 2, D02 RF29, Ireland (telephone number: +353 1 618 2600) and its Legal Entity Identifier ("LEI") is 2G5BKIC2CB69PRJH1W31.

The Authorised Offeror: Not Applicable.

Competent authority: The Base Prospectus was approved on 26 August 2021 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (telephone number: +353 (0)1 224 6000).

### KEY INFORMATION ON THE ISSUER

#### Who is the Issuer of the Securities?

##### *Domicile and legal form of the Issuer:*

Barclays Bank Ireland PLC (the "Issuer") is a public limited company, registered in Ireland under company number 396330. The liability of the members of the Issuer is limited. The Issuer was incorporated in Ireland on 12 January 2005 and it has its registered head office at One Molesworth Street, Dublin 2, D02 RF29, Ireland. The Legal Entity Identifier (LEI) of the Issuer is 2G5BKIC2CB69PRJH1W31.

##### *Principal activities of the Issuer:*

The Issuer is part of the BBPLC Group. The principal activities of the Issuer are the provision of corporate and investment banking services to EU corporate entities, retail banking services in Germany and Italy and private banking services to EU clients.

The term "BBPLC Group" means Barclays Bank PLC together with its subsidiaries.

##### *Major shareholders of the Issuer:*

The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays Bank PLC. The whole of the issued ordinary share capital of the Barclays Bank PLC is beneficially owned by Barclays PLC. Barclays PLC is the ultimate holding company of the Group.

The term "Group" means Barclays PLC together with its subsidiaries.

##### *Identity of the key managing directors of the Issuer:*

The key managing directors of the Issuer are Francesco Ceccato (Chief Executive Officer and Executive Director) and Keith Smithson (Chief Financial Officer and Executive Director).

##### *Identity of the statutory auditors of the Issuer:*

The statutory auditors of the Issuer are KPMG LLP, chartered accountants and registered auditors (Chartered Accountants Ireland), of 1 Harbourmaster Pl, International Financial Services Centre, Dublin 1, D01 F6F5, Ireland.

#### What is the key financial information regarding the Issuer?

The Issuer has derived the selected financial information included in the table below for the years ended 31 December 2020 and 31 December 2019 from the annual financial statements of the Issuer for the years ended 31 December 2020 and 2019, which has, save for the financial information under the section entitled "Certain Ratios from the Financial Statements", been audited with an unmodified opinion provided by KPMG. The selected financial information include in the table below for the six months ended 30



June 2021 and 30 June 2020 was derived from the unaudited Interim Results Announcement of the Issuer in respect of the six months ended 30 June 2021.

### Income Statement

	As at 30 June (unaudited)		As at 31 December	
	2021	2020	2020	2019
	(€m)		(€m)	
Net interest income .....	153	151	293	304
Net fee and commission income .....	359	266	546	440
Impairment gains/( losses) on financial instruments .....	97	(212)	(280)	(65)
Net trading income .....	80	21	41	11
Profit/(loss) before tax .....	167	(104)	(103)	76
Profit/(loss) after tax .....	136	(95)	(118)	19

### Balance Sheet

	As at 30 June (unaudited)		As at 31 December	
	2021	2020	2020	2019
	(€m)		(€m)	
Loans and advances to banks .....	988	906	658	
Loans and advances to customers .....	12,831	12,143	13,024	
Total assets .....	141,946	134,937	69,045	
Deposits from banks .....	4,333	3,488	2,358	
Deposits from customers .....	18,816	19,620	18,272	
Debt securities in issue .....	2,987	2,297	849	
Subordinated liabilities .....	2,522	1,061	891	
Total equity .....	5,101	4,558	3,290	

### Certain Ratios from the Financial Statements

	As at 30 June	As at 31 December	
	2021	2020	2019
	(%)		(%)
Common Equity Tier 1 capital .....	15.0	16.7	14.4
Total regulatory capital .....	20.6	22.1	20.8
CRR leverage ratio – fully phased .....	5.2	6.3	5.5

### What are the key risks that are specific to the Issuer?

The Issuer has identified a broad range of risks to which its businesses are exposed. Material risks are those to which senior management pay particular attention and which could cause the delivery of the Issuer's strategy, results of operations, financial condition and/or prospects to differ materially from expectations. Emerging risks are those which have unknown components, the impact of which could crystallise over a longer time period. In addition, certain other factors beyond the Issuer's control, including escalation of terrorism or global conflicts, natural disasters, pandemics and similar events, although not detailed below, could have a similar impact on the Issuer.

- Material existing and emerging risks potentially impacting more than one principal risk:** In addition to material and emerging risks impacting the principal risks set out below, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) the impact of COVID-19; (ii) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (iii) the UK's withdrawal from the EU; (iv) the impact of interest rate changes on the Issuer's profitability; (v) the competitive environments of the banking and financial services industry; (vi) the regulatory change agenda and impact on business model; (vii) the impact of climate change on the Issuer's business; and (viii) the impact of benchmark interest rate reforms on the Issuer.
- Credit and Market risks:** Credit risk is the risk of loss to the Issuer from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Issuer. The Issuer is subject to risks arising from changes in credit quality and recovery rates of loans and advances due from borrowers and counterparties in any specific portfolio. Market

risk is the risk of loss arising from potential adverse change in the value of the Issuer's assets and liabilities from fluctuation in market variables.

- **Treasury and capital risk and the risk that the Issuer is subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Issuer which are (1) liquidity risk – the risk that the Issuer is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; (2) capital risk – the risk that the Issuer has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Issuer is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (non-traded) assets and liabilities. Under the EU bank recovery and resolution regime, substantial powers are granted to Relevant Resolution Authorities to implement various resolution measures and stabilisation options with respect to an Irish bank or investment firm (currently including the Issuer) (including, but not limited to, the bail-in tool, which gives a Relevant Resolution Authority the power to write down certain claims of unsecured creditors of a failing relevant entity (which write-down may result in the reduction of such claims to zero) and to convert certain unsecured debt claim into equity or other instruments of ownership) in circumstances in which the Relevant Resolution Authority is satisfied that the relevant resolution conditions are met.
- **Operational and model risks:** Operational risk is the risk of loss to the Issuer from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Model risk is the risk of potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports.
- **Conduct, reputation and legal risks and legal, competition and regulatory matters:** Conduct risk is the risk of detriment to customers, clients, market integrity, effective competition or the Issuer from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Issuer's integrity and competence. The Issuer conducts activities in a highly regulated market which exposes it to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions, and are often unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Issuer's businesses and business practices. In each case, this exposes the Issuer to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Issuer to meet their respective legal obligations, including legal or contractual requirements. Legal risk may arise in relation to any of the risk factors summarised above.

"**Irish Bail-in Power**" means any write-down, conversion, transfer, modification and/or suspension power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms incorporated in Ireland in effect and applicable in Ireland to the Issuer, including but not limited to any such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of any European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms, as the same has been or may be amended from time to time, pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, amended, transferred and/or converted into shares or other securities or obligations of the obligor or any other person.

"**Relevant Resolution Authority**" means the Central Bank of Ireland, the Single Resolution Board established pursuant to the SRM Regulation and/or any other authority entitled to exercise or participate in the exercise of the Irish Bail-in Power from time to time.

"**Securities**" means any securities issued by the Issuer described in any securities note and, if applicable, summary, which, when read together with this Registration Document, comprise a prospectus for the purposes of Article 6(3) of the Prospectus Regulation or in any base prospectus for the purposes of Article 8 of the Prospectus Regulation or other offering document into which this Registration Document may be incorporated by reference.

"**SRM Regulation**" means Regulation (EU) No 806/2014 of the European Parliament and Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010, as amended or replaced from time to time."

## KEY INFORMATION ON THE SECURITIES

### What are the main features of the Securities?

*Type and class of Securities being issued and admitted to trading, including security identification numbers*

The Securities are derivative securities in the form of notes issued in registered form and will be uniquely identified by: Series number: NX00320366; Tranche number: 1; ISIN: XS2170351550; Common Code: 217035155.

The Securities are cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking, *société anonyme*.

#### ***Currency, denomination, issue size and term of the Securities***

The Securities will be denominated in GBP (the "Currency"). The specified denomination per Security is GBP 1. The issue size is GBP 10,000,000.00 and the issue price is 100.00% of par.

The issue date is 1 February 2022 and the redemption date is 1 February 2028 (the "Redemption Date"). Such date may be postponed if the determination of any value used to calculate an amount payable under the Securities is delayed.

#### ***Rights attached to the Securities***

Each Security includes a right to a potential return and an amount payable on redemption, together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments.

The potential return on the Securities will be a redemption amount linked to the change in value of the GBP Preference Share issued by Teal Investments Limited (Class number: TEAL PEISM0211, the "Underlying Preference Share", the value of which is dependent on the performance of each Underlying Preference Share Reference Asset. Information on the Underlying Preference Share can be found on <https://barxis.barcap.com/GB/1/en/home.app>.

The Securities will not bear interest.

#### ***Final redemption in respect of the Securities***

Unless previously redeemed or purchased and cancelled, the Securities will be redeemed by the Issuer by payment on the Redemption Date of a cash amount per Calculation Amount in the Currency equal to (i) the Calculation Amount multiplied by (ii) the Preference Share Value<sub>final</sub> divided by the Preference Share Value<sub>initial</sub>.

Where:

- **Preference Share Value<sub>final</sub>**: the value of the Underlying Preference Share on 25 January 2028, being the "Final Valuation Date". The Final Valuation Date is subject to adjustment.
- **Preference Share Value<sub>initial</sub>**: the Underlying Preference Share on 1 February 2022, being the "Initial Valuation Date". The Initial Valuation Date is subject to adjustment.

#### **Value of the Underlying Preference Share**

The value of the Underlying Preference Share will be calculated in accordance with the following:

If:

The Final Valuation Price of the Worst Performing Underlying Preference Share Reference Asset is greater than or equal to the Final Barrier of the Worst Performing Underlying Preference Share Reference Asset:

**Value of the Underlying Preference Share = the Final Autocall Settlement Percentage (being 148.00%) multiplied by the Calculation Amount (being GBP 100.00).**

If:

The Final Valuation Price of the Worst Performing Underlying Preference Share Reference Asset is greater than or equal to the Knock-in Barrier Price of the Worst Performing Underlying Preference Share Reference Asset:

**Value of the Underlying Preference Share = 100% multiplied by the Calculation Amount.**

If:

The Final Valuation Price of the Worst Performing Underlying Preference Share Reference Asset is less than the Knock-in Barrier Price of the Worst Performing Underlying Preference Share Reference Asset:

**Value of the Underlying Preference Share = the Final Valuation Price of the Worst Performing Underlying Preference Share Reference Asset divided by the Strike Price of the Worst Performing Underlying Preference Share Reference Asset and then multiplied by the Calculation Amount (being GBP 100.00).**

Where:

- **Calculation Amount**: GBP 100.00.
- **Final Autocall Settlement Percentage**: 148.00%

- **Final Barrier:** in respect of the Worst Performing Underlying Preference Share Reference Asset and the final valuation date, an amount which is calculated as 75.00% multiplied by the Initial Price of that Underlying Preference Share Reference Asset.
- **Final Valuation Price:** in respect of each Underlying Preference Share Reference Asset, the closing price or level of such Underlying Preference Share Reference Asset on 25 January 2028, subject to adjustment.
- **Initial Price:** in respect of each Underlying Preference Share Reference Asset, the closing price or level of such Underlying Preference Share Reference Asset on 25 January 2022 subject to adjustment.

Underlying Preference Share Reference Asset	Initial Price
S&P 500 Index	4,356.45
EURO STOXX 50® Index	4,078.26

- **Knock-in Barrier Percentage:** 65.00%.
- **Knock-in Barrier Price:** in respect of an Underlying Preference Share Reference Asset, an amount which is calculated as 65.00% multiplied by the Initial Price of that Underlying Preference Share Reference Asset.
- **Strike Price:** in respect of the Worst Performing Underlying Preference Share Reference Asset, an amount which is calculated as 100.00% multiplied by the Initial Price of that Underlying Preference Share Reference Asset.
- **Underlying Preference Share Reference Asset:** S&P 500 Index and EURO STOXX 50® Index.
- **Worst Performing Underlying Preference Share Reference Asset:** the Underlying Preference Share Reference Asset with the lowest performance. The 'performance' of an Underlying Preference Share Reference Asset is calculated by dividing the Final Valuation Price of such Underlying Preference Share Reference Asset by its Initial Price.

i	Underlying Preference Share Reference Asset(s)	Index Sponsor	Exchange	Bloomberg Screen
1	S&P 500 Index	S&P Dow Jones Indices LLC	Multi-exchange	SPX
2	EURO STOXX 50® Index	STOXX Limited	Multi-exchange	SX5E

Early redemption of the Underlying Preference Shares following an autocall event:

If the closing level of the Worst Performing Underlying Preference Share Reference Asset observed in respect of an Autocall Valuation Date is greater than or equal to its corresponding Autocall Barrier in respect of such Autocall Valuation Date, the Underlying Preference Shares will be redeemed on the Autocall Early Redemption Date immediately following such Autocall Valuation Date. In such an event, the value of the Underlying Preference Share will be equal to the Autocall Early Cash Settlement Percentage corresponding to the relevant Autocall Valuation Date multiplied by the Calculation Amount (being GBP 100.00), payable on the relevant Autocall Early Redemption Date.

The 'Autocall Barrier' of each Underlying Preference Share Reference Asset is calculated as the Autocall Barrier Percentage specified in the table below multiplied by the Initial Price of such Underlying Preference Share Reference Asset.

i	Autocall Valuation Date	Autocall Early Redemption Date	Autocall Barrier Percentage	Autocall Early Cash Settlement Percentage
1	25 January 2023	100.00%	2 February 2023	108%
2	25 January 2024	100.00%	2 February 2024	116%
3	27 January 2025	95.00%	4 February 2025	124%
4	26 January 2026	90.00%	3 February 2026	132%
5	25 January 2027	85.00%	2 February 2027	140%

#### Early redemption in respect of the Securities

Securities may at the option of the Issuer (in the case of (i) or (ii)) or shall (in the case of (iii)) be redeemed earlier than the scheduled redemption date (i) if performance becomes unlawful or impracticable, (ii) following the occurrence of an additional disruption event which may include, but not be limited to, a change in applicable law or a currency disruption event, or (iii) following the occurrence of the redemption the Underlying Preference Shares (other than by scheduled redemption pursuant to its terms).

The early redemption amount due in respect of each Security will be calculated in the same way as if the Securities were redeemed on the scheduled redemption date save that for such purpose the final value in respect of the Underlying Preference Share shall be

its value as of the day on which it is determined that the Security will be early redeemed, all as determined by the determination agent in good faith and in a commercially reasonable manner.

**Status of the Securities:** The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.

**Description of restrictions on free transferability of the Securities:** Securities are offered and sold outside the United States to non-US persons in reliance on 'Regulation S' and must comply with transfer restrictions with respect to the United States. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the foregoing, the Securities will be freely transferable.

#### Where will the Securities be traded?

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Market of Euronext Dublin with effect from 1 February 2022.

#### What are the key risks that are specific to the Securities?

The Securities are subject to the following key risks:

- **Depending on the performance of the Underlying Preference Share, you could lose some or all of your investment.** The return on the Securities depends on the change in value of the Underlying Preference Share, which may fluctuate up or down depending on the performance of the Underlying Preference Share Reference Asset(s). Past performance of the Underlying Preference Share Reference Asset(s) should not be taken as an indication of future performance. If the value of the Underlying Preference Share on final valuation is less than upon initial valuation, you will lose some or all of your investment. The Securities may drop in value after issuance and therefore if you sell them prior to maturity in the secondary market (if any) you may lose some of your investment.
- **You are subject to the credit risk of the Issuer.** The payment of any amount due under the Securities is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Securities are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. Therefore, if the Issuer fails or is otherwise unable to meet its payment obligations under the Securities, you will lose some or all of your investment.
- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.
- **Risks relating to the Underlying Preference Share Reference Asset(s):**
  - As the Underlying Preference Share Reference Assets are equity indices the Underlying Preference Share may be subject to the risk of fluctuations in market interest rates, currency exchange rates, equity prices, inflation, the value and volatility of the relevant equity index, and also to economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions, including factors affecting capital markets generally. This could have an adverse effect on the value of the Underlying Preference Share which, in turn, will have an adverse effect on the value of your Securities.
  - The value of the Underlying Preference Share depends on the level of the Underlying Preference Share Reference Asset(s) reaching or crossing a 'barrier' on a specified date. If the Underlying Preference Share Reference Asset(s) performs in such a way so that the Final Valuation Price of the Worst Performing Underlying Preference Share Reference Asset is less than its Knock-in Barrier Price on such specified date, the value of and return on the Underlying Preference Share and, in turn, the Securities may be dramatically less than if the level of the Underlying Preference Share Reference Asset(s) had reached or crossed the 'barrier'.
  - You will be exposed to the performance of the Underlying Preference Share Reference Asset which has the worst performance, rather than the basket as a whole. Regardless of how the other Underlying Preference Share Reference Asset(s) perform, if the worst performing Underlying Preference Share Reference Asset fails to meet a relevant threshold or barrier, the value of and return on the Underlying Preference Share and, in turn, the Securities may be reduced and you could lose some or all of your investment.
- **Risks of a lack of secondary market or sale in such market:** There may not be a secondary market for the Securities and, therefore, you may not be able to sell them prior to their scheduled maturity or only for a substantial loss.

- **Reinvestment risk/loss of yield:** Following an early redemption of your Securities for any reason, you may be unable to reinvest the redemption proceeds at an effective yield as high as the yield on the Securities being redeemed which may have an adverse effect on your investment prospects.
- **Risks relating to potential adjustments to the terms of the Underlying Preference Share:** You will not have any rights in respect of the Underlying Preference Share or the Underlying Preference Share Reference Asset(s). The terms of the Underlying Preference Share may be adjusted in respect of, for example, valuation of the Underlying Preference Share Reference Asset(s) which may be exercised by the issuer of the Underlying Preference Share(s) in a manner which has an adverse effect on the market value and/or amount repayable in respect of the Securities.

**KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**

**Under which conditions and timetable can I invest in these Securities?**

*Terms and conditions of the offer*

Not Applicable: the Securities have not been offered to the public.

*Estimated total expenses of the issue and/or offer including expenses charged to investor by issuer/offeror*

The Issuer will not charge any expenses to holders in connection with any issue of Securities. Offerors may, however, charge expenses to holders. Such expenses (if any) will be determined by agreement between the offeror and the holders at the time of each issue.

**Who is the offeror and/or the person asking for admission to trading?**

The Issuer is the entity requesting for admission to trading of the Securities.

**Why is the Prospectus being produced?**

*Use and estimated net amount of proceeds*

The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.

**Underwriting agreement on a firm commitment basis:** The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

*Description of any interest material to the issue/offer, including conflicting interests*

Not Applicable: no person involved in the issue has any interest, or conflicting interest, that is material to the issue of Securities.

## ANNEX

### ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING TO THE UNDERLYING

#### Terms and conditions of the Underlying Preference Share

The terms and conditions of the Underlying Preference Share comprise:

- (a) the general terms and conditions of preference shares, which apply to each class of preference shares issued by the issuer of the Underlying Preference Share in accordance with its articles of association. Such general terms and conditions are a part of the articles of association, and are replicated in the section headed "*Terms and Conditions of the Preference Shares*" of this Document; and
- (b) the following Preference Share Confirmation, which only applies to the Underlying Preference Share and completes, supplements and/or amends the general terms and conditions of preference shares for the purposes of the Underlying Preference Share.

Preference Share Confirmation dated 31 January 2022

TEAL INVESTMENTS LIMITED

(the "Preference Share Issuer")

(Incorporated in Jersey and independent to the Issuer)

Class TEAL PEISM0211 GBP Preference Shares linked to S&P 500 Index and EURO STOXX 50® Index due February 2028

(the "Preference Shares")

Issue Price: GBP 100.00 per Preference Share

This document constitutes the Preference Share Confirmation of the Preference Shares (the "Preference Share Confirmation") described herein. This Preference Share Confirmation is supplemental to and should be read in conjunction with the Preference Share General Conditions set forth in the Articles of Association of the Preference Share Issuer.

Words and expressions defined in the Preference Share General Conditions and not defined in this document shall bear the same meanings when used therein.

PART A - CONTRACTUAL TERMS

1. Class	TEAL PEISM0211
2. Settlement Currency:	Pound Sterling("GBP")
3. Preference Shares:	
(a) Number of Preference Shares:	1
(b) Type of Preference Shares:	Equity Index Linked Preference Shares
4. Calculation Amount:	GBP 100.00
5. Issue Price:	GBP 100.00 per Preference Share.
6. Issue Date:	31 January 2022
7. Scheduled Redemption Date:	2 February 2028

**Provisions relating to redemption:**

(Preference Share General Condition 6 (*Final redemption*))

8. Underlying Performance Type:	Worst-of
9. (a) Redemption Valuation Type:	Final Autocall Settlement
(b) Additional Amount: (Preference Share General Condition 7 ( <i>Determination of the Additional Amount</i> ))	Not Applicable
10. Redemption Value Barriers and Thresholds:	
(a) Barrier:	European
(b) Final Barrier Percentage:	75.00%
(c) Strike Price Percentage:	100.00%
(d) Knock-in Barrier Percentage:	65.00%
(e) Final Autocall Settlement Percentage:	148.00%
11. Additional Amount Barriers and Thresholds:	Not Applicable



**Provisions relating to automatic early redemption:**

(Preference Share General Condition 5.1 (*Automatic early redemption following an Autocall Event*))

12. Autocall

Applicable

i	Autocall Valuation Date:	Autocall Early Redemption Date:	Autocall Barrier Percentage:	Autocall Early Cash Settlement Percentage:
1	25 January 2023	100.00%	2 February 2023	108%
2	25 January 2024	100.00%	2 February 2024	116%
3	27 January 2025	95.00%	4 February 2025	124%
4	26 January 2026	90.00%	3 February 2026	132%
5	25 January 2027	85.00%	2 February 2027	140%

(a) Autocall Valuation Price:

The Valuation Price on each of the Autocall Valuation Date(s) specified in the table above

(i) Averaging-out:

Not Applicable

(ii) Min Lookback-out:

Not Applicable

(iii) Max Lookback-out:

Not Applicable

(iv) Autocall Valuation Date(s):

Each of the dates specified as an "Autocall Valuation Date" in the table above

(b) Autocall Early Redemption Date:

Each of the dates specified as an "Autocall Early Redemption Date" in the table above

(c) Autocall Barrier Percentage:

Each of the percentages specified as an "Autocall Barrier Percentage" in the table above

(d) Autocall Early Cash Settlement Percentage:

Each of the percentages specified as an "Autocall Early Cash Settlement Percentage" in the table above

**Provisions relating to automatic early redemption:**

(Preference Share General Condition 5.2 (*Automatic early redemption following an Autocall Event (Phoenix)*))

13. Autocall (Phoenix):

Not Applicable

14. Issuer Early Redemption Option:

Applicable

15. Investor Early Redemption Option:

Applicable

**Provisions relating to the Reference Asset(s):**

16. Reference Asset(s):

(a) Share(s):

Not Applicable

(b) Equity Indices:

Each Equity Index set out in Table 1 below in the column entitled 'Equity Index'.

(i) Exchange(s):

Each Exchange set out in Table 1 below in the column entitled 'Exchange'.

(ii) Related Exchange(s):

Each Related Exchange set out in Table 1 below in the column entitled 'Related Exchange'.

- (iii) Bloomberg Screen: Each Bloomberg Screen set out in Table 1 below in the column entitled 'Bloomberg Screen'.
- (iv) Reuters Screen Page: In respect of each Equity Index, Not Applicable
- (v) Index Sponsor(s): Each Index Sponsor set out in Table 1 below in the column entitled 'Index Sponsor'.
- (vi) Valuation Time: As specified in Preference Share General Condition 31 (*Definitions and interpretation*).

<b>Table 1</b>					
<b>Equity Index</b>	<b>Initial Price</b>	<b>Exchange</b>	<b>Related Exchange</b>	<b>Bloomberg Screen</b>	<b>Index Sponsor</b>
S&P 500 Index	4,356.45	Multi-exchange	All Exchanges	SPX	S&P Dow Jones Indices LLC
EURO STOXX 50® Index	4,078.26	Multi-exchange	All Exchanges	SX5E	STOXX Limited

17. Initial Price: The Valuation Price on the Initial Valuation Date, as set out in the table above in the column entitled 'Initial Price'.
- (a) Averaging-in: Not Applicable
- (b) Min Lookback-in: Not Applicable
- (c) Max Lookback-in: Not Applicable
- (d) Initial Valuation Date: 25 January 2022  
Initial Valuation Date: Individual Pricing
18. Final Valuation Price: The Valuation Price on the Final Valuation Date
- (a) Averaging-out: Not Applicable
- (b) Min Lookback-out: Not Applicable
- (c) Max Lookback-out: Not Applicable
- (d) Final Valuation Date: 25 January 2028

**Provisions relating to disruption events and taxes and expenses:**

19. Consequences of a Disrupted Day (in respect of an Averaging Date, Lookback Date or Trigger Event Observation Date): (Preference Share General Condition 11.2 (*Averaging Dates, Lookback Dates and Trigger Event Observation Dates*)) Not Applicable
20. FX Disruption Event: (Preference Share General Condition 15 (*FX Disruption Event*)) Not Applicable
21. Local Jurisdiction Taxes and Expenses: (Preference Share General Condition 16 (*Local Jurisdiction Taxes and Expenses*)) Not Applicable
22. Additional Disruption Events: (Preference Share General Condition 14 (*Adjustment or early redemption following an Additional Disruption Event*))

(a)	Change in Law:	Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(b)	Currency Disruption Event:	Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(c)	Hedging Disruption:	Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(d)	Extraordinary Market Disruption:	Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(e)	Increased Cost of Hedging:	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(f)	Affected Jurisdiction Hedging Disruption:	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(g)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(h)	Increased Cost of Stock Borrow:	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(i)	Loss of Stock Borrow:	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(j)	Foreign Ownership Event	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
(k)	Fund Disruption Event:	Not Applicable as per Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
23.	Early Cash Settlement Amount:	Market Value
24.	Unwind Costs:	Applicable
25.	Market Disruption of connected Futures Contracts:	Not Applicable

**General Provisions:**

26.	Form of Preference Shares:	Uncertificated registered securities
27.	Trade Date:	25 January 2022
28.	Early Redemption Notice Period Number:	As specified in Preference Share General Condition 31 ( <i>Definitions and interpretation</i> )
29.	Additional Business Centre(s):	New York City
30.	Business Day Convention:	Following
31.	Determination Agent:	Barclays Bank Ireland PLC
32.	Registrar:	Maples Fiduciary Services (Jersey) Limited
33.	Relevant Benchmark:	<p>Amounts payable under the Securities may be calculated by reference to S&amp;P 500, which is provided by S&amp;P Dow Jones Indices LLC (the "<b>Administrator</b>"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("<b>ESMA</b>") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "<b>EU Benchmarks Regulation</b>").</p> <p>Amounts payable under the Securities may be calculated by reference to Eurostoxx 50, which is</p>

provided by Stoxx Limited (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").

## **PART B – OTHER INFORMATION**

### **(1) LISTING AND ADMISSION TO TRADING**

The Preference Shares are not listed on any stock exchange.

### **(2) PERFORMANCE OF REFERENCE ASSET AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET**

Bloomberg screen: SPX in respect of S&P 500 Index.

Bloomberg screen: SX5E in respect of EURO STOXX 50® Index.

Index Disclaimer: See Annex hereto

## ANNEX – INDEX DISCLAIMERS

### **S&P 500 Index (the "Index")**

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