

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 PLC

(Incorporated with limited liability in England and Wales)

Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573

Up to EUR 50,000,000 European Barrier Autocallable Securities due December 2027 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 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 1 June 2022 (as supplemented on 24 August 2022 and 7 October 2022), and the Securities Note relating to the GSSP Base Prospectus 9 dated 30 June 2022 (as supplemented on 19 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/structured-investments/prospectus-and-documents/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-securities-prospectuses/#registrationdocument> and <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocumentsupplement>.

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 31 October 2022

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1	(a) Series:	NX00342937
	(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 50,000,000
	(ii) Series:	Up to EUR 50,000,000
	(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 5% per annum 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:	16 December 2022
9	Scheduled Settlement Date:	23 December 2027, subject to adjustment in accordance with the Business Day Convention
10	Type of Security:	Equity Index Linked Securities
11	Underlying Performance Type _(Interest) :	Single Asset
12	Underlying Performance Type _(Autocall) :	Single Asset
13	Underlying Performance Type _(Settlement) :	For the purpose of determination of the Final Performance: Single Asset
14	Downside Underlying Performance Type _(Settlement) :	Not Applicable

Provisions relating to interest (if any) payable

15	Interest Type: General Condition 9 (<i>Interest</i>)	In respect of each Interest Valuation Date, Phoenix with memory
	(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	Interest Barrier Percentages	Interest Payment Dates	Fixed Interest Rates
18 December 2023	100.00%	21 December 2023	8.3%
16 December 2024	100.00%	19 December 2024	8.3%
16 December 2025	100.00%	19 December 2025	8.3%
16 December 2026	100.00%	21 December 2026	8.3%
16 December 2027	100.00%	23 December 2027	8.3%

- (c) (i) Fixed Interest Type: Not Applicable
(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: Each of the percentages set out in Table 1 above in the column entitled 'Interest Barrier Percentage'.
(g) Fixed Interest Rates: Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate'.

Provisions relating to Automatic Settlement (Autocall)

- 16 Automatic Settlement (Autocall): Applicable
General Condition 10 (*Automatic Settlement (Autocall)*)
- (a) Autocall Observation Type: Discrete
(b) Autocall Barrier Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Barrier Percentage'.
(c) Autocall Settlement Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Settlement Percentage'.
(d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date'.
(e) Autocall Settlement Dates: Each date set out in Table 2 below in the column entitled 'Autocall Settlement Date', subject to adjustment in accordance with the Business Day Convention.
(f) Autocall Valuation Price: The Valuation Price of the Underlying Asset on the Autocall Valuation Date.
(i) Averaging-out: Not Applicable
(ii) Min Lookback-out: Not Applicable
(iii) Max Lookback-out: Not Applicable
(g) Autocall Reset Event: Not Applicable
(h) Worst-of Memorizer: Not Applicable

Table 2

Autocall Valuation Dates:	Autocall Barrier Percentages:	Autocall Settlement Percentages:	Autocall Settlement Dates:
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18 December 2023	100.00%	100.00%	21 December 2023
16 December 2024	100.00%	100.00%	19 December 2024
16 December 2025	100.00%	100.00%	19 December 2025
16 December 2026	100.00%	100.00%	21 December 2026

- 17 Optional Early Settlement Event: Not Applicable
General Condition 11 (*Optional Early Settlement Event*)

Provisions relating to Final Settlement

- 18 (a) Final Settlement Type: Capped
General Condition 12
(*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Strike Price Percentage: 100.00 per cent
- (d) Knock-in Barrier Type: European
- (e) Knock-in Barrier Percentage: 65.00 per cent
- (f) Downside: Not Applicable

Provisions relating to Drop Back

- 19 Drop Back Payout: General Condition 9.39 and General Condition 12.27 Not Applicable

Provisions relating to Nominal Call Event Settlement

- 20 Nominal Call Event Settlement: Not Applicable
General Condition 13
(*Nominal Call Event Settlement*)

Provisions relating to Instalment Notes

- 21 Instalment Notes: General Condition 15 Not Applicable
(*Settlement by Instalments*)

Provisions relating to the Underlying Asset(s)

- 22 Underlying Asset(s)_(Interest)/ Underlying Asset(s)_(Autocall Settlement)/ Underlying Asset(s)_(Final Settlement)/ Underlying Asset(s)_(Downside): MSCI World EUR (the "**Underlying Asset**")

- (a) Initial Valuation Date: 16 December 2022
- (b) Index: MSCI World EUR
- (i) Exchange: Multi-exchange
- (ii) Related Exchange: All Exchanges
- (iii) Underlying Asset Currency: EUR
- (iv) Bloomberg Screen: MSERWI Index
- (v) Refinitiv Screen: Not Applicable
- (vi) Index Sponsor: MSCI
- (vii) Weight: Not Applicable
- (viii) Pre-nominated Index: Not Applicable
- 23 (a) Initial Price_(Interest): 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
(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:	16 December 2022
24 (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:	16 December 2027
25	Interim Valuation Price:	Not Applicable
<i>Provisions relating to the disruption events</i>		
26	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 18 (<i>Consequences of Disrupted Days</i>)	
(a)	Omission:	Not Applicable
(b)	Postponement:	Not Applicable
(c)	Modified Postponement:	Not Applicable
27	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 26 (<i>Adjustments to Valuation Dates and Reference Dates</i>)	
(a)	Omission:	Not Applicable
(b)	Postponement:	Not Applicable
(c)	Modified Postponement:	Not Applicable
28	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 38 (<i>Consequences upon a Reference Date becoming a Disrupted Day</i>)	
(a)	Omission:	Not Applicable
(b)	Postponement:	Not Applicable
(c)	Modified Postponement:	Not Applicable
29	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 (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 Event:	Not Applicable
(o)	Barclays Index Disruption:	Not Applicable
30	Early Cash Settlement Amount:	Market Value
31	Early Settlement Notice Period Number:	As specified in General Condition 66.1 (Definitions)
32	Substitution of Shares:	Not Applicable
33	Entitlement Substitution:	Not Applicable
34	FX Disruption Event:	Not Applicable
35	Disruption Fallbacks: General Condition 21 (Consequences of FX Disruption Events (FX))	Not Applicable
36	Unwind Costs:	Applicable
37	Settlement Expenses:	Not Applicable
38	Local Jurisdiction Taxes and Expenses:	Not Applicable
39	Consequences of a Fund Event: General Condition 28 (Consequences of a Fund Event)	Not Applicable

General provisions

40	Form of Securities:	Global Bearer Securities: Permanent Global Security
41	Trade Date:	17 October 2022
42	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder.
43	(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
44	Business Day:	As defined in General Condition 66.1
45	Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday.
46	Determination Agent:	Barclays Bank PLC
47	Registrar:	Not Applicable
48	Transfer Agent:	Not Applicable
49	(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
50	Registration Agent:	Not Applicable
51	Governing Law:	English law
52	Relevant Benchmarks:	Amounts payable under the Securities are calculated by reference to MSCI World EUR 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 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: MSERWI Index

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: XS2441844565
- (b) Common Code: 244184456
- (c) Relevant Clearing System(s): Euroclear, Clearstream
- (d) Delivery: Delivery free of payment
- (e) Green Structured Securities: No

(f) Green Index Linked Securities: No

8 TERMS AND CONDITIONS OF THE OFFER

8.1 Authorised Offer(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:
(i) **Specific consent:** Deutsche Bank Sociedad Anonima Espanola-Madrid Branch (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/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>)
(ii) **General Consent:** not Applicable
- (c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**"): Spain
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): From and including 28 October 2022 to and including 14 December 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 50,000,000
- (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 28 October 2022 to and including 14 December 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 1(4) of the EU Prospectus Regulation in Spain (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: Deutsche Bank Sociedad Anonima Espanola-Madrid Branch, Paseo De La Castellana 18, Madrid 28046, ES

INDEX DISCLAIMER

MSCI World EUR (the "Index")

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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 50,000,000 European Barrier Autocallable Securities due December 2027 pursuant to the Global Structured Securities Programme (ISIN: XS2441844565) (the "**Securities**").

The Issuer: The Issuer is Barclays Bank PLC. Its registered office is at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number: +44 (0)20 7116 1000) and its Legal Entity Identifier ("**LEI**") is G5GSEF7VJP5I7OUK5573.

The Authorised Offeror: The Authorised Offeror is Deutsche Bank Sociedad Anonima Espanola-Madrid Branch with its address at Paseo De La Castellana 18, Madrid 28046, ES (telephone number: +34 913 35 59 90) and its LEI is 529900SICIK5OVMVY186.

Competent authority: The Base Prospectus was approved on 30 June 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 PLC (the "**Issuer**") is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Issuer is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Legal Entity Identifier (LEI) of the Issuer is G5GSEF7VJP5I7OUK5573.

Principal activities of the Issuer: The Group's businesses include consumer banking and payments operations around the world, as well as a top-tier, full service, global corporate and investment bank. The Group comprises of Barclays PLC together with its subsidiaries, including the Issuer. The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients. The term the "**Group**" means Barclays PLC together with its subsidiaries and the term "**Barclays Bank 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 PLC. Barclays PLC is the ultimate holding company of the Group.

Identity of the key managing directors of the Issuer: The key managing directors of the Issuer are C.S. Venkatakrishnan (Chief Executive and Executive Director) and Anna Cross (Executive Director)*.

*subject to regulatory approval.

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 consolidated financial information included in the table below for the years ended 31 December 2021 and 31 December 2020 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2021 and 2020 (the "**Financial Statements**"), which have each been audited with an unmodified opinion provided by KPMG. The selected financial information included in the table below for the six months ended 30 June 2022 and 30 June 2021 was derived from the unaudited condensed consolidated interim financial statements of the Issuer in respect of the six months ended 30 June 2022 (the "**Interim Results Announcement**"). Certain of the comparative financial metrics included in the table below for the six months ended 30 June 2021 were restated in the Interim Results Announcement.

Consolidated Income Statement

	As at 30 June (unaudited)		As at 31 December	
	2022	2021	2021	2020
	(£m)		(£m)	
Net interest income	2,233	1,523	3,073	3,160
Net fee and commission income	2,839	3,200	6,587	5,659
Credit impairment releases/(charges)	(293)	288	277	(3,377)
Net trading income	5,026	3,467	5,788	7,076
Profit before tax	2,605	3,334	5,418	3,075
Profit/(loss) after tax	2,129	2,723	4,588	2,451

Consolidated Balance Sheet

	As at 30 June (unaudited)		As at 31 December	
	2022		2021	
	2020		2020	
	(£m)		(£m)	
Total assets	1,272,745	1,061,778	1,059,731	
Debt securities in issue	68,656	48,388	29,423	
Subordinated liabilities	32,241	32,185	32,005	
Loans and advances at amortised cost	180,098	145,259	134,267	
Deposits at amortised cost	311,465	262,828	244,696	
Total equity	58,916	56,317	53,710	

Certain Ratios from the Financial Statements

	As at 30 June (unaudited)		As at 31 December	
	2022		2021*	
	2020**		2020**	
	(%)		(%)	
Common Equity Tier 1 capital	12.8	12.9	14.2	
Total regulatory capital	18.7	20.5	21.0	
CRR leverage ratio	4.6	3.7	3.9	

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

The Barclays Bank Group 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 Barclays Bank Group'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 Barclays Bank Group'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 Barclays Bank Group.

- 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 impact of interest rate changes on the Barclays Bank Group's profitability; (iv) the competitive environments of the banking and financial services industry; (v) the regulatory change agenda and impact on business model; (vi) the impact of benchmark interest rate reforms on the Barclays Bank Group; (vii) Change delivery and execution risks, (viii) internal control over financial reporting and (ix) over-issuance of US securities under Barclays Bank PLC US Shelf registration statements.
- Credit and Market risks:** Credit risk is the risk of loss to the Barclays Bank Group from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Barclays Bank Group. The Barclays Bank Group 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 Barclays Bank Group's assets and liabilities from fluctuation in market variables.
- Treasury and capital risk and the risk that the Issuer and the Barclays Bank Group are subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Barclays Bank Group which are (1) liquidity risk – the risk that the Barclays Bank Group 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 Barclays Bank Group has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Barclays Bank Group 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 Banking Act 2009, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime. These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "**Resolution Authority**") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (as at the date of the Registration Document, including the Issuer) in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.
- Operational and model risks:** Operational risk is the risk of loss to the Barclays Bank Group 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 poor outcomes for, or harm to customers, clients and markets, arising from the delivery of the Barclays Bank Group's products and services. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Barclays Bank Group's integrity and competence. The Barclays Bank Group conducts activities in a highly regulated global market which exposes it and its employees 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/or conflict, 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 Barclays Bank Group's businesses and business practices. In each case, this exposes the Barclays Bank Group and its employees to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Barclays Bank Group to meet their respective legal obligations, including legal or contractual requirements. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.

- **Climate risk:** Climate risk is the impact on financial and operational risks arising from climate change through physical risks, risks associated with transitioning to a lower carbon economy and connected risks arising as a result of second order impacts of these two drivers on portfolios.

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: NX00342937; Tranche number: 1; ISIN: XS2441844565; Common Code: 244184456.

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 50,000,000. The issue price is 100.00% of the Specified Denomination.

The issue date is 16 December 2022 (the "**Issue Date**"). Subject to early termination, the Securities are scheduled to redeem on 23 December 2027 (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 UK 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 ^{(Interest) /} Underlying Assets ^{(Autocall Settlement) /} Underlying Assets ^(Final Settlement)	Type	Initial Price	Initial Valuation Date
MSCI World EUR	Index	The closing price of the Underlying Asset on the Initial Valuation Date	16 December 2022

For the purposes of determining an Interest Amount, Underlying Assets shall mean the Underlying Assets^(Interest), for the purposes of determining Automatic Settlement (Autocall) Event, Underlying Assets shall mean the Underlying Assets^(Autocall Settlement), for the purposes of determining the Final Cash Settlement Amount, Underlying Assets shall mean the Underlying Assets^(Final Settlement).

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

Each Security will only pay interest in respect of an Interest Valuation Date if the closing level of the Underlying Asset on such Interest Valuation Date is greater than or equal to its corresponding Interest Barrier. If this occurs, the amount of interest payable with respect to that Interest Valuation Date is calculated by adding the sum of (1) and (2) below:

- (1) the fixed rate of 8.3% multiplied by EUR 1,000; and
- (2) the number of previous Interest Valuation Dates in respect of which no interest was payable (since the last time interest was payable) multiplied by the fixed rate of 8.3% multiplied by EUR 1,000.

Interest Valuation Date(s)	Interest Payment Date(s)	Interest Barrier(s)
18 December 2023	21 December 2023	100.00% of the Initial Price
16 December 2024	19 December 2024	100.00% of the Initial Price
16 December 2025	19 December 2025	100.00% of the Initial Price
16 December 2026	21 December 2026	100.00% of the Initial Price
16 December 2027	23 December 2027	100.00% of the Initial Price

B – Automatic Settlement (Autocall)

The Securities will automatically redeem if the closing level of the Underlying Asset divided by the Initial Price is at or above its corresponding Autocall Barrier Percentage in respect of any Autocall Valuation Date. If this occurs, you will receive an Autocall Cash Settlement Amount equal to the Calculation Amount multiplied by 100% payable on the Autocall Settlement Date corresponding to such Autocall Valuation Date. The relevant Autocall Settlement Date may be postponed following the postponement of an Autocall Valuation Date due to a disruption event.

Autocall Valuation Date(s)	Autocall Settlement Date(s)	Autocall Barrier Percentage(s)
18 December 2023	21 December 2023	100.00%
16 December 2024	19 December 2024	100.00%
16 December 2025	19 December 2025	100.00%
16 December 2026	21 December 2026	100.00%

C – 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) if the Final Performance is greater than or equal to the Knock-in Barrier Percentage (being 65.00%), 100% multiplied by the Calculation Amount;

(ii) otherwise, an amount calculated by dividing the Final Performance by the Strike Price Percentage (being 100.00%) and multiplying the result by the Calculation Amount.

Where:

"**Final Performance**" means the Final Valuation Price divided by the Initial Price_(Settlement).

"**Final Valuation Date**" means 16 December 2027, subject to adjustment.

"**Final Valuation Price**" means, in respect of the Underlying Asset, the closing level in respect of the Underlying Asset on the Final Valuation Date.

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:** Investor are exposed to the credit risk of Barclays bank PLC. As the securities do not constitute a deposit and are not insured or guaranteed by any government or agency or under the UK Government credit guarantee scheme, all payment or deliveries to be made by Barclays Bank 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.
- **You are subject to risks associated with the determination of amount payable under the Securities:**

The Interest Amount is conditional on the performance of Underlying Asset(s) and may be zero where the performance criteria are not met. In such case the Interest Amount may be deferred to the next interest payment that may be made, but you will not be paid any amount to compensate for such deferral and it is possible that you will not receive any interest at all over the lifetime of the Securities.

The Final Cash Settlement Amount is based on the performance of the Underlying Asset(s) as at the final valuation date only (rather than in respect of multiple periods throughout the term of the Securities). This means you may not benefit from any movement in level of the Underlying Asset(s) during the term of the Securities that is not maintained in the final performance as at the 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.

The calculation of amount payable depends on the level, value or price of the Underlying Asset(s) reaching or crossing a 'barrier' during a specified period or specified dates during the term of the Securities. This means you may receive less (or, in certain cases, more) if the level, value or price of the Underlying Asset(s) crosses or reaches (as applicable) a barrier, than if it comes close to the barrier but does not reach or cross it (as applicable), and in certain cases you might receive no interest or coupon payments and/or could lose some or all of your investment.
- **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 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 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 PLC 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 Manager at the time of each issue.

The Securities are offered for subscription in Spain during the period from (and including) 28 October 2022 to (and including) 14 December 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 Spain (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/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 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 Manager or Authorised Offeror may be paid fees in relation to the issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, determination agent, Manager and 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 equal to no more than 5.0%. Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Asset.

NOTA DE SÍNTESIS

INTRODUCCIÓN Y ADVERTENCIAS OPORTUNAS

La presente Nota de Síntesis debe leerse como una introducción al Folleto de Base. Toda decisión de invertir en los Valores deberá basarse en la consideración del conjunto del Folleto de Base por parte del inversor. En determinadas circunstancias, el inversor puede perder la totalidad o parte del capital invertido. En caso de presentación ante un tribunal de una demanda relacionada con la información contenida en el Folleto de Base, el inversor demandante podría, en virtud del Derecho nacional del Estado Miembro en cuestión, tener que soportar los gastos de la traducción del Folleto de Base antes de iniciar el procedimiento judicial. La responsabilidad civil sólo se exigirá a aquellas personas que hayan presentado la Nota de Síntesis, incluida cualquier traducción de esta, pero únicamente si esta Nota de Síntesis es engañosa, inexacta o incoherente con las demás partes del Folleto de Base, o si leída conjuntamente con el resto del Folleto de Base, omite información fundamental para ayudar a los inversores a decidir si deben invertir o no en los Valores.

Está a punto de adquirir un producto que no es sencillo y que puede ser difícil de comprender.

Valores: Hasta EUR 50.000.000 de Valores con vencimiento en diciembre de 2027 de conformidad con el Programa Global de Valores Estructurados ("*Global Structured Securities Programme*") (ISIN: XS2441844565) (los "**Valores**").

El Emisor: El Emisor es Barclays Bank PLC. Su domicilio social se encuentra en 1 Churchill Place, Londres, E14 5HP, Reino Unido (número de teléfono: +44 (0)20 7116 1000) y su Identificador de Entidad Jurídica ("**LEI**") es G5GSEF7VJP517OUK5573

El Oferente Autorizado: El Oferente Autorizado es Deutsche Bank Sociedad Anonima Espanola-Madrid Branch con dirección en Paseo De La Castellana 18, Madrid 28046, ES (número de teléfono: +34 913 35 59 90) y su código LEI es 529900SICIK5OVMVY186.

Autoridad competente: El Folleto de Base fue aprobado el 30 Junio 2022 por el Banco Central de Irlanda ("*Central Bank of Ireland*") en New Wapping Street, North Wall Quay, Dublín 1, D01 F7X3, Irlanda (número de teléfono: +353 (0)1 224 6000).

INFORMACIÓN FUNDAMENTAL SOBRE EL EMISOR

¿Quién es el emisor de los Valores?

Domicilio y forma jurídica del Emisor

Barclays Bank PLC (el "**Emisor**") es una sociedad anónima (*public limited company*) inscrita en Inglaterra y Gales bajo el número 1026167. La responsabilidad de los miembros del Emisor es limitada. Tiene su domicilio social y administración central en 1 Churchill Place, Londres, E14 5HP, Reino Unido (número de teléfono +44 (0)20 7116 1000). El código LEI del Emisor es G5GSEF7VJP517OUK5573.

Actividades principales del Emisor

Los negocios del Grupo incluyen la banca de consumo y las operaciones de pago en todo el mundo, así como una banca corporativa e inversión global de primer nivel y servicio completo. El Grupo está formado por Barclays PLC junto con sus filiales, incluido el Emisor. La actividad principal del Emisor es ofrecer productos y servicios concebidos para los principales clientes de banca corporativa, mayoristas e internacionales.

El término "**Grupo**" hace referencia a Barclays PLC junto con sus filiales y el término "**Grupo Bancario Barclays**" hace referencia a Barclays Bank PLC junto con sus filiales.

Principales accionistas del Emisor

Barclays PLC, que es la sociedad holding última del Grupo bancario, es la titular efectiva de la totalidad de las acciones ordinarias emitidas del Emisor.

Identidad de los directores más importantes del Emisor

Los principales directores del Emisor son C.S. Venkatakrishnan (Director General y Director Ejecutivo) y Anna Cross (Directora Ejecutiva)*

*Sujeto a aprobación por parte de las autoridades.

Identidad de los auditores legales del Emisor

Los auditores legales del Emisor son KPMG LLP ("**KPMG**"), auditores de cuentas y auditores registrados (miembro del Instituto de Auditores de Cuentas (*Institute of Chartered Accountants*) de Inglaterra y Gales), en 15 Canada Square, Londres E14 5GL, Reino Unido.

¿Cuál es la información financiera fundamental relativa al Emisor?

El Emisor ha obtenido la información financiera consolidada seleccionada, incluida en el cuadro que figura a continuación, para los ejercicios finalizados el 31 de diciembre de 2021 y el 31 de diciembre de 2020 a partir de los estados financieros consolidados anuales del Emisor para los ejercicios finalizados el 31 de diciembre de 2021 y 2020 (los "**Estados Financieros**"), cada uno de los cuales ha sido auditado sin salvedades por KPMG. La información financiera seleccionada incluida en la tabla siguiente para los seis meses finalizados el 30 de junio de 2022 y el 30 de junio de 2021 se ha obtenido de los estados financieros intermedios consolidados resumidos no auditados del Emisor con respecto a los seis meses terminados el 30 de junio de 2022 (el "**Anuncio de Resultados Intermedios**"). Algunos de los parámetros financieros comparativos incluidos en la tabla siguiente para el periodo de seis meses finalizado el 30 de junio de 2021 se reformularon en el Anuncio de Resultados Intermedios.

Estado de resultados consolidado

Estado de Resultados Consolidado

	A 30 de junio (sin auditar)		A 31 de diciembre	
	2022	2021	2021	2020
	(£m)		(£m)	
Ingresos netos por intereses	2.233	1.523	3.073	3.160
Ingresos netos por comisiones	2.839	3.200	6.587	5.659
Liberalización (cargos) por deterioro del crédito	(293)	288	277	(3.377)
Resultados de operaciones financieras	5.026	3.467	5.788	7.076
Beneficios antes de impuestos	2.605	3.334	5.418	3.075
Beneficios/(pérdidas) después de impuestos	2.129	2.723	4.588	2.451

Balance consolidado

	A 30 de junio (sin auditar)		A 31 de diciembre	
	2022	2021	2021	2020
	(£m)		(£m)	
Activos totales	1.272.745	1.061.778		1.059.731
Valores representativos de deuda emitidos	68.656	48.388		29.423
Pasivos subordinados	32.241	32.185		32.005
Préstamos y anticipos a coste amortizado	180.098	145.259		134.267
Depósitos a coste amortizado	311.465	262.828		244.696
Patrimonio neto	58.916	56.317		53.710

Ciertos Ratios de los Estados Financieros

	A 30 de junio (sin auditar)		A 31 de diciembre	
	2022	2021	2021	2020
	(%)		(%)	
Capital de nivel I ordinario (CET 1)	12,8	12,9		14,2
Capital regulatorio total	18,7	20,5		21,0
Ratio de apalancamiento	4,6	3,7		3,9

¿Cuáles son los principales riesgos específicos del Emisor?

Los riesgos materiales son aquellos a los que la alta dirección presta especial atención y que podrían hacer que la estrategia, los resultados de las operaciones, la situación financiera y/o las perspectivas del Grupo Bancario Barclays difieran materialmente de las expectativas. Los riesgos emergentes son aquellos que tienen componentes desconocidos, cuyo impacto podría materializarse en un periodo de tiempo más largo. Además, algunos otros factores que escapan al control del Grupo Bancario Barclays, como la escalada del terrorismo o los conflictos mundiales, los desastres naturales, las pandemias y otros acontecimientos similares, aunque no se detallan a continuación, pueden tener un impacto similar en el Grupo Bancario Barclays.

- **Riesgos materiales existentes y emergentes que pueden afectar a más de un riesgo principal:** Además de los riesgos materiales y emergentes que afectan a los riesgos principales que se exponen a continuación, también hay riesgos materiales existentes y emergentes que pueden afectar a más de uno de esos riesgos principales. Estos riesgos son (i) el impacto de COVID-19; (ii) condiciones económicas y de mercado potencialmente desfavorables a nivel mundial y local, así como la evolución geopolítica; (iii) el impacto de las variaciones de los tipos de interés en la rentabilidad del Grupo Bancario Barclays; (iv) los entornos competitivos del sector de la banca y los servicios financieros; (v) la agenda de cambios regulatorios y su impacto en el modelo de negocio; (vi) el impacto de las reformas de los tipos de interés de referencia en el Grupo Bancario Barclays; (vii) riesgos de entrega y ejecución de cambios; (viii) control interno del reporte financiero; (ix) la sobreemisión de valores estadounidenses en el marco de las declaraciones de registro de Barclays Bank PLC US Shelf.
- **Riesgos Crediticios y de Mercado:** El riesgo crediticio es el riesgo de pérdida para el Grupo Bancario Barclays por el hecho de que los clientes o contrapartes no cumplan plenamente sus obligaciones con los miembros del Grupo Bancario Barclays. El Grupo Bancario Barclays está sujeto a riesgos derivados de los cambios en la calidad crediticia y las tasas de recuperación de préstamos y anticipos adeudados por los prestatarios y contrapartes en cualquier cartera específica. El riesgo de mercado es el riesgo de pérdida derivado de posibles cambios adversos en el valor de los activos y pasivos del Grupo Bancario Barclays por la fluctuación de las variables de mercado.
- Riesgos de Tesorería y Capital y el riesgo de que el Emisor y el Grupo Bancario Barclays estén sujetos a importantes poderes de resolución: Hay tres tipos principales de riesgo de tesorería y capital a los que se enfrenta el Grupo Bancario Barclays, que son (1) riesgo de liquidez - riesgo de que el Grupo Bancario Barclays sea incapaz de cumplir sus obligaciones contractuales o contingentes o de que no disponga del importe adecuado de financiación y liquidez estables para respaldar sus activos, que también pueden verse afectados por cambios en la calificación crediticia; (2) riesgo de capital - riesgo de que el Grupo Bancario Barclays tenga un nivel o composición de capital insuficiente; y (3) riesgo de tasa de interés en el libro bancario - riesgo de que el Grupo Bancario Barclays esté expuesto a la volatilidad del capital o de la renta debido a un desajuste entre la exposición a los tipos de interés de los activos y pasivos (no negociados). En virtud de la Ley Bancaria 2009 (*Banking Act 2009*), se conceden importantes competencias al Banco de Inglaterra (*Bank of England*) (o, en determinadas circunstancias, al Tesoro de su Majestad (*HM Treasury*)), en consulta con la Autoridad de Regulación Prudencial del Reino Unido (*United Kingdom Prudential Regulation Authority*), la Autoridad de Conducta Financiera del Reino Unido (*UK Financial Conduct Authority*) y al Tesoro de su Majestad (*HM Treasury*), según proceda, como parte de un régimen especial de resolución. Estas facultades permiten al Banco de Inglaterra (*Bank of England*) (o a cualquier sucesor o sustituto del mismo y/o a cualquier otra autoridad del Reino Unido con capacidad para ejercer Poder de Recapitalización Interna del Reino Unido (*UK Bail-in Power*)) (la "Autoridad de Resolución") implementar diversas medidas de resolución y opciones de estabilización (incluido, entre otras cosas, el proceso de recapitalización interna (*bail-in*)) con respecto a un banco o empresa de inversión del Reino Unido y a algunas de sus filiales (en la fecha del Documento de Registro, incluido el Emisor) en circunstancias en las que la Autoridad de Resolución esté convencida de que se cumplen las condiciones de resolución pertinentes.
- **Riesgos operativos y de modelo:** El riesgo operativo es el riesgo de pérdida para el Grupo Bancario Barclays por procesos o sistemas inadecuados o fallidos, por factores humanos o por acontecimientos externos cuya causa principal no se deba a los riesgos crediticios o de mercado. El riesgo de modelo es el riesgo de posibles consecuencias adversas derivadas de evaluaciones o decisiones financieras basadas en resultados e informes de modelos incorrectos o mal utilizados.
- **Riesgo de actuación, reputación y legal y materias legales, regulatorias y de competencia:** Riesgo de Actuación es el riesgo de provocar malos resultados o perjuicios a los compradores, a los clientes, o a los mercados procedente de la incorrecta prestación de servicios financieros por parte del Grupo Bancario Barclays. Riesgo Reputacional es el riesgo de que una acción, operación, inversión, suceso, decisión o relación comercial reduzca la confianza en la integridad y competencia del Grupo Bancario Barclays. El Grupo Bancario Barclays realiza actividades en un mercado global altamente regulado que lo expone a un riesgo jurídico derivado de: (i) la multitud de leyes y normas que se aplican a los negocios en los que opera, que son muy dinámicos, pueden variar y/o entrar en conflicto entre jurisdicciones y a menudo no son claros en su aplicación a circunstancias particulares, especialmente en áreas nuevas y emergentes; y (ii) la naturaleza diversificada y en evolución de los negocios y prácticas comerciales del Grupo Bancario Barclays. En cada caso, esto expone al Grupo Bancario Barclays al riesgo de pérdida o de imposición de sanciones, daños y multas por el incumplimiento de los miembros del Grupo Bancario Barclays de sus respectivas obligaciones legales, incluidas las exigencias legales o contractuales. El riesgo legal puede originarse en virtud de varios de los factores de riesgo resumidos anteriormente.
- **Riesgo climático:** El riesgo climático es el impacto en los riesgos financieros y operativos derivados del cambio climático a través de los riesgos físicos, los riesgos asociados a la transición a una economía más baja en emisiones de carbono y los riesgos conexos que surgen como resultado de los impactos de segundo orden de estos dos factores en las carteras.

INFORMACIÓN FUNDAMENTAL SOBRE LOS VALORES

¿Cuáles son las principales características de los Valores?

Tipo y clase de Valores emitidos y admitidos a cotización, incluidos números de identificación de seguridad

Los Valores tendrán la forma de notas y se identificarán de manera única por: Número de serie: NX00342937; Número de tramo: 1; ISIN: XS2441844565; Código Común: 244184456.

Los Valores serán compensados y liquidados a través de Euroclear Bank S.A./N.V. y Clearstream Banking *société anonyme*.

Moneda, denominación específica, tamaño de la emisión y vencimiento de los Valores

Los Valores serán emitidos en Euros ("EUR") (la "Moneda de Emisión") y liquidados en la misma moneda (la "Moneda de Liquidación"). Los Valores son negociables en nominal y la denominación especificada por Valor es EUR 1.000. El tamaño de la emisión es de hasta EUR 50.000,00. El precio de emisión es 100.00% de la denominación específica.

La fecha de emisión es el 16 de diciembre de 2022 (la "Fecha de Emisión"). Sujeto a terminación anticipada, los Valores están programados para amortizarse el 23 de diciembre de 2027 (la "**Fecha de Liquidación Programada**").

Derechos inherentes a los Valores

Rentabilidad potencial: Los Valores darán a cada titular de los Valores el derecho a recibir una rentabilidad potencial de los mismos, junto con ciertos derechos auxiliares como el derecho a recibir notificación de ciertas decisiones y eventos y el derecho a votar algunas (pero no todas) modificaciones a los términos y condiciones de los Valores. La rentabilidad potencial será en la forma(s) de: (i) uno o más Importes de Interés, (ii) un Importe de Liquidación Anticipada por Cancelación Automática en Efectivo y (iii) un Importe de Liquidación Final en Efectivo, siempre y cuando si los Valores son objeto de terminación anticipada, la rentabilidad potencial puede ser en la forma de un Importe de Liquidación Anticipada en Efectivo en su lugar.

Fiscalidad: Todos los pagos relativos a los Valores se harán sin retención o deducción por o a cuenta de cualquier impuesto del Reino Unido, a menos que dicha retención o deducción sea requerida por la ley. En caso de que dicha retención o deducción sea exigida por la ley, el Emisor deberá, salvo en circunstancias limitadas, pagar importes adicionales para cubrir las cantidades así retenidas o deducidas.

Eventos de incumplimiento: Si el Emisor no hace ningún pago adeudado en virtud de los Valores o incumple cualquier otro término y condición de los Valores de manera que sea materialmente perjudicial para los intereses de los tenedores (y dicho incumplimiento no se remedia en un plazo de 30 días, o, en el caso de interés, 14 días), o el Emisor está sujeto a una orden judicial de liquidación, entonces (sujeto, en el caso de intereses, a que el Emisor se vea imposibilitado de pagar por una disposición legal obligatoria) los Valores serán inmediatamente exigibles y pagaderos, previa notificación por el titular.

Limitación de los derechos

Amortización anticipada después de un evento de interrupción o debido a ilegalidad o impracticabilidad: El Emisor puede amortizar los Valores antes de su Fecha de Liquidación Programada si ocurre en ciertos eventos de interrupción o eventos extraordinarios sobre el Emisor, sus disposiciones de apalancamiento, el(los) activo(s) subyacente(s), la fiscalidad o la moneda correspondiente de los Valores, o si se determina que ha ocurrido una ilegalidad o impracticabilidad. Si esto ocurre, recibirá un "**Importe de Liquidación en Efectivo por Evento de Rescate Nominal**" igual al valor de mercado de sus Valores (ajustado para tener en cuenta los costes, pérdidas y gastos correspondientes), a menos que el Emisor dé aviso a los titulares de que pueden optar por recibir dicho número total de Activos Subyacentes interrumpidos que puedan ser adquiridos por el Emisor en el mercado libre con un Importe de Liquidación en Efectivo por Evento de Rescate Nominal y el titular correspondiente devuelva al Emisor un aviso de decisión de liquidación debidamente completado solicitando la liquidación física por el tiempo de corte de aplicación

Ciertas limitaciones adicionales:

- A pesar de que los Valores sean indexados al rendimiento de un Activo Subyacente, los tenedores no tienen cualquier derecho en relación al Activo Subyacente.
- Los términos y condiciones de los Valores permiten al Emisor y al Agente de Cálculo (según sea el caso), al ocurrir ciertos eventos y en ciertas circunstancias, sin el consentimiento de los tenedores, hacer ajustes a los términos y condiciones de los Valores, para amortizar los Valores antes del vencimiento, monetizar los Valores, posponer la valoración del(de los) Activo(s) Subyacente(s) o los pagos programados en virtud de los Valores, cambiar la moneda en la que están denominados los Valores, sustituir el(los) Activo(s) Subyacente(s), sustituir el Activo Subyacente, sustituir al Emisor por otra entidad permitida con sujeción a determinadas condiciones, y adoptar otras medidas en relación con los Activo(s) Subyacente(s).
- Los valores contienen disposiciones para convocar reuniones de titulares para examinar cuestiones que afectan a sus intereses en general y esas disposiciones permiten que las mayorías definidas obliguen a todos los titulares, incluidos los titulares que no asistieron y votaron en la reunión correspondiente y los titulares que votaron de manera contraria a la mayoría.

Ley aplicable

Los Valores se registrarán por la ley inglesa y los derechos correspondientes se interpretarán en consecuencia.

Descripción del cálculo del potencial rendimiento de los Valores

Activo Subyacente: El retorno y el valor de los Valores depende del rendimiento del siguiente Activo Subyacente:

Activo Subyacente_(Interés) / Activo Subyacente_(Liquidación Anticipada Automática) / Activo Subyacente_(Liquidación Final)	Tipo	Precio Inicial	Fecha Valoración Inicial
MSCI World EUR	Índice	El precio de cierre del Activo Subyacente en la Fecha de Valoración Inicial	16 de diciembre de 2022

Para los efectos de calcular un importe de Interés se entenderá por Activo Subyacente el Activo Subyacente_(Interés), para los efectos de determinar el Evento de Liquidación Anticipada por Cancelación Automática se entenderá por Activo Subyacente el Activo Subyacente_(Liquidación Anticipada Automática) y para los efectos de determinar el Importe Final de Liquidación en Efectivo se entenderá por Activo Subyacente el Activo Subyacente_(Liquidación Final).

Importe de Cálculo: Los cálculos respecto a importes pagaderos con relación a los Valores se realizan por referencia al "**Importe de Cálculo**", el cual es EUR 1000 por Valor.

Agente de Cálculo: Barclays Bank PLC/ será nombrado para que realice los cálculos relacionados con los Valores.

A – Interés

Los Valores pagarán intereses en cada Fecha de Valoración de Interés si el precio de cierre del Activo Subyacente en la correspondiente Fecha de Valoración de Interés sea superior o igual a su correspondiente Barrera de Interés. Si esto sucede, el importe de interés a pagar en esa Fecha de Valoración de Interés se calcula añadiendo la suma de (1) y (2) que se presentan a continuación.

- (3) la tasa fija de 8,3% multiplicado por EUR 1.000; y
- (4) la cantidad de Fechas de Valoración de Interés anteriores respecto a las cuales no se pagó ningún interés (desde la última vez del pago de interés) multiplicada por una tasa fija de 8,3% y multiplicada por EUR 1.000.

Fecha de Valoración de Interés	Fecha de Pago de Interés	Barrera de Interés
18 diciembre 2023	21 diciembre 2023	100,00% del Precio Inicial
16 diciembre 2024	19 diciembre 2024	100,00% del Precio Inicial
16 diciembre 2025	19 diciembre 2025	100,00% del Precio Inicial
16 diciembre 2026	21 diciembre 2028	100,00% del Precio Inicial
16 diciembre 2027	23 diciembre 2027	100,00% del Precio Inicial

B – Liquidacion Anticipada por Cancelación Automática

Los Valores se amortizarán automáticamente si en la Fecha de Valoración Anticipada por Cancelación Automática el precio de cierre del Activo Subyacente dividido por su Precio Inicial es igual o superior a su Barrera de Liquidacion Anticipada por Cancelación Automática. En este caso, el tenedor recibirá en la Fecha de Liquidación Anticipada por Cancelación Automática un Importe de Liquidación Anticipado por Cancelación Automática en Efectivo igual al Importe de Cálculo (EUR 1,000) multiplicado por 100%. La Fecha de Liquidación Anticipada por Cancelación Automática puede posponerse después del aplazamiento de la correspondiente Fecha de Valoración Anticipada por Cancelación Automática debido a un evento de interrupción.

Fecha de Valoración Anticipada por Cancelación Automática	Fecha de Liquidación Anticipada por Cancelación Automática	Barrera de Liquidación Anticipada por Cancelación Automática
18 diciembre 2023	21 diciembre 2023	100,00%
16 diciembre 2024	19 diciembre 2024	100,00%
16 diciembre 2025	19 diciembre 2025	100,00%
16 diciembre 2026	21 diciembre 2026	100,00%

C –Liquidación Final

Si los Valores no hubieran sido cancelados anticipadamente, cada uno de los Valores será cancelado en la Fecha de Liquidación Programada (*Scheduled Settlement Date*) en virtud del pago del Importe de Liquidación Final en Efectivo.

La Fecha de Liquidación Programada puede posponerse después del aplazamiento de la Fecha de Valoración Final debido a un evento de interrupción.

El Importe de Liquidación Final en Efectivo se calcula de la siguiente forma:

- (i) Si el Rendimiento Final es igual o superior que la Barrera de Activación (65,00%), el Importe de Liquidación Final en Efectivo se calculará multiplicando 100% por el Importe de Cálculo.
- (ii) en otros casos, el Importe de Liquidación Final en Efectivo se calculará dividiendo el Rendimiento Final por la Barrera de Strike (100,00%) y multiplicando el resultado por el Importe de Cálculo.

“**Rendimiento Final**” significa el Precio de Valoración Final dividido por el Precio Inicial (Liquidación Final)

“**Fecha de Valoración Final**” significa el 16 de diciembre de 2027, sujeto a ajuste.

“**Precio de Valoración Final**” significa, en relación al Activo Subyacente, el precio de cierre en la Fecha de Valoración Final. _____

Status de los Valores

Los Valores son obligaciones directas, no subordinadas y no garantizadas del emisor y tienen el mismo rango entre sí.

Descripción de las restricciones a la libre negociabilidad de los Valores

Los Valores se ofertados y se venden fuera de los Estados Unidos a personas no consideradas *U.S. person* en virtud de la Regulación S (*Regulation S*) bajo la Ley de Valores (*Securities Act*) y deben cumplir las restricciones de negociabilidad con respecto a los Estados Unidos. Los Valores mantenidos en un sistema de compensación se transferirán de conformidad con las normas, procedimientos y reglamentos de ese sistema de compensación. Con sujeción a lo anterior, los Valores serán libremente transferibles.

¿Dónde se negociarán los Valores?

La solicitud se espera que sea realizada por el Emisor (o en su nombre) para que los Valores sean admitidos para negociación en el mercado regulado del Irish Stock Exchange Trading plc como Euronext Dublin.

¿Cuáles son los principales riesgos específicos de los Valores?

Los Valores estarán sujetos a los siguientes riesgos clave:

- **Usted puede perder parte o la totalidad de su inversión en los Valores:** Los inversores están expuestos al riesgo de crédito de Barclays Bank PLC. Dado que los Valores no constituyen un depósito y no están asegurados ni garantizados por ningún gobierno o agencia o bajo el esquema de garantía crediticia del Gobierno del Reino Unido, todos los pagos o entregas a realizar por Barclays Bank PLC como que debe realizar Barclays Bank PLC como Emisor en virtud de los Valores están sujetos a su situación financiera y a su capacidad para cumplir con sus obligaciones. Los Valores constituyen obligaciones no subordinadas y no garantizadas del Emisor y ranquean *pari passu* con todas y cada una de las demás obligaciones actuales y futuras no subordinadas y no garantizadas del Emisor. Aunque sus Valores son reembolsables a la par, usted puede perder hasta el valor total de su inversión si el Emisor incumple o no puede hacer frente a sus obligaciones de pago o entrega. Usted también puede perder parte o toda su inversión si: (a) vende sus Valores antes de su vencimiento o expiración programada; (b) sus Valores son amortizados anticipadamente en ciertas circunstancias extraordinarias; o (c) los términos y condiciones de sus Valores se ajustan de tal manera que la cantidad a pagar o la propiedad a entregarle es menor que su inversión inicial.
- **Hay riesgos asociados con la valoración, la liquidez y la oferta de los Valores:** El valor de mercado de sus Valores puede ser inferior al precio de emisión, ya que el precio de emisión puede tener en cuenta el margen de beneficio y los costes del Emisor y/o distribuidor, además del valor de mercado de los Valores. El valor de mercado de sus Valores puede verse afectado por la volatilidad, el nivel, el valor o el precio de los Activos Subyacentes en algún momento pertinente, los cambios en los tipos de interés, la situación financiera y las calificaciones crediticias del Emisor, la oferta y la demanda de los Valores, el tiempo restante hasta el vencimiento o la expiración de los Valores y otros factores. El precio, si lo hubiera, al que podrá vender sus Valores antes del vencimiento puede ser sustancialmente menor que la cantidad que invirtió inicialmente. Es posible que sus Valores no tengan un mercado de negociación activo y que el Emisor no tenga ninguna obligación de crear un mercado o recomprar los Valores antes de la amortización.
- **Usted está sujeto a los riesgos asociados con la fijación de la cantidad a pagar en virtud de los Valores:**

El Importe de Interés depende del rendimiento del/de los Activo(s) Subyacente(s) y puede tener un valor de cero en caso de que no se cumplan los criterios de rendimiento, en cuyo caso, el Importe de Interés será diferido al siguiente pago de interés que se aplique, sin embargo, no se le pagará ningún importe para compensar dicho aplazamiento, y posiblemente no recibirá ningún interés durante la vigencia de los Valores.

El Importe de Liquidación Final en Efectivo se basa en el rendimiento del/de los Activo(s) Subyacente(s) a la Fecha de Valoración Final únicamente (y no respecto a los diversos períodos durante el plazo de los Valores). Esto significa que es posible que no reciba ningún beneficio como consecuencia de los movimientos a nivel del/de los Activo(s) Subyacente(s) durante el plazo de los Valores que no se mantenga en el rendimiento final en la Fecha de Valoración Final.

Puesto que el Importe de Liquidación Final en Efectivo está sujeto a un tope, el valor de o la rentabilidad de sus Valores puede ser considerablemente menor que si hubiera adquirido los Activos Subyacentes directamente.

El cálculo de importe a pagar depende del nivel, valor o precio del/de los Activo(s) Subyacente(s) que alcancen o crucen una "barrera" durante un período determinado o en fechas específicas durante el plazo de vigencia de los Valores. Esto significa que usted puede recibir menos (o, en ciertos casos, más) si el nivel, valor o precio del/de los Activo(s) Subyacente(s) cruza o alcanza (según corresponda) una barrera, que si se acerca a la barrera pero no la alcanza o la cruza (según corresponda), y en ciertos casos usted podría no recibir ningún pago de intereses o cupones y/o podría perder parte o la totalidad de su inversión.
- **Sus valores están sujetos a ajustes y a una amortización anticipada:** De conformidad con los términos y condiciones de los Valores, después de la ocurrencia de ciertos eventos de interrupción o eventos extraordinarios relacionados con el Emisor, [sus contratos de cobertura (*sólo para Valores no belgas*),] el/los Activo(s) Subyacente(s), los impuestos o la divisa pertinente de los Valores, el Agente de Cálculo o el Emisor pueden tomar una serie de medidas correctivas, incluyendo la estimación del nivel del/los Activo(s) Subyacente(s), la sustitución del/los Activo(s) Subyacente(s), y la realización de ajustes a los términos y condiciones de los Valores. Cualquiera de esas medidas correctivas puede cambiar las características económicas de los Valores y tener un efecto adverso importante en el valor y el rendimiento de los Valores. Si no se puede tomar ninguna medida correctiva, o se establece que habrá ocurrido un evento de ilegalidad o impracticabilidad, el Emisor puede amortizar anticipadamente los Valores mediante el pago de un Importe de Liquidación Anticipada en Efectivo. Si se produce una amortización anticipada, puede perder parte o la totalidad de su inversión porque el Importe de Liquidación Anticipada en Efectivo puede ser inferior al precio al que compra los Valores, o incluso puede ser cero. También perderá la oportunidad de participar en cualquier rendimiento positivo posterior de los Activos Subyacentes y no podrá obtener ninguna ganancia potencial en el valor de los Valores. Es posible que no pueda reinvertir las ganancias de una inversión con un rendimiento semejante y/o con un tipo de interés o cupón semejante para un nivel de riesgo similar.

El Acuerdo está sujeto a condiciones y puede ser imposible en ciertas circunstancias: El pago de la cantidad a pagar a usted no tendrá lugar hasta que todas las condiciones del acuerdo se hayan cumplido en su totalidad. El Emisor no le pagará ninguna cantidad adicional por cualquier retraso o aplazamiento resultante. Pueden ocurrir ciertos eventos de interrupción del acuerdo que podrían restringir la capacidad del Emisor para realizar pagos, y por tanto, la fecha de liquidación podría retrasarse.

- **Riesgos fiscales:** Los niveles y la base de los impuestos sobre los Valores y cualquier exención de dichos impuestos dependerán de sus circunstancias individuales y podrían cambiar en cualquier momento durante la vida de los Valores. Esto podría tener consecuencias adversas para usted y, por lo tanto, debe consultar a sus propios asesores fiscales en cuanto a las consecuencias fiscales para usted de las transacciones relacionadas con los Valores.
- **Posibles conflictos de intereses:** Pueden existir conflictos de intereses en el caso de Barclays Bank PLC o su filial: (i) actúa en múltiples capacidades con respecto a los Valores (por ejemplo, actuando como emisor, gestor y agente de cálculo); (ii) realiza operaciones de cobertura para cubrir la exposición del Emisor a los importes en efectivo pertinentes que deben pagarse o a los activos que deben entregarse en virtud de los Valores a medida que éstos lleguen a su vencimiento; y (iii) utiliza las contribuciones de precios de sus mesas de operaciones como fuente de precios para un Activo Subyacente. A la luz de estos conflictos, las acciones tomadas o las determinaciones realizadas por Barclays Bank PLC en relación con los Valores pueden no ser siempre en el mejor interés de los titulares. Además de las operaciones de cobertura, Barclays Bank PLC puede negociar con el/los Activo(s) Subyacente(s) en el curso ordinario de su actividad. Dicha negociación podría afectar al precio de mercado del/los Activo(s) Subyacente(s), lo que a su vez podría afectar negativamente al valor y al rendimiento de sus Valores.

INFORMACIÓN FUNDAMENTAL SOBRE LA OFERTA PÚBLICA DE VALORES O SOBRE SU ADMISIÓN A COTIZACIÓN EN UN MERCADO REGULADO

¿En qué condiciones y plazos puedo invertir en este Valor?

Términos y condiciones de la oferta

Los términos y condiciones de cualquier oferta de Valores al público pueden ser determinados por acuerdo entre el Emisor y el Gestor en el momento de cada emisión.

Los Valores se ofrecen para su suscripción en España durante el periodo comprendido entre (e incluyendo) el 28 de octubre de 2022 (e incluyendo) el 14 de diciembre de 2022 (el "**Periodo de Oferta**") y dicha oferta está sujeta a las siguientes condiciones:

- Precio de Oferta: El Precio de Emisión
- Condiciones a las que está sujeta la oferta: El Emisor se reserva el derecho a retirar la oferta de los Valores en cualquier momento antes del final del Periodo de Oferta. Después de la retirada de la oferta, si se ha hecho alguna solicitud por parte de algún inversor potencial, cada uno de dichos inversores potenciales no tendrá derecho a suscribir ni de ninguna otra manera adquirir los Valores, y toda solicitud será cancelada automáticamente y el dinero de la compra será reembolsado al solicitante por parte del Oferente Autorizado de acuerdo con los procedimientos habituales del Oferente Autorizado.
- Descripción del proceso de solicitud: Se puede hacer una oferta de los Valores por parte del Gestor o del Oferente Autorizado distinta a la de en virtud del Artículo 1(4) de la Norma del Folleto de la UE en España (la "Jurisdicción de Oferta Pública") durante el Periodo de Oferta. Las solicitudes de Valores pueden hacerse en la Jurisdicción de Oferta Pública a través del Oferente Autorizado durante el Periodo de Oferta. Los Valores se colocarán en la Jurisdicción de Oferta Pública por parte del Oferente Autorizado. La distribución se hará de acuerdo con los procedimientos habituales del Oferente Autorizado y se notificará a los inversores por parte del Oferente Autorizado.
- Detalles de la cantidad mínima y/o máxima de solicitud: El importe mínimo y máximo de solicitud del Oferente Autorizado será notificado a los inversores por parte del Oferente Autorizado.
- Descripción de la posibilidad de reducir la suscripción y la manera de devolver el importe sobrante de la cantidad pagada por los solicitantes: No aplicable
- Detalles del método y plazos para el pago de los Valores y la entrega de los mismos: Los Inversores serán notificados por parte del Oferente Autorizado sobre sus asignaciones de los valores y de las disposiciones de liquidación con respecto a los mismos.
- Manera y fecha en la que se deben hacer públicos los resultados de la oferta: Los Inversores serán notificados por parte del Oferente Autorizado sobre sus asignaciones de los valores y de las disposiciones de liquidación con respecto a los mismos.
- Procedimiento para el ejercicio de cualquier derecho preferente, negociabilidad de los derechos de suscripción y tratamiento de los derechos de suscripción no ejercitados: No aplicable
- Categorías de titulares a los que se ofrecen los Valores y si el(los) Tramo(s) (*Tranche*) reservado(s) para determinados países: Las ofertas pueden hacerse a través del Oferente Autorizado en la Jurisdicción de Oferta Pública a cualquier persona. Las ofertas (en su caso) en otros países del EEE únicamente se harán a través del Oferente Autorizado en virtud de una exención de la obligación según la Normativa del Folleto de publicar un folleto.
- Procedimiento de notificación a los suscriptores del importe adjudicado e indicación de si podrá iniciarse la contratación antes de efectuarse la notificación: Los Solicitantes serán notificados directamente por el Oferente Autorizado sobre el éxito de su solicitud. No se puede realizar ninguna operación de los Valores antes de la Fecha de Emisión.
- Nombre(s) y dirección(es), en la medida en que lo sepa el Emisor, de los colocadores en los diversos países en los que tiene lugar la oferta: el Oferente Autorizados

Gastos totales estimados de la emisión y/u oferta incluidos los gastos cobrados al inversor por el emisor/oferente

Los gastos totales estimados de la emisión y/u oferta son EUR 1.000.

El Emisor no cobrará ningún gasto a los titulares en relación con cualquier emisión de Valores. Los oferentes pueden, sin embargo, cobrar gastos a los titulares. Tales gastos (si los hubiera) se determinarán por acuerdo entre el oferente y los titulares en el momento de cada emisión.

¿Quién es el oferente o persona que solicita admisión a cotización?

El Emisor es la entidad que ofrece y solicita su admisión para operar los Valores.

¿Por qué se ha elaborado este Folleto?

Destino que se dará a los fondos captados y el importe neto estimado de los mismos

Los ingresos netos de cada emisión de Valores los empleará el Emisor para sus fines societarios generales, que incluyen la obtención de beneficios y/o la cobertura de ciertos riesgos.

Acuerdo de suscripción sobre la base de una suscripción en firme

La oferta de los Valores no está sujeta a un acuerdo de suscripción sobre la base de una suscripción en firme.

Descripción de cualquier interés significativo para la emisión/oferta, incluyendo conflicto de intereses

El Gestor podrá recibir comisiones en relación con la emisión de Valores. Pueden existir potenciales conflictos de interés entre el Emisor, el Agente de Cálculo, el Gestor y el Oferente Autorizado o sus filiales (que pueden tener intereses en operaciones de derivados relacionados con el Activo Subyacente que pueden, pero no pretenden, afectar negativamente al precio de mercado, a la liquidez o al valor de los Valores) y los titulares.

El Oferente Autorizado recibirá comisiones agregadas iguales a no más del 5%. Cualquier Oferente Autorizado y sus filiales podrán participar, y podrán en el futuro participar, en operaciones de cobertura con respecto al Activo Subyacente.