

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

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

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

Neither the Base Prospectus nor these Final Terms or any other offering or marketing material relating to the Securities constitute a prospectus pursuant to the FinSA, and such documents may not be publicly distributed or otherwise made publicly available in Switzerland, unless the requirements of FinSA for such public distribution are complied with.

The Securities documented in these Final Terms are not being offered, sold or advertised, directly or indirectly, in Switzerland to retail clients (*Privatkundinnen und -kunden*) within the meaning of FinSA ("**Retail Clients**"). Neither these Final Terms nor any offering materials relating to the Securities may be available to Retail Clients in or from Switzerland. The offering of the Securities directly or indirectly, in Switzerland is only made by way of private placement by addressing the Securities (a) solely at investors classified as professional clients (*professionelle Kunden*) or institutional clients (*institutionelle Kunden*) within the meaning of FinSA ("**Professional or Institutional Clients**"), (b) at fewer than 500 Retail Clients, and/or (c) at investors acquiring securities to the value of at least CHF 100,000.

The Securities and, as applicable, the Entitlements have not been and will not be, at any time, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")) ("**U.S. persons**"), except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws. The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. Trading in the Securities and, as applicable, the Entitlements has not been approved by the U.S. Commodity Futures Trading Commission under the U.S. Commodity Exchange Act of 1936, as amended (the "**Commodity Exchange Act**") and the rules and regulations promulgated thereunder.

## FINAL TERMS



### BARCLAYS BANK IRELAND PLC

*(Incorporated with limited liability in Ireland)*

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

**Up to EUR 10,000,000 Securities due July 2028 under the Global Structured Securities Programme (the "Securities")  
Issue Price: 100.00 per cent**

The Securities are not intended to qualify as eligible debt securities for purposes of the minimum requirement for own funds and eligible liabilities ("MREL") as set out under the Bank Recovery and Resolution Directive (EU) 2014/59, as amended.

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank Ireland PLC (the "**Issuer**"). These Final Terms complete and should be read in conjunction with the GSSP EU Base Prospectus which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 2 May 2023 as supplemented on 7 September 2023, and the Securities Note relating to the GSSP EU Base Prospectus dated 14 July 2023) 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 this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms.

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

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

The Base Prospectus expires on 14 July 2024. As at the date hereof, the new base prospectus (the "**Base Prospectus**") will be valid from and including on or around 7 June 2024 and will be published on the website of the Issuer <https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-prospectuses/bbi-structured-securities-prospectuses/>.

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

These Notes are FinSA Exempt Securities as defined in the Base Prospectus.

**BARCLAYS**

**Final Terms dated 27 May 2024**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1. (a) Series: NX00400459  
(b) Tranche: 1
2. Currencies:  
(a) Issue Currency: Euro (“EUR”)  
(b) Settlement Currency: EUR
3. Securities: Notes
4. Notes: Applicable  
(a) Aggregate Nominal Amount as at the Issue Date:  
(i) Tranche: Up to EUR 10,000,000  
(ii) Series: Up to EUR 10,000,000  
(b) Specified Denomination: EUR 1,000  
(c) Minimum Tradable Amount: EUR 1,000 (and EUR 1,000 thereafter)
5. Redeemable Certificates: Not Applicable
6. Calculation Amount: EUR 1,000 per Security
7. Issue Price: 100.00 per cent of the Specified Denomination  

Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any commission or fee payment from such intermediary before making any purchase hereof.
8. Issue Date: 17 July 2024
9. Scheduled Settlement Date: 17 July 2028, subject to adjustment in accordance with the Business Day Convention
10. Type of Security: Index Linked Securities
11. Relevant Annex(es) which apply to the Securities: Equity Linked Annex
12. Underlying Performance Type<sub>(Interest)</sub>: Not Applicable
13. Underlying Performance Type<sub>(Settlement)</sub>: Single Asset
14. Downside Underlying Performance Type<sub>(Settlement)</sub>: Not Applicable

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

15. Interest Type: Not Applicable  
General Condition 12 (*Interest or coupon*)

***Provisions relating to Automatic Settlement (Autocall)***

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

***Provisions relating to Optional Early Redemption***

17. Optional Early Settlement Event: Not Applicable  
General Condition 14 (*Optional Early Settlement Event*)
18. Option Type: Not Applicable

***Provisions relating to TARN Early Settlement Event***

19. TARN Early Settlement Event: Not Applicable  
General Condition 21 (*TARN Early Settlement Event*)

***Provisions relating to Final Settlement***

20. (a) Final Settlement Type: Up & Out Note, Type 1  
General Condition 15 (*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Strike Price Percentage: 100.00 per cent.
- (d) Protection Level: 100.00 per cent.
- (e) Participation<sub>(Settlement)</sub>: 100.00 per cent.
- (f) Upper Barrier Level: 117.00 per cent.
- (g) Lower Barrier Level: 66.00 per cent.
- (h) Rebate Barrier: 6.00 per cent.
- (i) Twinwin Knock-out Trigger Event:: Applicable
- (j) Knock-out Barrier Type: European

***Provisions relating to Drop Back***

21. Drop Back Payout: General Condition 12.42 and General Condition 15.27 Not Applicable

***Provisions relating to Nominal Call Event Settlement***

22. Nominal Call Event Settlement: Not Applicable  
General Condition 16 (*Nominal Call Event Settlement*)

***Provisions relating to Instalment Notes***

23. Instalment Notes: Not Applicable  
General Condition 23  
(*Settlement by Instalments*)

***Provisions relating to the Underlying Asset(s)***

24. Underlying Asset: MSCI WORLD Index (the "**Underlying Asset**" or the "**Index**")
- (a) Initial Valuation Date: 10 July 2024
- (b) Index: MSCI WORLD Index
- (i) Exchange: Multi-exchange Index
- (ii) Related Exchange: All Exchanges
- (iii) Underlying Asset Currency: United States dollar ("**USD**")
- (iv) Bloomberg Screen: MXWO <Index>
- (v) Refintiv Screen: .MSCIWO
- (vi) Index Sponsor: MSCI
- (vii) Weight: Not Applicable
- (viii) Pre-nominated Index: Not Applicable
- (ix) Scheduled Trading Days: Not Applicable
- (x) Elections in respect of the Fund Component Linked Conditions: Not Applicable
- (xi) Decrement Adjustment Level: Not Applicable
25. (a) Initial Price<sub>(Settlement)</sub>: 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 Valuation Date: 10 July 2024
23. (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: 10 July 2028
26. Interim Valuation Price: Not Applicable
- Provisions relating to disruption events***
27. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3  
*(Consequences of Disrupted Days)*
- (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): Fund Linked Condition 1  
*(Adjustments to Valuation Dates and Reference Dates)*
- (a) Omission: Not Applicable
- (b) Postponement: Not Applicable
29. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Linked Condition 4  
*(Consequences upon a Reference Date becoming a Disrupted Day)*
- (a) Omission: Not Applicable
- (b) Postponement: Not Applicable
- (c) Modified Postponement: Not Applicable
30. Additional Disruption Events: General Condition 43.1  
*(Definitions)*
- (a) Change in Law: Applicable as per General Condition 43.1 *(Definitions)*
- (b) Currency Disruption Event: Applicable as per General Condition 43.1 *(Definitions)*
- (c) Hedging Disruption: Applicable as per General Condition 43.1 *(Definitions)*
- (d) Issuer Tax Event: Applicable as per General Condition 43.1 *(Definitions)*
- (e) Extraordinary Market Disruption: Applicable as per General Condition 43.1 *(Definitions)*
- (f) Increased Cost of Hedging: Not Applicable

(g)	Affected Jurisdiction Hedging Disruption:	Not Applicable
(h)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
(i)	Increased Cost of Stock Borrow:	Not Applicable
(j)	Loss of Stock Borrow:	Not Applicable
(k)	Foreign Ownership Event:	Not Applicable
(l)	Fund Disruption Event:	Not Applicable
(m)	Fund Event:	Not Applicable
(n)	Potential Adjustment of Payment Events:	Not Applicable
(o)	Barclays Index Disruption:	Not Applicable
31.	Unlawfulness and Impracticability:	Limb (ii) of Condition 31 of the General Conditions: Applicable
32.	Early Cash Settlement Amount:	Par
33.	Early Settlement Notice Period Number:	As specified in General Condition 43.1 ( <i>Definitions</i> )
34.	Substitution of Shares:	Not Applicable
35.	Entitlement Substitution:	Not Applicable
36.	FX Disruption Event:	Not Applicable
37.	Disruption Fallback: FX Linked Condition 1 ( <i>Consequences of FX Disruption Events (FX Linked Annex)</i> )	Not Applicable
38.	Unwind Costs:	Applicable
39.	Settlement Expenses:	Not Applicable
40.	Local Jurisdiction Taxes and Expenses:	Applicable
41.	Consequences of a Fund Event: Equity Linked Condition 3 ( <i>Consequences of a Fund Event</i> )	Not Applicable

**General provisions**

42.	Form of Securities:	Global Bearer Securities: Permanent Global Securities TEFRA: Not Applicable NGN Form: Not Applicable Held under the NSS: Not Applicable
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CGN Form: Applicable

43. Trade Date: 17 May 2024
44. Taxation Gross Up: Applicable
45. 871(m) Securities: The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to U.S. withholding tax under Section 871(m) of the U.S. Internal Revenue Code and regulations promulgated thereunder.
46. (i) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (ii) Prohibition of Sales to UK Retail Investors: Applicable – see the cover page of these Final Terms
- (iii) Prohibition of Sales to Swiss Retail Investors: Applicable – see the cover page of these Final Terms
47. Business Days: TARGET Settlement Day and a Clearing System Business Day
48. Business Day Convention: Modified Following, subject to adjustment for Unscheduled Business Day Holiday
49. Determination Agent: Barclays Bank Ireland PLC
50. Registrar: Not Applicable
51. Transfer Agent: Not Applicable
52. (a) Names and addresses of Manager: Barclays Bank Ireland PLC
- (b) Date of underwriting agreement: Not Applicable
- (c) Names and addresses of secondary trading intermediaries and main terms of commitment: Not Applicable
- (d) Registration Agent: Not Applicable
- (e) Governing Law: Irish law
- (f) Relevant Benchmarks: Amounts payable under the Securities are calculated by reference to MSCI World Index, which is provided by MSCI (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 is expected to 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 on or around the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR 1,000
- (c) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment: Not Applicable

### 2. RATINGS

Ratings: The Securities have not been individually rated.

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

- (a) Reasons for the offer: General funding
- (b) Use of proceeds: The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.
- (c) Estimated net proceeds: Up to EUR 10,000,000
- (d) Estimated total expense: EUR 1,000. The Issuer will not charge any expenses to holders in connection with any issue of Securities. Offerors may, however, charge expenses to holders. Such expenses (if any) will be determined by agreement between the offeror and the holders at the time of each issue.

### 4. YIELD

Not Applicable

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

Details of the past and future performance and volatility of the Underlying Asset may be obtained from:

Bloomberg Screen: MXWO <Index>

Refinitiv Screen Page: .MCSIWO

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: XS2638137153
- (b) Common Code: 263813715
- (c) Relevant Clearing System(s) Euroclear, Clearstream
- (d) Delivery: Delivery free of payment
- (e) Name and address of additional Paying Agent(s): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the International Central Securities Depositories ("ICSDs") as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 8 TERMS AND CONDITIONS OF THE OFFER

### 8.1 Authorised Offerer(s)

- (a) Public Offer: An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "**Authorised Offeror(s)**"):
  - (i) **Specific consent:** MMPI Limited (the "**Initial Authorised Offeror(s)**") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/structured-securities-final-terms>); and
  - (ii) **General consent:** Not Applicable

- (c) Jurisdiction(s) where the offer may take place (together, the "Public Offer Jurisdictions(s)"): Ireland
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (the "Offer Period"): From and including 27 May 2024 to and including 10 July 2024
- (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 10,000,000
- (i) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.

Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on Irish Stock Exchange plc trading as Euronext Dublin on or around the Issue Date. As such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the Irish Stock Exchange plc trading as Euronext Dublin in time for the adoption of such resolution.

- (j) Time period, including any possible amendments, during which the offer will be open and description of the application process: The Offer Period
- (k) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in Ireland (the "Public Offer Jurisdiction") during the Offer Period. Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual

procedures, notified to investors by the Authorised Offeror.

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|--|---|
| (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:   | Not Applicable  |
| (r) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:          | Not Applicable  |
| (s) Amount of any expenses and taxes specifically charged to the subscriber or purchaser:  | Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.                      |
| (t) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:             | MMPI Limited 101 Morehampton Road Donnybrook,<br>Dublin D04 T0C2<br><br>Telephone: +353 1 668 8322<br><br>LEI 635400UOTXLCCIEV7A24          |

## **SCHEDULE: INDEX DISCLAIMER**

### **MSCI World Index (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 10,000,000 Securities due July 2028 pursuant to the Global Structured Securities Programme pursuant to the Global Structured Securities Programme) (ISIN: XS2638137153) (the "**Securities**").

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

**The Authorised Offeror:** MMPI Limited of 101 Morehampton Road, Donnybrook, Dublin D04 T0C2, telephone: +353 1 668 8322 with LEI 635400UOTXLCCIEV7A24

**Competent authority:** The Base Prospectus was approved on 14 July 2023 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (telephone number: +353 (0)1 224 6000).

### KEY INFORMATION ON THE ISSUER

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

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

Barclays Bank Ireland PLC (the "Issuer") is a public limited company, registered in Ireland under company number 396330. The liability of the members of the Issuer is limited. The Issuer was incorporated in Ireland on 12 January 2005 and it has its registered and head office at One Molesworth Street, Dublin 2, D02 RF29, Ireland, (telephone number +353 1618 2600). The Legal Entity Identifier (LEI) of the Issuer is 2G5BKIC2CB69PRJH1W31.

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

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

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

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

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

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

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

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

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

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

The Issuer has derived the selected financial information included in the table below for the years ended 31 December 2022 and 31 December 2021 from the annual financial statements of the Issuer for the years ended 31 December 2022 and 2021, which has, save for the financial information under the section entitled "*Certain Ratios from the Financial Statements*", been audited with an unmodified opinion provided by KPMG. The selected financial information included in the table below for the six months ended 30 June 2023 and 30 June 2022 was derived from the unaudited interim results announcement of the Issuer in respect of the six months ended 30 June 2023.

#### Income Statement

	As at 30 June (unaudited)		As at 31 December	
	2023	2022	2022	2021
	(€m)		(€m)	
Net interest income.....	185	148	320	312
Net fee and commission income.....	519	471	929	771
Net trading income.....	197	149	218	152
Credit impairment charges.....	(37)	(28)	(167)	97
Profit before tax.....	219	152	157	325
Profit after tax.....	174	120	100	235

<b>Balance Sheet</b>			
	As at 30 June (unaudited)	As at 31 December	
	2023	2022	2021
	(€m)		(€m)
Cash and balances at central bank .....	29,219	30,540	24,125
Loans and advances to banks.....	1,337	1,412	903
Loans and advances to customers.....	13,799	13,861	13,004
Total assets.....	152,578	132,534	117,112
Deposits from banks.....	3,665	3,628	4,252
Deposits from customers.....	29,780	25,793	21,382
Debt securities in issue.....	2,266	3,139	3,397
Subordinated liabilities.....	4,831	4,679	3,171
Total equity.....	6,793	6,515	5,899

<b>Certain Ratios from the Financial Statements</b>			
	As at 30 June	As at 31 December	
	2023	2022	2021
	(%)		
Common Equity Tier 1 capital <sup>1</sup> .....	16.7 <sup>2</sup>	16.7	16.1
Total regulatory capital <sup>3</sup> .....	22.4	22.4	21.4
CRR leverage ratio <sup>45</sup> .....	5.1	5.8	6.6
Liquidity coverage ratio.....	176	194	171
Net stable funding ratio.....	143	149	148

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

The Issuer has identified a broad range of risks to which its businesses are exposed. Material risks are those to which senior management pay particular attention and which could cause the delivery of the Issuer's strategy, results of operations, financial condition and/or prospects to differ materially from expectations. Emerging risks are those which have unknown components, the impact of which could crystallise over a longer time period. In addition, certain other factors beyond the Issuer's

<sup>1</sup> Inclusive of certain reserves. The 31 December 2021 CET1 ratio has been restated accordingly.

<sup>2</sup> The CET1 % and CRR leverage ratio at 30 June 2023 includes profits for the six months ended 30 June 2023. Excluding these profits, inclusion of which is subject to regulatory approval, the CET1 % would be 16.3% and the leverage ratio 4.9%.

<sup>3</sup> Inclusive of certain reserves. The 31 December 2021 total regulatory capital has been restated accordingly.

<sup>4</sup> Inclusive of certain reserves. The 31 December 2021 CRR leverage ratio has been restated accordingly.

<sup>5</sup> Calculated applying the IFRS9 arrangements of the Regulation (EU) No 575/2013 applicable as at the reporting date.



control, including escalation of global conflicts, acts of terrorism, natural disasters, pandemics and similar events, although not detailed below, could have a similar impact on the Issuer.

- **Material existing and emerging risks potentially impacting more than one principal risk:** In addition to material and emerging risks impacting the principal risks set out below, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (ii) the impact of COVID-19; (iii) the impact of interest rate changes on the Issuer'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 Issuer; and (vii) change delivery and execution risks.
- **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.
- **Credit and Market risks:** Credit risk is the risk of loss to the Issuer from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Issuer. The Issuer is subject to risks arising from changes in credit quality and recovery rates for loans and advances due from borrowers and counterparties. Market risk is the risk of loss arising from potential adverse change in the value of the Issuer's assets and liabilities from fluctuation in market variables.
- **Treasury and capital risk and the risk that the Issuer is subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Issuer which are (1) liquidity risk – the risk that the Issuer is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; (2) capital risk – the risk that the Issuer has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Issuer is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (non-traded) assets and liabilities. Under Directive 2014/59/EU (the "**Bank Recovery and Resolution Directive**"), substantial powers are granted to Relevant Resolution Authorities to implement various resolution measures and stabilisation options with respect to an Irish bank or investment firm (currently including the Issuer) (including, but not limited to, the bail-in tool, which gives a Relevant Resolution Authority the power to write down certain claims of unsecured creditors of a failing relevant entity (which write-down may result in the reduction of such claims to zero) and to convert certain unsecured debt claim into equity or other instruments of ownership) in circumstances in which the Relevant Resolution Authority is satisfied that the relevant resolution conditions are met.
- **Operational and model risks:** Operational risk is the risk of loss to the Issuer from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Model risk is the potential for adverse consequences from decisions based on incorrect or misused model outputs and reports.
- **Conduct, reputation and legal risks and legal, competition and regulatory matters:** Conduct risk is the risk of detriment to customers, clients, market integrity, effective competition or the Issuer from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Issuer's integrity and/or competence. The Issuer conducts activities in a highly regulated market which exposes it to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions, and may be unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Issuer's businesses and business practices. In each case, this exposes the Issuer to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Issuer to meet their respective obligations, including legal, regulatory or contractual requirements. Legal risk may arise in relation to any of the risk factors summarised above.

In Q2 2023, the "*Conduct Risk*" principal risk was expanded to include "*Laws, Rules and Regulations (LRR) Risk*" and consequently renamed "*Compliance Risk*". Reflecting this, the definition of compliance risk is: "The risk of poor outcomes for, or harm to, customers, clients and markets, arising from the delivery of the firm's products and services (also known as "*Conduct Risk*") and the risk to the Bank, its clients, customers or markets from a failure to comply with the laws, rules and regulations applicable to the firm (also known as Laws, Rules and Regulations Risk "*LRR Risk*")." The definition of the "*Legal Risk*" principal risk was updated to: "The risk of loss or imposition of penalties, damages or fines from the failure of the firm to meet applicable laws, rules and regulations or contractual requirements or to assert or defend its intellectual property rights." The revised framework is in force from June 2023.

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

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

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

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

## KEY INFORMATION ON THE SECURITIES

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

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

The Securities will be in the form of notes and will be uniquely identified by: NX00400459; Tranche number:1; ISIN: XS2638137153; Common Code: 263813715.

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

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

The Securities will be issued in Euro ("EUR") (the "Issue Currency") and settled in the same currency (the "Settlement Currency"). The Securities are tradable in nominal and the specified denomination per Security is EUR 1,000. The issue size is Up to EUR 10,000,000. The issue price is 100% of the Specified Denomination.

The issue date is 17 July 2024 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem on 17 July 2028 (the "Scheduled Settlement Date").

**Rights attached to the Securities**

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

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

**Events of default:** If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and such failure is not remedied within 30 calendar days, or the Issuer is subject to a winding-up order, then 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 100% of the Calculation Amount.

**Certain additional limitations:**

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

**Governing law**

The Securities will be governed by Irish law and the rights thereunder will be construed accordingly.

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

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

Underlying Asset <sup>(Final Settlement)</sup>	Type	Initial Price	Initial Valuation Date
MSCI WORLD Index	Index	The closing level in respect of the Underlying Asset on the Initial Valuation Date	10 July 2024

For the purposes of determining the Final Cash Settlement Amount, Underlying Asset shall mean the Underlying Asset<sup>(Final Settlement)</sup>

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

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

**A – Final Settlement**

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

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

The "Final Cash Settlement Amount" is calculated as follows:

- (i) if the Final Performance is less than or equal to the Lower Barrier Level (being 66.00 per cent.) or equal to or greater than the Upper Barrier Level (being 117.00 per cent.), the sum of (a) the Protection Level (being 100.00 per cent.) multiplied by the Calculation Amount, plus (b) the Rebate Rate (being 6.00 per cent.) multiplied by the Calculation Amount;

(ii) if the Final Performance is greater than the Lower Barrier Level and less than the Upper Barrier Level, the product of (a) the Calculation Amount multiplied by (b) the greater of (i) the Protection Level and (ii) the sum of (A) the product of (x) Participation<sub>(Settlement)</sub> (being 100.00 per cent.) multiplied by greater of (1) the Final Valuation Price divided by the Initial Price, minus 1 and (2) 1 minus the Final Valuation Price divided by the Initial Price plus (B) 1.

Where:

“**Final Performance**” means the Final Valuation Price divided by the Initial Price.

“**Final Valuation Date**” means 10 July 2028.

“**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:** Investors are exposed to the credit risk of Barclays Bank Ireland PLC. As the Securities do not constitute a deposit and they are not protected under the deposit guarantee scheme operated by the Central Bank of Ireland or any other deposit protection insurance scheme, all payments and deliveries to be made by Barclays Bank Ireland PLC as Issuer under the Securities are subject to its financial position and its ability to meet its obligations. The Securities constitute unsubordinated and unsecured obligations of the Issuer and rank pari passu with each and all other current and future unsubordinated and unsecured obligations of the Issuer. The terms of the Securities do not provide for a scheduled minimum payment at maturity and as such, depending on the performance of the Underlying Asset(s), you may lose some or all of your investment. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity or expiry of the Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption.
- **You are subject to risks associated with the determination of amount payable under the Securities:**  
In order to receive the scheduled minimum amount at maturity, you must hold them until maturity. If the Securities are early redeemed, they may return less than the scheduled minimum amount, or even zero.  
As the Final Cash Settlement Amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.
- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the level of the Underlying Asset, substituting the Underlying Asset, and making adjustments to the terms and conditions of the Securities. Any of such remedial action may change the economic characteristics of the Securities and have a material adverse effect on the value of and return on the Securities. If no remedial action can be taken, or it 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 will lose the opportunity to participate in any subsequent positive performance of the Underlying Asset(s) and be unable to realise any potential gains in the value of the Securities. You may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest or coupon rate for a similar level of risk.
- **Settlement is subject to conditions and may be impossible in certain circumstances:** Payment of the amount payable to you will not take place until all conditions to settlement have been satisfied in full. No additional amounts will be payable to you by the Issuer because of any resulting delay or postponement. Certain settlement disruption events may occur which could restrict the Issuer's ability to make payments, and the date of settlement could be delayed accordingly.
- **Risks relating to Underlying Asset(s) that are equity indices:** Equity indices are composed of a synthetic portfolio of shares and provide investment diversification opportunities but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. The Securities are linked to equity indices, and as such may not participate in dividends, or any other distributions paid on the shares which make up such indices. Accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.

- **The Underlying Asset(s) are 'benchmarks' for the purposes of the EU Benchmarks Regulation (Regulation (EU) 2016/1011, as amended):** Pursuant to the Benchmarks Regulation, an Underlying Asset may not be used in certain ways by an EU supervised entity after 31 December 2025 if its administrator does not obtain authorisation or registration (or, if a non-EU entity, does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision or is not "endorsed" by an EU supervised entity).
- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you, and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.
- **Potential conflicts of interest:** Conflicts of interest may exist where Barclays Bank Ireland PLC or its affiliate: (i) acts in multiple capacities with respect to the Securities (e.g. acting as issuer, manager and determination agent); (ii) enters into hedging transactions to cover the Issuer's exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due; and (iii) uses price contributions from its trading desks as a pricing source for an Underlying Asset. In light of such conflicts, the actions taken, or determinations made by Barclays Bank Ireland PLC or its affiliates in relation to the Securities may not always be in the best interest of the holders. In addition to hedging transactions, Barclays Bank Ireland PLC may trade on the Underlying Asset(s) in the ordinary course of its business. Such trading could affect the market price of the Underlying Asset(s), which may in turn materially adversely affect the value and return on your Securities.

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

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

#### *Terms and conditions of the offer*

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

The Securities are offered for subscription in Ireland during the period from (and including 27 May 2024 to (and including) 10 July 2024 (the "**Offer Period**") and such offer is subject to the following conditions:

- Offer Price: The Issue Price
- Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.
- Description of the application process: An offer of the Securities may be made by the Manager (being Barclays Bank Ireland PLC) or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation (the "**EU Prospectus Regulation**") in Ireland (the "**Public Offer Jurisdiction**") during the Offer Period. Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror.
- Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus.
- Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: the Authorised Offeror

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

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

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

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

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

**Why is the Prospectus being produced?**

***Use and estimated net amount of proceeds***

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

The estimated net proceeds are 100.00 per cent. of the issue size.

***Underwriting agreement on a firm commitment basis***

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

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

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