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**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 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("FINSA"). 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.

#### FINAL TERMS



**BARCLAYS BANK IRELAND PLC**

*(Incorporated with limited liability in England and Wales)*

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

**Up to EUR 150,000,000 Securities due November 2025 under 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 9 which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 27 May 2022 (as supplemented on 18 August 2022), and the Securities Note relating to the GSSP Base Prospectus 9 dated 26 August 2022) 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.

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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> and <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses/bbi-structured-securities-prospectuses/#regdocsupplement>.

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 24 October 2022**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1	(a) Series:	NX00341907
	(b) Tranche:	1
2	Currencies:	
	(a) Issue Currency:	Euro (“EUR”)
	(b) Settlement Currency:	Euro (“EUR”)
3	Securities:	Notes
4	Notes:	Applicable
	(a) Aggregate Nominal Amount as at the Issue Date:	
	(i) Tranche:	Up to EUR 150,000,000
	(ii) Series:	Up to EUR 150,000,000
	(b) Specified Denomination:	EUR 1,000
	(c) Minimum Tradable Amount:	EUR 1,000 (and EUR 1,000 thereafter)
5	Certificates:	Not Applicable
6	Calculation Amount:	EUR 1,000 per Security
7	Issue Price:	100.00 per cent of the Aggregate Nominal Amount The Issue Price includes a fee payable by the Issuer to the Authorised Offeror which will be no more than 1.50% of the Issue Price. Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
8	Issue Date:	18 November 2022
9	Scheduled Settlement Date:	25 November 2025, subject to adjustment in accordance with the Business Day Convention
10	Type of Security:	Equity Index Linked Securities
11	Underlying Performance Type <sub>(Interest)</sub> :	Single Asset
12	Underlying Performance Type <sub>(Settlement)</sub> :	For the purpose of determination of the Final Performance: Single Asset
13	Downside Underlying Performance Type <sub>(Settlement)</sub> :	Not Applicable

### *Provisions relating to interest (if any) payable*

14	Interest Type: General Condition 8 ( <i>Interest</i> )	In respect of each Interest Valuation Date, Digital (Bullish)
	(a) Interest Payment Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date', subject to adjustment in accordance with the Business Day Convention.
	(b) Interest Valuation Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date'.

**Table 1**

Interest Valuation Dates	Observation Dates	Interest Payment Dates
20 November 2023	20 November 2023	27 November 2023
18 November 2024	18 November 2024	25 November 2024
18 November 2025	18 November 2025	25 November 2025

(c)	(i) Fixed Interest Type:	Not Applicable
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	(ii) Fixed Interest Rate:	Not Applicable
(d)	Information relating to the Floating Rate:	Not Applicable
(e)	Fixing Business Day:	Not Applicable
(f)	Interest Barrier Percentages:	In respect of each Interest Valuation Date, 100 per cent.
(g)	Observation Dates:	Each of the dates set out in Table 1 above in the column entitled 'Observation Date'.
(h)	Fixed Interest Rates:	In respect of each Interest Valuation Date, 4.25 per cent.
(j)	Global Floor:	In respect of each Interest Valuation Date, 2.00 per cent.
<b>Provisions relating to Automatic Settlement (Autocall)</b>		
15	Automatic Settlement (Autocall): General Condition 9 ( <i>Automatic Settlement (Autocall)</i> )	Not Applicable
16	Optional Early Settlement Event: General Condition 10 ( <i>Optional Early Settlement Event</i> )	Not Applicable
<b>Provisions relating to Final Settlement</b>		
17	(a) Final Settlement Type: General Condition 11 ( <i>Final Settlement</i> )	Fixed
	(b) Settlement Method:	Cash
	(c) Protection Level:	100.00 per cent.
	(d) Downside:	Not Applicable
<b>Provisions relating to Drop Back</b>		
18	Drop Back Payout: General Condition 8.39 and General Condition 11.27	Not Applicable
<b>Provisions relating to Nominal Call Event Settlement</b>		
19	Nominal Call Event Settlement: General Condition 12 ( <i>Nominal Call Event Settlement</i> )	Not Applicable
<b>Provisions relating to Instalment Notes</b>		
20	Instalment Notes: General Condition 14 ( <i>Settlement by Instalments</i> )	Not Applicable
<b>Provisions relating to the Underlying Asset(s)</b>		
21	Underlying Asset(s) <sub>(Interest/ Settlement)</sub> / Underlying Asset(s) <sub>(Final Settlement)</sub> :	MSCI World ESG Leaders (the " <b>Underlying Asset</b> ")
	(a) Initial Valuation Date:	18 November 2022
	(b) Index:	MSCI World ESG Leaders
	(i) Exchange:	New York Stock Exchange
	(ii) Related Exchange:	All Exchanges
	(iii) Underlying Asset Currency:	United States Dollar ("USD")
	(iv) Bloomberg Screen:	GSIN Index
	(v) Refinitiv Screen:	.MIWO00002PUS
	(vi) Index Sponsor:	MSCI
	(vii) Weight:	Not Applicable
	(viii) Pre-nominated Index:	Not Applicable
22	(a) Final Valuation Price:	The Valuation Price of the Underlying Asset on the Final Valuation Date.
	(i) Averaging-out:	Not Applicable

	(ii) Min Lookback-out:	Not Applicable
	(iii) Max Lookback-out:	Not Applicable
	(b) Final Valuation Date:	18 November 2025
23	Interim Valuation Price:	Not Applicable
<b><i>Provisions relating to the disruption events</i></b>		
24	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 17 ( <i>Consequences of Disrupted Days</i> )	
	(a) Omission:	Not Applicable
	(b) Postponement:	Not Applicable
	(c) Modified Postponement:	Not Applicable
25	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 25 ( <i>Adjustments to Valuation Dates and Reference Dates</i> )	
	(a) Omission:	Not Applicable
	(b) Postponement:	Not Applicable
	(c) Modified Postponement:	Not Applicable
26	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 37 ( <i>Consequences upon a Reference Date becoming a Disrupted Day</i> )	
	(a) Omission:	Not Applicable
	(b) Postponement:	Not Applicable
	(c) Modified Postponement:	Not Applicable
27	Additional Disruption Events: General Condition 66.1 ( <i>Definitions</i> )	
	(a) Change in Law:	Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(b) Currency Disruption Event:	Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(c) Hedging Disruption:	Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(d) Issuer Tax Event:	Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(e) Extraordinary Market Disruption:	Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(f) Increased Cost of Hedging:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(g) Affected Jurisdiction Hedging Disruption:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(h) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(i) Increased Cost of Stock Borrow:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(j) Loss of Stock Borrow:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(k) Foreign Ownership Event:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(l) Fund Disruption Event:	Not Applicable as per General Condition 66.1 ( <i>Definitions</i> )
	(m) Fund Event:	Not Applicable
	(n) Potential Adjustment of Payment Event:	Not Applicable

	(o) Barclays Index Disruption:	Not Applicable
28	Early Cash Settlement Amount:	Market Value
29	Early Settlement Notice Period Number:	As specified in General Condition 66.1 ( <i>Definitions</i> )
30	Substitution of Shares:	Not Applicable
31	Entitlement Substitution:	Not Applicable
32	FX Disruption Event:	Not Applicable
33	Disruption Fallbacks: General Condition 20 ( <i>Consequences of FX Disruption Events (FX)</i> )	Not Applicable
34	Unwind Costs:	Applicable
35	Settlement Expenses:	Not Applicable
36	Local Jurisdiction Taxes and Expenses:	Not Applicable
37	Consequences of a Fund Event: General Condition 28 ( <i>Consequences of a Fund Event</i> )	Not Applicable
<b>General provisions</b>		
38	Form of Securities:	Global Registered Securities: Permanent Global Security NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Applicable
39	Trade Date:	03 October 2022
40	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to U.S. withholding tax under Section 871(m) of the U.S. Internal Revenue Code and regulations promulgated thereunder.
41	(a) Prohibition of Sales to EEA Retail Investors:	Not Applicable
	(b) Prohibition of Sales to UK Retail Investors:	Applicable – see the cover page of these Final Terms
	(c) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of these Final Terms
42	Business Day:	As defined in General Condition 66.1
43	Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday.
44	Determination Agent:	Barclays Bank PLC
45	Registrar:	Not Applicable
46	Transfer Agent:	Not Applicable
47	(a) Name of Manager:	Barclays Bank Ireland PLC
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
48	Registration Agent:	Not Applicable
49	Governing Law:	English law
50	Relevant Benchmarks:	Amounts payable under the Securities are calculated by reference to MSCI World ESG Leaders which is provided by MSCI (the “ <b>Administrator</b> ”). As at the date of this Final Terms, the Administrator does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (“ <b>ESMA</b> ”) pursuant to article 36

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of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").

As far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).

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## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application has been made/ will be made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the regulated market of the Euronext Dublin with effect from on or around the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR 1,000 per year
- (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

### RATINGS

- 2 Ratings: The Securities have not been individually rated.

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

- (a) Reasons for the offer: General funding
- (b) Use of proceeds: Not Applicable
- (c) Estimated net proceeds: Not Applicable
- (d) Estimated total expenses: Not Applicable

### 4 YIELD

Not Applicable

### 5 PAST AND FUTURE PERFORMANCE OF UNDERLYING ASSET(S), AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET(S)

Details of the past and future performance and volatility of the Underlying Asset(s) may be obtained from:  
Bloomberg Screen: GSIN Index  
Refinitiv Screen Page: .MIWO00002PUS  
Index Disclaimer: See Schedule hereto

### 6 POST ISSUANCE INFORMATION

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

### 7 OPERATIONAL INFORMATION

- (a) ISIN: XS2171224491
- (b) Common Code: 217122449
- (c) Relevant Clearing System(s): Euroclear, Clearstream
- (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



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Depositories ("ICSDs") 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.

## 8 TERMS AND CONDITIONS OF THE OFFER

### 8.1 Authorised Offeror(s)

- (a) Public Offer: An offer of the Notes may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "Authorised Offeror(s)"): Each financial intermediary specified in (i) and (ii) below:  
**Specific consent:** Banco BPI SA (the "Initial Authorised Offeror(s) and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-final-terms>)
- (c) Jurisdiction(s) where the offer may take place (together, the "Public Offer Jurisdictions(s)"): **General Consent:** Not Applicable  
Portugal
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): From and including 24 October 2022 to and including 15 November 2022 (the "Offer Period")
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s): Not Applicable
- (f) Other terms and conditions of the offer
- (g) Offer Price: The Issue Price
- (h) Total amount of offer: Up to EUR 150,000,000
- (i) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.
- (j) Time period, including any possible amendments, during which the offer will be open and description of the application process: From and including 24 October 2022 to and including 15 November 2022.
- (k) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article

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- 1(4) of the EU Prospectus Regulation in Portugal (the “**Public Offer Jurisdiction**”) during the Offer Period.
- Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror’s usual procedures, notified to investors by the Authorised Offeror.
- (l) Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.
- (m) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- (n) Details of method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (o) Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (p) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (q) Whether tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.
- (r) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- (s) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.
- (t) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Banco BPI SA, Av. Boavista, n.º 1117, 4100-129 Porto, Portugal

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## INDEX DISCLAIMER

### MSCI World ESG Leaders Index (the "Index")

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LIABILITY FOR ANY DIRECT, INDIRECT, SPECIAL, PUNITIVE, CONSEQUENTIAL OR ANY OTHER DAMAGES (INCLUDING LOST PROFITS) EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

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## 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:** up to EUR 150,000,000 Securities due November 2025 pursuant to the Global Structured Securities Programme (ISIN: XS2171224491) (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:** The Authorised Offeror is Banco BPI SA with its address at Av. Boavista, n.º 1117, 4100-129 Porto, Portugal, (telephone number: +351 21 311 1219) and its LEI is 3DM5DPGI3W6OU6GJ4N92.

**Competent authority:** The Base Prospectus was approved on 26 August 2022 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 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 and 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 the "**Group**" means Barclays PLC together with its subsidiaries and 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 Jasper Hanebuth (Chief Financial Officer and Executive Director).

**Identity of the statutory auditors of the Issuer:** The statutory auditors of the Issuer are KPMG LLP ("KPMG"), chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.

#### 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 2021 and 31 December 2020 from the annual financial statements of the Issuer for the years ended 31 December 2021 and 2020, 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 2022 and 30 June 2021 was derived from the unaudited interim results announcement of the Issuer in respect of the six months ended 30 June 2022.

#### Consolidated Income Statement

	As at 30 June (unaudited)		As at 31 December	
	2022	2021	2021	2020
	(€m)		(€m)	
Net interest income .....	148	153	312	293
Net fee and commission income.....	427	359	771	546
Impairment charges/(releases) on financial instruments .....	(28)	97	97	(280)
Net trading income.....	193	80	152	41
Profit/(loss) before tax .....	152	167	325	(103)
Profit/(loss) after tax .....	120	136	235	(118)

### Consolidated Balance Sheet

	As at 30 June (unaudited)	As at 31 December	
	2022	2021	2020
	(€m)	(€m)	
Loans and advances to banks.....	844	903	906
Loans and advances to customers.....	13,485	13,083	12,143
Total assets.....	140,593	117,112	134,937
Deposits from banks .....	4,985	4,252	3,488
Deposits from customers .....	21,764	21,382	19,620
Debt securities in issue .....	3,222	3,397	2,297
Subordinated liabilities .....	3,472	3,171	1,061
Total equity .....	5,998	5,899	4,558

### Certain Ratios from the Financial Statements

	As at 30 June	As at 31 December	
	2022	2021 <sup>1</sup>	2020 <sup>2</sup>
	(%)	(%)	(%)
Common Equity Tier 1 capital .....	16.5 <sup>3</sup>	16.1	16.6
Total regulatory capital.....	21.9	21.4	22.0
CRR leverage ratio – fully phased.....	5.1	6.6	6.3

### 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

<sup>1</sup> From 30 June 2022, the Issuer is reporting its CET1 and associated ratios inclusive of certain reserves, which amount to €189.5m, eligible as core equity under CRR II. The 31 December 2021 capital and leverage ratios above have been restated accordingly. Excluding these reserves, the 31 December 2021 CET1, Total regulatory capital and CRR leverage ratios were: 15.5%, 20.8% and 6.4% respectively.

<sup>2</sup> The 2020 comparative figures have been restated following a review of the calculation applied to the IFRS9 transitional relief applicable to CET1 capital. The numbers in 2020 prior to restatement were reported as: CET1 capital 16.7% and Total regulatory capital 22.1%.

<sup>3</sup> The CET1 % at 30 June 2022 includes profits for the six months ended 30 June 2022. Excluding these profits, inclusion of which is subject to regulatory approval, the CET1 % would be 16.2%.

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 offered and admitted to trading, including security identification numbers*

The Securities will be in the form of notes and will be uniquely identified by: Series number: NX00341907; Tranche number: 1; ISIN: XS2171224491; Common Code: 217122449.

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

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

The Securities will be issued in EUR (the "**Issue Currency**") and settled in the same currency (the "**Settlement Currency**"). The Securities are tradable in nominal and the specified denomination per Security is EUR 1,000. The issue size is up to EUR 150,000,000. The issue price is 100.00% of the Specified Denomination.

The issue date is 18 November 2022 (the "**Issue Date**"). Subject to early termination, the Securities are scheduled to redeem on 25 November 2025 (the "**Scheduled Settlement Date**").

#### *Rights attached to the Securities*

**Potential return:** The Securities will give each holder of Securities the right to receive potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities. The potential return will be in the forms of: (i) one or more Interest Amounts, and/or (ii) a Final Cash Settlement Amount, provided that if the Securities are early terminated, the potential return may be in the form of an Early Cash Settlement Amount instead.

**Taxation:** All payments in respect of the Securities shall be made without withholding or deduction for or on account of any Irish taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

**Events of default:** If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder.

**Limitations on rights:**

**Early redemption following certain disruption events or due to unlawfulness or impracticability:** The Issuer may redeem the Securities prior to their Scheduled Settlement Date following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, or if it determines that an unlawfulness or impracticability event has occurred. In such case, investors will receive an "Early Cash Settlement Amount" equal to the fair market value of the Securities prior to their redemption, unless the Issuer gives notice to the holders that they may elect to receive such whole number of the disrupted Underlying Asset which may be acquired by the Issuer in the open market with the Early Cash Settlement Amount and the relevant holder returns to the Issuer a duly completed settlement election notice requesting physical settlement by the applicable cut off time.

**Certain additional limitations:**

- Notwithstanding that the Securities are linked to the performance of the Underlying Asset(s), holders do not have any rights in respect of the Underlying Asset(s).
- The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, to monetise the securities, to postpone valuation of the Underlying Asset(s) or scheduled payments under the Securities, to change the currency in which the securities are denominated, to substitute the Underlying Asset(s), to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the Underlying Asset(s).
- The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

**Governing law**

The Securities will be governed by English Law and the rights thereunder will be construed accordingly.

**Description of the calculation of potential return on the Securities**

**Underlying Assets:** The return on and value of the Securities is dependent on the performance of the following Underlying Asset(s):

Underlying Assets <sup>(Interest)</sup> / Underlying Assets <sup>(Final Settlement)</sup>	Type	Initial Price	Initial Valuation Date
MSCI World ESG Leaders	Index	The closing price of the Underlying Asset on the Initial Valuation Date	18 November 2022

For the purposes of determining an Interest Amount, Underlying Assets shall mean the Underlying Assets<sup>(Interest)</sup>.

**Calculation Amount:** Calculations in respect of amounts payable under the Securities are made by reference to the "Calculation Amount", being EUR 1,000 per Security.

**Determination Agent:** Barclays Bank PLC will be appointed to make calculations and determinations with respect to the Securities.

**A – Interest**

The Interest Amount payable on each Security on each Interest Payment Date will be calculated in respect of each Interest Valuation Date and will depend on whether or not a Digital Down Trigger Event has occurred and is calculated as follows:

- (i) If a Digital Down Trigger Event has not occurred, the Interest Amount is calculated by multiplying the Fixed Interest Rate (being 4.25%) by the Calculation Amount; or
- (ii) Otherwise, the Interest Amount is calculated by multiplying the Global Floor (being 2.00%) by the Calculation Amount.

A "Digital Down Trigger Event", in respect of an Interest Valuation Date, shall be deemed to have occurred if the closing level of the Underlying Asset on any Observation Date is below the Interest Barrier.

Interest will be payable on the corresponding Interest Payment Date set out in the table below. Each Interest Valuation Date, Observation and Interest Barrier(s) is as follows:

Observation Date(s)	Interest Valuation Date(s)	Interest Payment Date(s)	Interest Barrier(s)
20 November 2023	20 November 2023	27 November 2023	100.00% of the Initial Price
18 November 2024	18 November 2024	25 November 2024	100.00% of the Initial Price
18 November 2025	18 November 2025	25 November 2025	100.00% of the Initial Price

**B – Final Settlement**



If the Securities have not otherwise redeemed, each Security will be redeemed on the Scheduled Settlement Date by payment of the Final Cash Settlement Amount.

The Scheduled Settlement Date may be postponed following the postponement of the Final Valuation Date due to a disruption event.

The Final Cash Settlement Amount is calculated by multiplying the Protection Level (being 100.00%) by the Calculation Amount.

#### **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**

The Securities are offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act 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 the Irish Stock Exchange Trading plc as Euronext Dublin.

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

The Securities are subject to the following key risks:

- **You may lose some or all of your investment in the Securities:** Investors are exposed to the credit risk of Barclays Bank Ireland PLC. As the securities do not constitute a deposit and they are not protected under the deposit guarantee scheme operated by the Central Bank of Ireland or any other deposit protection insurance scheme, all payment and deliveries to be made by Barclays Bank Ireland PLC as Issuer under the Securities are subject to its financial position and its ability to meet its obligation. The Securities constitute unsubordinated and unsecured obligation of the Issuer and rank *pari passu* with each and all other current and future unsubordinated and unsecured obligations of the Issuer. The terms of the Securities do not provide for a scheduled minimum payment at maturity and as such, depending on the performance of the Underlying Asset(s), you may lose some or all of your investment. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity or expiry of the Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption. The Issuer may withdraw the public offer at any time. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities
- **You are subject to risks associated with the determination of amount payable under the Securities:**  
In order to receive the scheduled minimum amount at maturity, you must hold them until maturity. If the Securities are early redeemed, they may return less than the scheduled minimum amount, or even zero.

The Securities bear interest at a rate that is contingent upon the performance of the Underlying Asset and may vary from one Interest Payment Date to the next.

The Interest Amount is either a higher pre-determined Interest Amount or a lower Interest Amount, depending on whether the performance criteria are met. It is possible that you will receive the lower Interest Amount over the lifetime of the Securities.

- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the level of the Underlying Asset(s), substituting the Underlying Asset(s), and making adjustments to the terms and conditions of the Securities. Any of such remedial action may change the economic characteristics of the Securities and have a material adverse effect on the value of and return on the Securities. If no remedial action can be taken, or it is determined that an unlawfulness or impracticability event has occurred, the Issuer may early redeem the Securities by payment of an Early Cash Settlement Amount. If early redemption occurs, you may lose some or all of your investment because the Early Cash Settlement Amount may be lower than the price at which you purchase the Securities, or may even be zero. You will also lose the opportunity to participate in any subsequent positive performance of the Underlying Asset(s) and be unable to realise any potential gains in the value of the Securities. You may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest or coupon rate for a similar level of risk.

- **Your Securities are subject to foreign exchange risks:** Payment under the Securities will be made in a Settlement Currency which is different from the currency of the Underlying Asset(s) and/or may be different from your home currency. You will be exposed to the risk of foreign exchange rate fluctuations between the Settlement Currency and your home currency the currency of the Underlying Asset(s) and/or the Issue Currency. These fluctuations may decrease the value of the Securities.
- **Risks relating to Underlying Asset(s) that are equity indices:** Equity indices are composed of a synthetic portfolio of shares and provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. The Securities are linked to equity indices, and as such may not participate in dividends or any other distributions paid on the shares which make up such indices. Accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.
- **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.
- **Potential conflicts of interest:** Conflicts of interest may exist where Barclays Bank Ireland PLC or its affiliate: (i) acts in multiple capacities with respect to the Securities (e.g. acting as issuer, manager and determination agent) (ii) enters into hedging transactions to cover the Issuer's exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due; and (iii) uses price contributions from its trading desks as a pricing source for an Underlying Asset. In light of such conflicts, the actions taken or determinations made by Barclays Bank Ireland PLC or its affiliate in relation to the Securities may not always be in the best interest of the holders. In addition to hedging transactions, Barclays Bank Ireland PLC may trade on the Underlying Asset(s) in the ordinary course of its business. Such trading could affect the market price of the Underlying Asset(s), which may in turn materially adversely affect the value and return on your 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*

The terms and conditions of any offer of Securities to the public may be determined by agreement between the Issuer and the Manager at the time of each issue.

The Securities are offered for subscription in Portugal during the period from (and including) 24 October 2022 to (and including) 15 November 2022 (the "**Offer Period**") and such offer is subject to the following conditions:

- Offer Price: The Issue Price
- Conditions to which the offer is subject: Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.
- Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in Portugal (the "Public Offer Jurisdiction") during the Offer Period. Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror.
- Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable.
- Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Regulation to publish a prospectus.

- Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: the Authorised Offeror

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

The estimated total expenses of the issue and/or offer are EUR 1,000 per year.

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***

The Authorised Offeror may be paid fees in relation to the offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, Authorised Offeror or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.

The Authorised Offeror will be paid aggregate commissions no more than 1.5%. Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Asset.

## RESUMO

### INTRODUÇÃO E AVISOS

O Resumo deve ser lido como uma introdução ao Prospeto. Qualquer decisão de investir nos Valores Mobiliários deve basear-se na consideração do Prospeto como um todo por parte do investidor. Em certas circunstâncias, o investidor poderá perder parte ou a totalidade do capital investido. Nos casos em que uma reclamação relativa às informações contidas no Prospeto seja apresentada em tribunal, o investidor queixoso poderá, de acordo com a lei nacional, ter de arcar com os custos de tradução do Prospeto antes do início do processo judicial. A responsabilidade civil é atribuída apenas às pessoas que apresentaram o Resumo, incluindo qualquer tradução do mesmo, mas apenas quando o Resumo for enganoso, impreciso ou inconsistente quando lido em conjunto com as outras partes do Prospeto ou não for fornecido, quando lido em conjunto com as outras partes do Prospeto, informações essenciais para ajudar os investidores a considerar a possibilidade de investir nos Valores Mobiliários.

**Está prestes a comprar um produto que não é simples e poderá ser difícil de entender.**

**Valores Mobiliários:** até EUR 150.000.000 em Valores Mobiliários, com vencimento em novembro de 2025, de acordo com o Global Structured Securities Program (ISIN: XS2171224491) (os "Valores Mobiliários").

**O Emitente:** O Emitente é o Barclays Bank Ireland PLC. A sua sede social é na One Molesworth Street, Dublin 2, D02 RF29, Irlanda (número de telefone: +353 1 618 2600) e o seu Identificador de Entidade Legal (*Legal Entity Identifier*) ("LEI") é o 2G5BKIC2CB69PRJH1W31.

**O Oferente Autorizado:** O Oferente Autorizado é o Banco BPI SA, com endereço na Av. Boavista, n.º 1117, 4100-129 Porto, Portugal, (número de telefone: +351 21 311 1219) e LEI 3DM5DPGI3W6OU6GJ4N92.

**Autoridade competente:** O Prospeto de Base foi aprovado a 26 de agosto de 2022 pelo Banco Central da Irlanda em New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irlanda (número de telefone: +353 (0)1 224 6000).

### PRINCIPAIS INFORMAÇÕES SOBRE O EMITENTE

#### Quem é o Emitente dos valores mobiliários?

**Domicílio e forma jurídica do emitente:** O Barclays Bank Ireland PLC (o "Emitente") é uma sociedade anónima registada na Irlanda sob o número comercial 396330. A responsabilidade dos membros do Emitente é limitada. O Emitente foi constituído na Irlanda em 12 de janeiro de 2005 e tem a sua sede registada em One Molesworth Street, Dublin 2, D02 RF29, Irlanda. O Identificador de Entidade Legal (*Legal Entity Identifier*) (LEI) do Emitente é 2G5BKIC2CB69PRJH1W31.

**Principais atividades do emitente:** O Emitente faz parte do Grupo BBPLC. As principais atividades do Emitente são a prestação de serviços societários e de investimento bancário a entidades europeias, serviços bancários de retalho na Alemanha e em Itália e serviços de *private banking* para clientes europeus.

O termo "Grupo BBPLC" significa o Barclays Bank PLC juntamente com as suas subsidiárias.

**Principais acionistas do emitente:** A totalidade do capital social ordinário emitido do Emitente é propriedade do Barclays Bank PLC. A totalidade do capital social ordinário emitido do Barclays Bank PLC é propriedade do Barclays PLC. O Barclays PLC é a sociedade *holding* efetiva do Grupo.

O termo "Grupo" significa o Barclays PLC juntamente com as suas subsidiárias.

**Identidade dos principais administradores do Emitente:** Os principais diretores gerais do Emitente são Francesco Ceccato (CEO e Diretor Executivo) e Jasper Hanebuth (CFO e Diretor Executivo).

**Identidade dos revisores oficiais de contas do Emitente:** Os revisores oficiais de contas do Emitente são a KPMG LLP ("KPMG"), revisores oficiais de contas e auditores registados (membro do Institute of Chartered Accountants na Inglaterra e no País de Gales), 15 Canada Square, London E14 5GL, Reino Unido.

#### Quais são as principais informações financeiras sobre o Emitente?

O Emitente obteve as informações financeiras incluídas na tabela *infra*, para os anos encerrados a 31 de dezembro de 2021 e 31 de dezembro de 2020, a partir das demonstrações financeiras anuais do Emitente para os anos encerrados a 31 de dezembro de 2021 e 2020, que, com exceção da informação financeira na secção intitulada "Determinados Rácios das Demonstrações Financeiras", foram auditadas com opinião inalterada fornecida pela KPMG. As informações financeiras selecionadas incluídas na tabela abaixo para os seis meses findos em 30 de junho de 2022 e 30 de junho de 2021 resultam de dados não auditados do Anúncio de Resultados Provisórios do Emitente em relação aos seis meses findos em 30 de junho de 2022.

#### Demonstração de Resultados

	Em 30 de Junho (não auditado)		Em 31 de dezembro	
	2022	2021	2021	2020
	(€m)		(€m)	
Rendimento líquido de juros .....	148	153	312	293
Rendimento líquido de taxas e comissões .....	427	359	771	546
Encargos com imparidade/(libertações) sobre instrumentos financeiros .....	(28)	97	97	(280)
Resultado líquido de transações em mercado .....	193	80	152	41
Lucro/(prejuízo) antes de impostos .....	152	167	325	(103)

Lucro/(prejuízo) após impostos .....	120	136	235	(118)
<b>Balço Consolidado</b>				
	<b>Em 30 de Junho</b>		<b>Em 31 de dezembro</b>	
	<b>(no auditado)</b>			
	<b>2022</b>	<b>2021</b>	<b>2020</b>	
	<i>(m)</i>		<i>(m)</i>	
Emprstimos e adiantamentos a bancos .....	844	903	906	
Emprstimos e adiantamentos a clientes .....	13.485	13.083	12.143	
Total do ativo .....	140.593	117.112	134.937	
Depsitos de bancos .....	4.985	4.252	3.488	
Depsitos de clientes.....	21.764	21.382	19.620	
Valores mobilirios de dvida em emisso .....	3.222	3.397	2.297	
Responsabilidades subordinadas.....	3.472	3.171	1.061	
Total de fundos prprios .....	5.998	5.899	4.558	

<b>Determinados Índices das Declaraes Financeiras</b>			
	<b>Em 30 de Junho</b>	<b>Em 31 de dezembro</b>	
	<b>2022</b>	<b>2021<sup>4</sup></b>	<b>2020<sup>5</sup></b>
	<i>(%)</i>		
Capital Prprio Comum de Nvel 1 ( <i>Tier 1</i> ) .....	16,5 <sup>6</sup>	16,1	16,6
Capital regulatrio total .....	21,9	21,4	22,0
Rcio de alavancagem (CRR) - totalmente faseado .....	5,1	6,6	6,3

### Quais so os principais riscos especficos do Emitente?

O Emitente identificou uma vasta gama de riscos aos quais os seus negcios esto expostos. Os riscos materiais so aqueles a que a alta administrao presta particular ateno e que podem fazer com que a estratgia, os resultados das operaes, a situao financeira e/ou as perspetivas do Emitente sejam materialmente diferentes das expectativas. Os riscos emergentes so aqueles que tm componentes desconhecidas, e cujo impacto poderia cristalizar-se durante um perodo de tempo mais longo. Adicionalmente, outros fatores fora do controlo do Emitente, incluindo o agravamento do terrorismo ou conflitos globais, catstrofes naturais, pandemias e eventos semelhantes, embora no detalhados abaixo, podem ter um impacto semelhante no Emitente.

- **Riscos materiais existentes e emergentes com potencial impacto em mais do que um risco principal:** Para alm dos riscos materiais e emergentes com impacto nos principais riscos abaixo indicados, existem tambm riscos materiais existentes e emergentes que potencialmente tm impacto em mais do que um destes riscos principais. Estes riscos so: (i) o impacto da COVID-19; (ii) condies econmicas e de mercado globais e locais potencialmente desfavorveis, bem como desenvolvimentos geopolticos; (iii) a sada do Reino Unido da UE; (iv) o impacto da alterao das taxas de juro na rentabilidade do Emitente; (v) os ambientes competitivos da indstria bancria e dos servios financeiros; (vi) a agenda das alteraes regulamentares e o impacto no modelo de negcio; (vii) o impacto das alteraes climticas no negcio do Emitente; e (viii) o impacto das reformas das taxas de juro de referncia sobre o Emitente.
- **Riscos de Crdito e de Mercado:** O risco de crdito  o risco de perda para o Emitente decorrente do incumprimento por parte de clientes, consumidores ou contrapartes, das suas obrigaes para com os membros do Emitente. O Emitente est sujeito a riscos decorrentes de alteraes na qualidade de crdito e taxas de recuperao de emprstimos e adiantamentos devidos por muturios e contrapartes em qualquer carteira especfica. O risco de mercado  o risco de perda decorrente de uma potencial alterao adversa no valor dos ativos e passivos do Emitente devido  flutuao das variveis de mercado.
- **Risco de tesouraria e de capital e o risco de o Emitente estar sujeito a poderes de resoluo substanciais:** H trs tipos primrios de risco de tesouraria e de capital enfrentados pelo Emitente, que so (1) risco de liquidez - o risco de que o Emitente seja incapaz de cumprir as suas obrigaes contratuais ou

<sup>4</sup> A partir de 30 de Junho de 2022, o Emitente reporta o seu Capital Prprio Comum de Nvel 1 (CET1) e rcios associados, incluindo certas reservas, que ascendem a 189,5 milhes de euros, elegveis como capital prprio de base ao abrigo da CRR II. Os rcios de capital e de alavancagem de 31 de Dezembro de 2021 acima foram reajustados em conformidade. Excluindo estas reservas, a 31 de Dezembro de 2021 o CET 1, Capital regulatrio total e os rcios de alavancagem CRR foram: 15,5%, 20,8% e 6,4% respetivamente.

<sup>5</sup> Os nmeros comparativos de 2020 foram reajustados na seqncia de uma reviso do clculo aplicado ao alvio transitrio da IFRS9 aplicvel ao capital CET1. Os nmeros em 2020 antes do reajustamento foram reportados nos seguintes termos: capital CET1 16,7% e capital regulatrio total 22,1%.

<sup>6</sup> A % CET1 a 30 de Junho de 2022 inclui os lucros do perodo de seis meses findo a 30 de Junho de 2022. Excluindo estes lucros, cuja incluso est sujeita a aprovao regulamentar, a % CET1 seria de 16,2%.

contingentes ou que não tenha o montante de financiamento e liquidez estáveis adequados para suportar os seus ativos, que também podem ser afetados por alterações de notação de crédito; (2) risco de capital - o risco de que o Emitente tenha um nível ou composição de capital insuficiente; e (3) risco de taxa de juro na carteira bancária - o risco de que o Emitente esteja exposto à volatilidade do capital ou dos rendimentos devido a um desfazamento entre as exposições às taxas de juro dos seus ativos e passivos (não negociados). Ao abrigo do regime de recuperação e resolução bancária da UE, são concedidos poderes substanciais às Autoridades de Resolução Relevantes para implementar várias medidas de resolução e opções de estabilização no que respeite a um banco ou empresa de investimento irlandeses (atualmente incluindo o Emitente) (incluindo, sem limitar, o instrumento de fiança (*bail-in tool*), que confere a uma Autoridade de Resolução Relevante o poder de anular certos créditos de credores sem garantia de uma entidade relevante incumpridora (cuja anulação pode resultar na redução de tais créditos a zero) e para converter certos créditos sem garantia em capital próprio ou outros instrumentos de capital) em circunstâncias em que a Autoridade de Resolução Relevante considera que estão preenchidas as condições de resolução pertinentes.

- **Riscos operacionais e de modelo:** O risco operacional é o risco de perda para o Emitente devido a processos ou sistemas inadequados ou falhados, fatores humanos ou devido a eventos externos em que a causa principal não seja devida a riscos de crédito ou de mercado. O risco de modelo é o risco de potenciais consequências adversas de avaliações ou decisões financeiras baseadas em resultados e relatórios de modelo incorretos ou mal utilizados.
- **Riscos de conduta, de reputação e jurídico e medidas legais, de concorrência e regulamentares:** O risco de conduta é o risco de prejuízo para os consumidores, clientes, integridade do mercado, concorrência efetiva ou para o Emitente devido ao fornecimento inadequado de serviços financeiros, incluindo casos de conduta dolosa ou negligente. O risco de reputação é o risco de que uma ação, transação, investimento, evento, decisão ou relação comercial reduza a confiança na integridade e competência do Emitente. O Emitente conduz atividades num mercado altamente regulamentado que o expõe a riscos legais decorrentes (i) da multiplicidade de leis e regulamentos aplicáveis aos negócios que opera, que são altamente dinâmicos, podem variar entre jurisdições e são frequentemente pouco claros na sua aplicação a circunstâncias particulares, especialmente em áreas novas e emergentes; e (ii) a natureza diversificada e evolutiva dos negócios e práticas comerciais do Emitente. Em qualquer caso, o Emitente fica exposto ao risco de perda ou à imposição de sanções, danos ou multas pelo fracasso dos membros do Emitente em cumprir as respetivas obrigações legais, incluindo requisitos legais ou contratuais. O risco legal pode surgir em relação a qualquer um dos fatores de risco acima resumidos.

“**Irish Bail-in Power**” significa qualquer poder de anulação, conversão, transferência, modificação e/ou suspensão existentes de tempos a tempos ao abrigo de quaisquer leis, regulamentos, regras ou requisitos relacionados com a resolução de bancos, empresas de grupos bancários, instituições de crédito e/ou empresas de investimento constituídas na Irlanda em vigor e aplicáveis na Irlanda ao Emitente, incluindo, sem limitar, quaisquer leis, regulamentos, regras ou requisitos deste tipo que são implementadas, adotadas ou promulgadas no contexto de qualquer diretiva da União Europeia ou regulamento do Parlamento Europeu e do Conselho que estabelece um quadro para a recuperação e a resolução de instituições de crédito e empresas de investimento, tal como as mesmas foram ou podem ser alteradas periodicamente, nos termos das quais obrigações de um banco, empresa de grupo bancário, instituição de crédito ou empresa de investimento ou qualquer uma das suas subsidiárias podem ser reduzidas, canceladas, alteradas, transferidas e/ou convertidas em ações ou outros valores mobiliários ou obrigações do devedor ou qualquer outra pessoa.

“**Autoridade de Resolução Relevante**” significa o Banco Central da Irlanda (“*Central Bank of Ireland*”), o Conselho Único de Resolução (*Single Resolution Board*) estabelecido ao abrigo do Regulamento do Mecanismo Único de Resolução e/ou qualquer outra autoridade com poderes para exercer ou participar no *Irish Bail-in Power*, quando aplicável.

“**Valores Mobiliários**” significa quaisquer valores mobiliários emitidos pelo Emitente descritos em qualquer nota sobre valores mobiliários e, se aplicável, sumário, que, quando lidos em conjunto com o presente Documento de Registo, compõem um prospeto para efeitos do Artigo 6.º, n.º 3, do Regulamento do Prospeto ou em qualquer prospeto de base para efeitos do Artigo 8.º do Regulamento do Prospeto ou outro documento de oferta em que o presente Documento de Registo possa ser incorporado por referência.

“**Regulamento do Mecanismo Único de Resolução**” (“*SRM Regulation*”) significa o Regulamento (UE) n.º 806/2014 do Parlamento Europeu e do Conselho, de 15 de julho de 2014, que estabelece regras uniformes e um procedimento uniforme para a resolução de instituições de crédito e certas empresas de investimento no âmbito de um Mecanismo Único de Resolução e de um Fundo Único de Resolução e que altera o Regulamento (UE) n.º 1093/2010, conforme alterado ou substituído periodicamente.

## PRINCIPAIS INFORMAÇÕES SOBRE OS VALORES MOBILIÁRIOS

### Quais são as principais características dos Valores Mobiliários?

#### **Tipo e classe de valores mobiliários a serem disponibilizados e admitidos à negociação, incluindo números de identificação de segurança**

Os Valores Mobiliários terão a forma de notas e serão identificados exclusivamente através do: Número de série NX00341907; Número de parcela 1; ISIN: XS2171224491; Código Comum: 217122449.

Os Valores Mobiliários serão apurados e liquidados através do Euroclear Bank S.A./N.V. e/ou Clearstream Banking *société anonyme*.

#### **Moeda, denominação especificada, tamanho da emissão e prazo dos Valores Mobiliários**

Os Valores Mobiliários serão emitidos em euros **EUR** (a “**Divisa de Emissão**”) e liquidados na mesma moeda (a “**Divisa de Liquidação**”). Os Valores Mobiliários são negociáveis em valores nominais e a denominação especificada por título é de 1,000 EUR. O tamanho da emissão é de até 150.000.000 de EUR. O preço de emissão é de 100,00% da Denominação Especificada.

A data de emissão é 18 de novembro de 2022 (a “**Data de emissão**”). Sujeitos a rescisão antecipada, os Valores Mobiliários serão reembolsados a 25 de novembro de 2025 (a “**Data de Liquidação Programada**”).

#### **Direitos associados aos Valores Mobiliários**

**Retorno potencial:** Os Valores Mobiliários concederão a cada titular dos Valores Mobiliários o direito de receber um retorno potencial sobre os Valores Mobiliários, juntamente com certos direitos acessórios, como o direito de receber notificação de certas determinações e eventos e o direito de votar em algumas (mas não todas) emendas aos termos e condições dos Valores Mobiliários. O retorno potencial será na forma de: (i) um ou mais Montantes de Juros e/ou (ii) um Montante Final de Liquidação em Numerário, desde que os Valores Mobiliários tenham sido rescindidos antecipadamente, o potencial retorno poderá ser, alternativamente, na forma de Montante de Liquidação em Numerário Antecipado.

**Tributação:** Todos os pagamentos relativos aos Valores Mobiliários serão efetuados sem retenção na fonte ou dedução de ou por conta de quaisquer impostos do Reino Unido, a menos que, tal retenção ou dedução seja exigida por lei. Caso, tal retenção ou dedução seja exigida por lei, o Emitente, salvo em circunstâncias limitadas, deverá pagar valores adicionais para cobrir os valores retidos ou deduzidos.

**Eventos de inadimplência:** Se o Emitente deixar de efetuar qualquer pagamento devido sob os Valores Mobiliários ou violar qualquer outro termo e condição dos Valores Mobiliários de forma que seja materialmente prejudicial aos interesses dos titulares (e essa falha não tenha sido sanada dentro de 30 dias, ou, no caso de juros, 14 dias), ou caso o Emitente esteja sujeito a uma ordem de liquidação, então (sujeito, no caso de juros, ao Emitente ter sido impedido de pagar por uma disposição legal obrigatória), os Valores Mobiliários passarão imediatamente a ser considerados devidos e pagáveis, mediante notificação do titular.

**Limitações de direitos**

**Resgate antecipado após certos eventos de interrupção ou devido a ilegalidade ou impraticabilidade:** O Emitente poderá resgatar os Valores Mobiliários antes da Data de Liquidação Programada após a ocorrência de certos eventos de interrupção ou eventos extraordinários relativos ao Emitente, aos seus acordos de cobertura de posições, aos Ativo(s) Subjacentes, à tributação ou à divisa relevante dos Valores Mobiliários, ou se se determinar ocorreu um evento de ilegalidade ou impraticabilidade. Nesse caso, os investidores receberão um "**Montante de Liquidação Antecipada em Numerário**" igual ao valor justo de mercado dos Valores Mobiliários antes do seu resgate, a menos que o Emitente notifique os titulares de que podem optar por receber o número inteiro do Ativo Subjacente afetado, que pode ser adquirido pelo Emitente no mercado aberto com o Montante de Liquidação Antecipada em Numerário e o titular relevante devolve ao Emitente um aviso de eleição para liquidação física, solicitando a liquidação física até à hora limite aplicável.

**Certas limitações adicionais:**

- Não obstante os Valores Mobiliários estarem vinculados ao desempenho do(s) Ativo(s) Subjacente(s), os titulares não têm nenhum direito em relação ao Ativo Subjacente.
- Os termos e condições dos Valores Mobiliários permitem que o Emitente e o Agente de Determinação (conforme o caso), na ocorrência de certos eventos e em determinadas circunstâncias, sem o consentimento dos titulares, faça ajustes nos termos e condições dos Valores Mobiliários, resgatar os Valores Mobiliários antes da maturidade, monetizar os valores mobiliários, adiar a avaliação dos Ativo(s) Subjacentes ou pagamentos programados sob os valores mobiliários, alterar a divisa na qual os valores mobiliários são denominados, substituir os Ativo(s) Subjacentes, substituir o Emitente por outra entidade permitida, sujeita a determinadas condições, e tomar outras ações relacionadas com os valores mobiliários e com os Ativo(s) Subjacentes.
- Os Valores Mobiliários contêm disposições para convocar assembleias de obrigacionistas para considerar assuntos que afetam os seus interesses em geral, e estas disposições permitem que maiorias definidas vinculem todos os titulares, inclusive aqueles que não compareceram para votar na reunião relevante bem como os que votaram de ao contrário da maioria.

**Lei aplicável**

Os Valores Mobiliários serão regidos pela Lei inglesa e os direitos decorrentes serão interpretados de acordo com esta.

**Descrição do cálculo do potencial retorno sobre os Valores Mobiliários**

**Ativos subjacentes:** O retorno sobre e o valor dos Valores Mobiliários dependem do desempenho (seguindo um "**Ativo Subjacente**").

Ativos Subjacentes <sub>(Juros)</sub> / Ativos Subjacentes <sub>(Liquidação final)</sub>	Tipo	Preço inicial	Data da Avaliação Inicial
MSCI World ESG Leaders	Índice	O preço de fecho do Ativo Subjacente na Data de Avaliação Inicial	18 de novembro de 2022

Para efeitos de determinação de um Montante de Juros, entende-se por Ativos Subjacentes os Ativos Subjacentes<sub>(Juros)</sub>.

**Montante de cálculo:** Os cálculos referentes aos valores a pagar de acordo com os Valores Mobiliários são feitos por referência ao Montante do Cálculo, sendo EUR 1,000 por cada Valor Mobiliário.

**Agente de Determinação:** O Barclays Bank PLC será nomeado para fazer cálculos e determinações em relação aos Valores Mobiliários.

O Montante de Juros a pagar sobre cada Valor Mobiliário em cada Data de Pagamento de Juros será calculado relativamente a cada Data de Avaliação de Juros e dependerá de um Evento *Digital Down Trigger* ter ou não ocorrido e é calculado, conforme se segue:

- (i) Se um Evento *Digital Down Trigger* não tiver ocorrido, o Montante dos Juros é calculado multiplicando a Taxa de Juros Fixa (sendo de 4,25%) pelo Montante de Cálculo; ou
- (ii) Caso contrário, o Montante dos Juros é calculado, multiplicando o Mínimo Global (sendo de 2,00%) pelo Montante de Cálculo.

Um "Evento *Digital Down Trigger*", relativamente a uma Data de Avaliação de Juros, será considerado como tendo ocorrido se o nível de fecho do Ativo Subjacente em qualquer Data de Observação estiver abaixo da Barreira de Juros.

Os juros serão pagáveis na Data de Pagamento de Juros correspondente, indicada na tabela abaixo. Cada Data de Avaliação de Juros e Barreira(s) de Juros é(são) conforme segue:

**A – Juros**

Data(s) de Observação	Data(s) de Avaliação de Juros*	Data(s) de Pagamento de Juros	Barreira(s) de Juros
20 de novembro 2023	20 de novembro 2023	27 de novembro 2023	100,00% do Preço Inicial

18 de novembro 2024	18 de novembro 2024	25 de novembro 2024	100,00% do Preço Inicial
18 de novembro 2025	18 de novembro 2025	25 de novembro 2025	100,00% do Preço Inicial

### B - Liquidação final

Se os Valores Mobiliários não tiverem sido resgatados de outra forma, cada Valor Mobiliário será resgatado na Data de Liquidação Programada mediante o pagamento do Montante Final da Liquidação em Numerário. A Data de Liquidação Programada pode ser adiada após o adiamento da Data de Avaliação Final devido a um evento de interrupção.

O Montante Final da Liquidação em Numerário é calculado multiplicando o Nível de Proteção (sendo 100,00%) pelo Montante de Cálculo

#### Situação dos valores mobiliários:

Os Valores Mobiliários são obrigações diretas, não subordinadas e não garantidas da Emissora e têm a mesma classificação entre si.

#### Descrição das restrições à livre transferibilidade dos Valores Mobiliários:

Os Valores Mobiliários são oferecidos e vendidos fora dos Estados Unidos a pessoas fora dos EUA, de acordo com o Regulamento S, de acordo com a Lei de Valores Mobiliários, e devem cumprir as restrições de transferência com relação aos Estados Unidos. Os valores mobiliários mantidos num sistema de compensação serão transferidos de acordo com as regras, procedimentos e regulamentos desse sistema de compensação. Sujeito ao acima exposto, os Valores Mobiliários serão livremente transferíveis.

#### Onde serão os Valores Mobiliários negociados?

É esperado que o Emitente (ou em seu nome) solicite que os Valores Mobiliários sejam admitidos à negociação no mercado regulamentado do Irish Stock Exchange Trading plc as Euronext Dublin.

#### Quais são os principais riscos que são específicos aos Valores Mobiliários?

Os Valores Mobiliários estão sujeitos aos seguintes riscos principais:

**Poderá perder parte ou todo o seu investimento nos Valores Mobiliários:** os Investidores encontram-se expostos ao risco de crédito do Barclays Bank Ireland PLC. Uma vez que os Valores Mobiliários não constituem depósitos e por não estarem cobertos pelo esquema de garantia de depósitos do Banco Central da Irlanda (Central Bank of Ireland) ou outro esquema de proteção de seguros, todos os pagamentos e entregas a fazer ao Barclays Bank Ireland PLC enquanto Emitente nos termos dos Valores Mobiliários encontram-se sujeitos à sua posição financeira e à sua capacidade dar cumprimento às suas obrigações. Os Valores Mobiliários constituem uma obrigação não subordinada e não garantida do Emitente e classificam-se *pari passu* com cada uma e todas as outras obrigações actuais e futuras não subordinadas e não garantidas do Emitente. Os termos dos Valores Mobiliários não preveem um pagamento mínimo programado ao atingir a maturidade, como tal, dependendo do desempenho dos Ativo(s) Subjacentes, poderá perder parte ou todo o seu investimento. Também poderá perder parte ou todo o seu investimento se: (a) vender os seus Valores Mobiliários antes do seu vencimento ou maturidade programada; (b) os seus Valores Mobiliários devem ser resgatados antecipadamente em determinadas circunstâncias extraordinárias; ou (c) os termos e condições dos seus Valores Mobiliários sejam ajustados de modo que o valor a pagar ou a propriedade a entregar seja menor que o seu investimento inicial.

**Existem riscos associados à avaliação, liquidez e oferta dos Valores Mobiliários:** O valor de mercado dos seus Valores Mobiliários pode ser menor que o preço de emissão, uma vez que o preço de emissão pode ter em consideração a margem de lucro e os custos do Emitente e/ou distribuidor, além do valor justo de mercado dos Valores Mobiliários. O valor de mercado dos seus Valores Mobiliários poderá ser afetado pela volatilidade, nível, valor ou preço dos Ativo(s) Subjacentes no momento relevante, por alterações às taxas de juros, pela condição financeira e classificações de crédito do Emitente, pela oferta e procura dos Valores Mobiliários, o tempo restante até o vencimento ou maturidade dos Valores Mobiliários e outros fatores. O preço, se algum, pelo qual poderá vender os seus Valores Mobiliários antes da maturidade pode ser substancialmente menor do que o valor que investiu inicialmente. Os seus Valores Mobiliários poderão não ter um mercado de negociação ativo e o Emitente poderá não ter nenhuma obrigação de criar um mercado ou de voltar a comprar os Valores Mobiliários antes do resgate. O Emitente pode retirar a oferta pública a qualquer momento. Nesse caso, se já tiver pagado ou entregue o dinheiro da subscrição dos Valores Mobiliários relevantes, terá direito ao reembolso desses montantes, mas não receberá qualquer remuneração que possa ter sido acumulada no período entre o seu pagamento ou entrega do dinheiro da subscrição e o reembolso dos Valores Mobiliários

#### Está sujeito a riscos associados à determinação do montante a pagar sob os Valores Mobiliários:

Para receber o montante mínimo programado na data de vencimento, deve conservá-los até à data de vencimento. Se os Valores Mobiliários forem resgatados antecipadamente, podem receber menos do que o montante mínimo programado, ou mesmo zero.

Os Valores Mobiliários vencem juros a uma taxa que está dependente do desempenho do Ativo Subjacente e pode variar de uma Data de Pagamento de Juros para a seguinte.

O Montante dos Juros é um Montante de Juros pré-determinado mais alto ou um Montante de Juros mais baixo, dependendo do cumprimento dos critérios de desempenho. É possível que receba o Montante de Juros mais baixo durante a vida útil dos Valores Mobiliários.

**Os seus Valores Mobiliários estão sujeitos a ajustes e ao resgate antecipado:** De acordo com os termos e condições dos Valores Mobiliários, após a ocorrência de certos eventos de interrupção ou eventos extraordinários relacionados com o Emitente, os seus acordos de cobertura de posições, Ativos Subjacentes, tributação ou a divisa relevante dos Valores Mobiliários, o Agente de Determinação ou o Emitente poderão tomar um conjunto de ações corretivas, incluindo a estimativa do nível dos Ativo(s) Subjacentes, substituição dos Ativo(s) Subjacentes e ajustes nos termos e condições dos Valores Mobiliários. Qualquer uma dessas medidas corretivas pode alterar as características económicas dos Valores Mobiliários e ter um efeito adverso relevante no valor e no retorno dos Valores Mobiliários. Se nenhuma ação



corretiva puder ser tomada ou se for determinado que ocorreu um evento de ilegalidade ou impracticabilidade, o Emitente poderá resgatar antecipadamente os Valores Mobiliários mediante o pagamento de um Valor de Liquidação Antecipada. Se ocorrer um resgate antecipado, poderá perder parte ou todo o seu investimento porque o Montante da Liquidação Antecipada em Numerário poderá ser menor que o preço pelo qual comprou os Valores Mobiliários, podendo inclusive ser zero. Perderá também a oportunidade de participar em qualquer desempenho positivo subsequente dos Ativos Subjacentes e não poderá obter quaisquer ganhos potenciais no valor dos Valores Mobiliários. Poderá não conseguir reinvestir os recursos de um investimento com um retorno comparável e/ou com uma taxa de juros ou de cupão comparável para um nível de risco semelhante.

• **Os seus Valores Mobiliários estão sujeitos a riscos cambiais:** O pagamento ao abrigo dos Valores Mobiliários será efetuado numa Moeda de Liquidação diferente da moeda do (s) Ativo (s) Subjacente (s) e / ou pode ser diferente da sua moeda local. Você estará exposto ao risco de flutuações nas taxas de câmbio entre a moeda de liquidação e sua moeda local, a moeda do(s) Ativo(s) Subjacente(s) e/ou a moeda de emissão. Estas flutuações podem diminuir o valor dos Valores Mobiliários.

• **Riscos relacionados ao (s) ativo (s) subjacente (s) que são índices de ações:** os índices de ações são compostos por uma carteira sintética de ações e fornecem oportunidades de diversificação de investimento, mas estarão sujeitos ao risco de flutuações nos preços das ações e no valor e volatilidade dos respetivos índice de ações. Os Valores Mobiliários estão atrelados a índices de ações e, como tal, não podem participar de dividendos ou quaisquer outras distribuições pagas sobre as ações que compõem tais índices. Consequentemente, você pode receber um retorno sobre os Valores Mobiliários menor do que teria recebido se tivesse investido diretamente nessas ações. O patrocinador do índice pode adicionar, excluir ou substituir os componentes de um índice de ações a seu critério, e também pode alterar a metodologia usada para calcular o nível desse índice. Estes eventos podem ter um impacto prejudicial no nível desse índice, o que, por sua vez, pode ter um impacto negativo no valor e na rentabilidade dos Valores Mobiliários.

• **Riscos de tributação:** os níveis e a base da tributação dos Valores Mobiliários e quaisquer isenções para tal tributação dependerão das suas circunstâncias individuais e podem mudar a qualquer momento durante a vida dos Valores Mobiliários. Isso pode ter consequências adversas para você e, portanto, você deve consultar seus próprios consultores tributários quanto às consequências fiscais para você de transações envolvendo os Valores Mobiliários.

• **Potenciais conflitos de interesse:** Podem existir conflitos de interesse onde o Barclays Bank PLC ou a sua afiliada: (i) atue em múltiplas capacidades em relação aos Valores Mobiliários (por exemplo, atuando como emitente, gestor e agente de determinação); (ii) realize transações de cobertura para cobrir a exposição do Emitente aos montantes em numerário relevantes a pagar ou ativos a entregar ao abrigo dos Valores Mobiliários à medida que estes se vençam; e (iii) utilize as contribuições de preços das suas mesas de negociação como fonte de preços para um Ativo Subjacente. À luz de tais conflitos, as ações tomadas ou determinações feitas pelo Barclays Bank PLC em relação aos Valores Mobiliários podem não ser sempre no melhor interesse dos titulares. Para além das transações de cobertura, o Barclays Bank PLC pode negociar no(s) Ativo(s) Subjacente(s) no curso normal dos seus negócios. Tais transações podem afetar o preço de mercado do(s) Ativo(s) Subjacente(s), o que, por sua vez, pode afetar de forma materialmente adversa o valor e o retorno dos seus Valores Mobiliários.

#### **Sob quais condições e cronograma posso investir nesses valores mobiliários?**

##### **Termos e condições da oferta**

Os termos e condições de qualquer oferta de Valores Mobiliários ao público podem ser determinados por acordo entre o Emitente e o Gestor no momento de cada emissão.

Os Valores Mobiliários são oferecidos para subscrição em Portugal durante o período de (e incluindo) 24 de outubro de 2022 até (e incluindo) 15 de novembro de 2022 (o "Período da Oferta") e esta oferta está sujeita às seguintes condições:

- Preço de oferta: O preço de emissão.
- Condições às quais a oferta está sujeita: Condições às quais a oferta está sujeita: O Emitente reserva o direito de retirar a oferta de Valores Mobiliários a qualquer momento antes do final do período de oferta. Após a retirada da oferta, se algum pedido tiver sido feito por qualquer investidor em potencial, cada investidor em potencial não terá o direito de assinar ou adquirir os Valores Mobiliários, e quaisquer pedidos serão automaticamente cancelados e qualquer dinheiro da compra será devolvido ao subscritor pelo Oferente Autorizado, de acordo com os procedimentos habituais do Oferente Autorizado.
- Descrição do processo de candidatura: Pode ser feita pelo Gestor ou pelo Oferente Autorizado uma oferta de Valores Mobiliários que não esteja de acordo com o Artigo 1 (4) do Regulamento do Prospeto da EU em Portugal (a "**Jurisdição da Oferta Pública**") durante o Período da Oferta. As solicitações dos Valores Mobiliários podem ser feitas na Jurisdição da Oferta Pública por meio do Oferente Autorizado durante o Período da Oferta. Os Valores Mobiliários serão colocados na Jurisdição da Oferta Pública pelo Oferente Autorizado. A distribuição será realizada de acordo com os procedimentos habituais do Oferente Autorizado, notificados aos investidores pelo Oferente Autorizado.
- Informação detalhada sobre a quantidade mínima e/ou máxima de aplicação: A quantidade mínima e máxima de solicitação do Oferente Autorizado será notificada aos investidores pelo Oferente Autorizado.
- Descrição da possibilidade de redução de assinaturas e forma de reembolso do valor excedente pago pelos candidatos: Não aplicável.
- Informação detalhada relacionada com métodos e prazos de pagamento e entrega dos Valores Mobiliários: Os investidores serão notificados pelo Oferente Autorizado sobre as suas alocações de Valores Mobiliários e os acordos de liquidação em relação a estes.
- Procedimento para exercício de qualquer direito de preferência, negociabilidade dos direitos de subscrição e tratamento dos direitos de subscrição não exercidos: Não aplicável.
- Forma e data em que os resultados da oferta serão divulgados: Os investidores serão notificados pelo Oferente Autorizado sobre as suas alocações de Valores Mobiliários e os acordos de liquidação em relação a estes.
- Categorias de titulares aos quais os Valores Mobiliários são oferecidos e se a(s) Tranche(s) foram reservados para determinados países: As ofertas podem ser feitas através do Oferente Autorizado na Jurisdição da Oferta Pública a qualquer pessoa. As ofertas (se alguma) em outros países do EEE serão feitas apenas por meio do Oferente Autorizado, de acordo com uma isenção da obrigação prevista no Regulamento do Prospeto de publicar um prospeto.
- Processo para notificação aos subscritores do valor atribuído e a indicação se a negociação pode começar antes da notificação: Os subscritores serão notificados diretamente pelo Oferente Autorizado do sucesso da sua subscrição. Nenhuma negociação nos Valores Mobiliários pode ocorrer antes da Data de Emissão.
- **Nome(s) e endereço(s), na medida que estes sejam conhecidos pelo emitente, dos licitadores nos diversos países em que a oferta ocorre:** Oferente Autorizado

##### **Despesas totais estimadas da emissão e/ou oferta, incluindo as despesas cobradas ao investidor pelo emitente/oferente**

As despesas totais estimadas da emissão e/ou oferta são de EUR 1.000 por ano

O Emitente não cobrará aos detentores nenhuma despesa relacionada com qualquer emissão de Valores Mobiliários. No entanto, os oferentes podem cobrar despesas aos titulares. Tais despesas (se alguma) serão determinadas por acordo entre o oferente e os titulares no momento de cada emissão.

**Quem é o oferente e/ou a pessoa que solicita a admissão à negociação?**

O Emitente ou outra entidade em seu nome é a entidade que solicita admissão para negociar Valores Mobiliários.

**Porque é que este Prospeto está a ser feito?**

***Uso e valor líquido estimado dos recursos***

O produto líquido de cada emissão de Valores Mobiliários será aplicado pelo Emitente para os seus objetivos empresariais gerais, que incluem obter lucro e/ou proteção de certos riscos.

***Contrato de subscrição com base num compromisso firme***

A oferta dos Valores Mobiliários não está sujeita a um contrato de subscrição com base num compromisso firme.

***Descrição de qualquer interesse material para a emissão/oferta, incluindo conflito de interesses***

O Oferente Autorizado poderá receber taxas pagas relacionadas com a oferta de Valores Mobiliários. Poderão existir potenciais conflitos de interesse entre o Emitente, o Agente de Determinação, o Oferente Autorizado ou as suas afiliadas (que podem ter interesses em transações de derivativos relacionados com os ativo(s) subjacente(s) que podem, mas não se destinam a, afetar adversamente o preço de mercado, a liquidez ou valor dos Valores Mobiliários) e titulares.

O Oferente Autorizado receberá uma comissão máxima agregada de 1,5%. Qualquer Oferente Autorizado e as suas afiliadas podem envolver-se, e no futuro envolver-se, em cobertura de posições relacionadas com os Ativo Subjacente.