

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 Swiss Federal Act on Collective Investment Schemes ("**CISA**") and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("**FINMA**") and investors do not benefit from the specific investor protection provided under the CISA.



BARCLAYS BANK IRELAND PLC

(Incorporated with limited liability in Ireland)

Legal Entity Identifier (LEI): 2G5BKIC2CB69PRJH1W31

**EUR 10,000,000 Securities due March 2028 under the Global Structured Securities Programme
(the "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 Regulation (EU) 2017/1129 (as amended, 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 the 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**"), which constitutes a base prospectus for the purposes of the EU Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-prospectuses/bbi-structured-securities-prospectuses/> and during normal business hours at the

registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office.

The Registration Document and the supplements thereto are available for viewing at:
<https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-prospectuses/bbi-structured-securities-prospectuses/#regdoc> and
<https://home.barclays/investor-relations/structured-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 19 December 2022

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1. (a) Series: NX00346629
(b) Tranche: 1
2. Currencies:
(a) Issue Currency: Euro (“EUR”)
(b) Settlement Currency: EUR
3. Securities: Notes
4. Notes: Applicable
(a) Aggregate Nominal Amount as at the Issue Date:
(i) Tranche: EUR 10,000,000
(ii) Series: EUR 10,000,000
(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
7. Issue Price: 100.00 per cent of the Aggregate Nominal Amount

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: 14 March 2023
9. Scheduled Settlement Date: 13 March 2028, subject to adjustment in accordance with the Business Day Convention
10. Type of Security: Equity Index Linked Securities
11. Underlying Performance Type^(Settlement): For the purpose of determination of the Final Performance: Single Asset

Provisions relating to interest (if any) payable

12. Interest Type: Not Applicable
General Condition 8 (*Interest*)

Provisions relating to Automatic Settlement (Autocall)

13. Automatic Settlement (Autocall): Not Applicable
General Condition 9 (*Automatic Settlement (Autocall)*)

Provisions relating to Optional Early Redemption

14. Optional Early Settlement Event: Not Applicable
General Condition 10 (*Optional Early Settlement Event*)

Provisions relating to Final Settlement

15. (a) Final Settlement Type: Supertracker
General Condition 11 (*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Protection Level: 100.00%
- (d) Participation_(Settlement): 120.00%
- (e) Downside FX Conversion: Not Applicable
- (f) Upper Strike Percentage: 100.00%
- (g) Cap_(Settlement): 38.40%
- (h) Floor: 0%
- (i) Downside: Not Applicable

Provisions relating to Drop Back

16. Drop Back Payout: General Condition 8.39 and General Condition 11.27 Not Applicable

Provisions relating to Nominal Call Event Settlement

17. Nominal Call Event Settlement: Not Applicable
General Condition 12 (*Nominal Call Event Settlement*)

Provisions relating to Instalment Notes

18. Instalment Notes: Not Applicable
General Condition 14 (*Settlement by Instalments*)

Provisions relating to the Underlying Asset(s)

19. Underlying Asset: Index
- (a) Initial Valuation Date: 28 February 2023
- (b) Index: EURO STOXX 50® Index
- (c) Exchange: Multi-exchange
- (d) Related Exchange: All Exchanges
- (e) Underlying Asset Currency: EUR

- (f) Bloomberg Screen: SX5E <Index>
- (g) Index Sponsor: Stoxx Limited
- (h) Weight: Not Applicable
- (i) Pre-nominated Index: Not Applicable
- 20. (a) Initial Price_(Interest): Not Applicable
 - (i) Averaging-in: Not Applicable
 - (ii) Min Lookback-in: Not Applicable
 - (iii) Max Lookback-in: Not Applicable
- (b) Initial Price_(Settlement): The Valuation Price of the Underlying Asset on the Initial Valuation Date
 - (i) Averaging-in: Not Applicable
 - (ii) Min Lookback-in: Not Applicable
 - (iii) Max Lookback-in: Not Applicable
- (c) Initial Valuation Date: 28 February 2023
- 23. (a) Final Valuation Price: The Valuation Price of the Underlying Asset on the Final Valuation Date
 - (i) Averaging-out: Applicable
Averaging-out Dates:
30 August 2027, 28 September 2027, 28 October 2027, 29 November 2027, 28 December 2027, 28 January 2028 and 28 February 2028
 - (ii) Min Lookback-out: Not Applicable
 - (iii) Max Lookback-out: Not Applicable
- (b) Final Valuation Date: 28 February 2028
- 21. Interim Valuation Price: Not Applicable

Provisions relating to disruption events

- 22. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):
General Condition 17
(*Consequences of Disrupted Days*)
 - (a) Omission: Not Applicable
 - (b) Postponement: Not Applicable
 - (c) Modified Postponement: Not Applicable
- 23. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):
General Condition 25

*(Adjustments to Valuation Dates
and Reference Date)*

- (a) Omission: Not Applicable
 - (b) Postponement: Not Applicable
24. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):
General Condition 37
(Consequences upon a Reference Date becoming a Reference Date)
- (a) Omission: Not Applicable
 - (b) Postponement: Not Applicable
 - (c) Modified Postponement: Not Applicable
25. Additional Disruption Events:
General Condition 66.1
(Definitions)
- (a) Change in Law: Applicable as per General Condition 66.1 *(Definitions)*
 - (b) Currency Disruption Event: Applicable as per General Condition 66.1 *(Definitions)*
 - (c) Hedging Disruption: Applicable as per General Condition 66.1 *(Definitions)*
 - (d) Issuer Tax Event: Applicable as per General Condition 66.1 *(Definitions)*
 - (e) Extraordinary Market Disruption: Applicable as per General Condition 66.1 *(Definitions)*
 - (f) Increased Cost of Hedging: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (g) Affected Jurisdiction Hedging Disruption: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (h) Affected Jurisdiction Increased Cost of Hedging: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (i) Increased Cost of Stock Borrow: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (j) Loss of Stock Borrow: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (k) Foreign Ownership Event: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (l) Fund Disruption Event: Not Applicable as per General Condition 66.1 *(Definitions)*
 - (m) Fund Event: Not Applicable
 - (n) Potential Adjustment of Payment Events: Not Applicable
 - (o) Barclays Index Disruption: Not Applicable
26. Early Cash Settlement Amount: Market Value

27.	Early Settlement Notice Period Number:	As specified in General Condition 66.1 (<i>Definitions</i>)
28.	Substitution of Shares:	Not Applicable
29.	Entitlement Substitution:	Not Applicable
30.	FX Disruption Event:	Not Applicable
31.	Unwind Costs:	Applicable
32.	Settlement Expenses:	Not Applicable
33.	Local Jurisdiction Taxes and Expenses:	Not Applicable
34.	Consequences of a Fund Event: General Condition 26 (<i>Consequences of a Fund Event</i>)	Not Applicable

General provisions

35.	Form of Securities:	Global Registered Security TEFRA: Not Applicable NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Applicable
36.	Trade Date:	07 December 2022
37.	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.
38.	(i) Prohibition of Sales to EEA Retail Investors:	Not Applicable
	(ii) Prohibition of Sales to UK Retail Investors:	Applicable – see the cover page of these Final Terms
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of these Final Terms
39.	Business Day:	Paris and a Clearing System Business Day.
40.	Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday
41.	Determination Agent:	Barclays Bank Ireland PLC
42.	Registrar:	The Bank of New York Mellon SA/NV, Luxembourg Branch
43.	Transfer Agent:	The Bank of New York Mellon SA/NV, Luxembourg Branch
44.	(a) Names and addresses 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
- (d) Registration Agent: Not Applicable
- (e) Governing Law: Irish law
- (f) Relevant Benchmarks: Amounts payable under the Securities are calculated by reference to EURO STOXX 50 INDEX, which is provided by Stoxx Limited (the "**Administrator**"). As at the date of this Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("ESMA") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "EU Benchmarks Regulation").

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application has been made/will be made to the Irish Stock Exchange plc trading as Euronext Dublin for the securities to be admitted to the official list and trading on its regulated market with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR 1,000
- (c) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment: Not Applicable

2. RATINGS

Ratings: The Securities have not been individually rated.

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

- (a) Reasons for the offer: General funding
- (b) Use 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.
- (c) Estimated net proceeds: EUR 10,000,000
- (d) Estimated total expenses: EUR 1,000. 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.

4. YIELD

Not Applicable

5. PAST AND FUTURE PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET

Details of the past and future performance and volatility of the Underlying Asset may be obtained from Bloomberg Screen: SX5E <Index>

Index Disclaimer: EURO STOXX 50® Index

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: XS2171885473
- (b) Common Code: 217188547
- (c) Relevant Clearing System(s) Euroclear, Clearstream
- (d) Delivery: Delivery free of payment
- (e) Name and address of additional Paying Agent(s): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the International Central Securities Depositories ("ICSDs") as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Authorised Offer(s)

- (a) Public Offer: An offer of the Securities 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:
 - (i) **Specific consent:** BCP Asset Management DAC (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>); and
 - (ii) **General consent:** Not Applicable
- (c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**"): Ireland

- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (the “**Offer Period**”): From and including 19 December 2022 to and including 28 February 2023
- (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: EUR 10,000,000
- (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.
- The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on [ISE] on or around the Issue Date. As such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the [ISE] in time for the adoption of such resolution.
- (j) Time period, including any possible amendments, during which the offer will be open and description of the application process: From and including 19 December 2022 to and including 28 February 2023.
- (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 1(4) of the EU Prospectus Regulation in Ireland (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:

- | | |
|--|---|
| (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: | Not Applicable |
| (r) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | Not Applicable |
| (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: | BCP Asset Management DAC
71 Upper Leeson Street
Dublin 4 D04 XK68
Ireland
+353 1 668 4688 |

SCHEDULE: INDEX DISCLAIMER

EURO STOXX® 50 Index (the "Index")

The Index is the intellectual property (including registered trademarks) of STOXX Limited, Zurich, Switzerland ("**STOXX**"), Deutsche Börse Group or their licensors, which is used under license. The Securities are neither sponsored nor promoted, distributed or in any other manner supported by STOXX, Deutsche Börse Group or their licensors, research partners or data providers and STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, and exclude any liability (whether in negligence or otherwise) with respect thereto generally or specifically in relation to any errors, omissions or interruptions in the Index or its data.

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: EUR 10,000,000 Securities due March 2028 pursuant to the Global Structured Securities Programme pursuant to the Global Structured Securities Programme) (ISIN: XS2171885473) (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 BCP Asset Management DAC with its address 71 Upper Leeson Street Dublin 4 D04 XK68 Ireland (telephone number: +353 1 668 4688) and its LEI is 635400JVLWPWJCPYG836.

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 company number 396330. The liability of the members of the Issuer is limited. The Issuer was incorporated in Ireland on 12 January 2005 and it has its registered and head office 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 BBPLC Group. The principal activities of the Issuer are the provision of corporate and investment banking services to EU corporate entities, retail banking services in Germany and Italy and private banking services to EU clients.

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

Major shareholders of the Issuer

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

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

Identity of the key managing directors of the Issuer

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

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

What is the key financial information regarding the Issuer?

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

Income Statement

	As at 30 June (unaudited)		As at 31 December	
	2022	2021	2021	2020
	<i>(€m)</i>		<i>(€m)</i>	
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)

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
	140,593		134,93
Total assets.....		117,112	7
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 ¹	2020 ²
	(%)	(%)	(%)
Common Equity Tier 1 capital	16.5 ³	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 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

¹ 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.

² 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%.

³ 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%.

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: NX00346629; Tranche number:1; ISIN: XS2171885473; Common Code: 217188547. The Securities will be cleared and settled through Euroclear Bank S.A./N.V. or Clearstream Banking *soci  t   anonyme*.

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

The Securities will be issued in Euro (**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 EUR 10,000,000. The issue price is 100% of the Specified Denomination. The issue date is 14 March 2023 (the "**Issue Date**"). Subject to early termination, the Securities are scheduled to redeem on 13 March 2028 (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, (ii) an Autocall Cash Settlement Amount, and/or (iii) 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. In such case, investors will receive an "**Early Cash Settlement Amount**" equal to 100% of the Calculation Amount.

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 Irish 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:

Underlying Asset (Final Settlement)	Type	Initial Price	Initial Valuation Date
EURO STOXX 50® Index	Index	The Valuation Price of the Underlying Asset on the Initial Valuation Date	28 February 2023

For the purposes of determining an the Final Cash Settlement Amount, Underlying Assets shall mean the Underlying Assets_(Final Settlement) and for the purposes of determining the Downside Final Performance and the relevant terms and definitions and the Final Cash Settlement Amount and the relevant terms and definitions Underlying Assets shall mean the Underlying Assets_(Downside).

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.

Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or indicative amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.

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

A – 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 as follows:

- (i) the Protection Level (being 100%) multiplied by the Calculation Amount; or
- (ii)

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- (ii) if:
 - (a) the Final Performance is greater than or equal to the Upper Strike Percentage (being 100%), an amount equal to the product of the Calculation Amount and the greater of (I) the Floor (being 0%) and (II) the lesser of (1) the Cap_(Settlement) (being 38.40%) and (2) the Participation_(Settlement) (being 120%) multiplied by the amount equal to the Final Performance minus the Upper Strike Percentage (being 100%); or
 - (b) otherwise, zero.

"Downside Final Performance" or "DFP" means the Final Performance in respect of the relevant Downside Underlying Performance Type_(Settlement) and (as applicable) the relevant Downside Underlying Asset(s).

For the avoidance of doubt, references to the Underlying Performance Type_(Settlement) shall be construed as the Downside Underlying Performance Type_(Settlement) and references to, and the definitions of, Final Valuation Price, Final Valuation Date, Initial Price_(Settlement), and related terms shall be construed in respect of the relevant Downside Underlying Asset(s).

"Downside Underlying Asset" means the Underlying Asset_(Downside).

"Final Performance" means the Final Valuation Price divided by the Initial Price.

"Final Valuation Date" means 28 February 2028, subject to adjustment.

"Final Valuation Price" means, in respect of the Underlying Asset, the arithmetic average of the closing level in respect of each of 30 August 2027, 28 September 2027, 28 October 2027, 29 November 2027, 28 December 2027, 28 January 2028 and 28 February 2028.

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 payments 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 obligations. The Securities constitute unsubordinated and unsecured obligations 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.
- **You are subject to risks associated with the determination of amount payable under the Securities:**

The amount payable on your Securities will be calculated based on a final price which is the arithmetic average of the applicable levels, prices or other applicable values of the Underlying Asset(s) on the specified averaging dates, rather than on one initial valuation date or final valuation date. This means that if the applicable level, price or value of the Underlying Asset(s) dramatically changes on one or more of the averaging dates, the amount payable on your Securities may be significantly less than it would have been if the amount payable had been calculated by reference to a single value taken on an initial valuation date or final valuation date.

As the Final Cash Settlement Amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.
- **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, substituting the Underlying Asset, 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 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 will 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.
- **Settlement is subject to conditions and may be impossible in certain circumstances:** Payment of the amount payable to you will not take place until all conditions to settlement have been satisfied in full. No additional amounts will be payable to you by the Issuer because of any resulting delay or postponement. Certain settlement disruption events may occur which could restrict the Issuer's ability to make payments, and the date of settlement could be delayed accordingly.
- **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.
- **The Underlying Asset(s) are 'benchmarks' for the purposes of the EU Benchmarks Regulation (Regulation (EU) 2016/1011, as amended):** Pursuant to the Benchmarks Regulation, an Underlying Asset may not be used in certain ways by an EU supervised entity after 31 December 2025 if its administrator does not obtain authorisation or registration (or, if a non-EU entity, does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision or is not "endorsed" by an EU supervised entity).

- **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 affiliates in relation to the Securities may not always be in the best interest of the holders. In addition to hedging transactions, Barclays Bank 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 Authorised Offeror at the time of each issue.

The Securities are offered for subscription in Ireland during the period from (and including) 19 December 2022 to (and including) 28 February 2023 (the "**Offer Period**") and such offer is subject to the following conditions:

- Offer Price: The Issue Price
- 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 Ireland (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 EU 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/offeror

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

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 offering and 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 which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.

Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Asset.

