

**FINAL TERMS**

**Final Terms dated 6 December 2021**

**BROKER CREDIT SERVICE STRUCTURED  
PRODUCTS PLC**

*(incorporated in The Republic of Cyprus)*

*(as Issuer)*

*(guaranteed by FG BCS Ltd)*

*(as Guarantor)*

**Issue of Series 2021-19 USD 350,000,000 Notes (Floating Rate Notes) due December 2031**

**(the “Notes”)**

**under the EUR 20,000,000,000 Euro Medium Term Note Programme**

**(the “Programme”)**

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they otherwise, the making of any offer of Notes in any other circumstances.

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

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes 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 (“**UK**”). 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (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 domestic law by virtue of the EUWA; (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA.

Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

## PART A - CONTRACTUAL TERMS

Terms used but not otherwise defined herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth under the sections entitled “*Terms and Conditions of the Notes*” in the Base Prospectus dated 16 November 2021 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation, and must be read in conjunction with the Base Prospectus in order to obtain all relevant information.

The Base Prospectus and these Final Terms are available for viewing at, and copies may be obtained from the Fiscal Agent or Principal Paying Agent (as applicable) and will be available on the Euronext Dublin website (<https://live.euronext.com/>).

A copy of these Final Terms and the Base Prospectus will be sent free of charge by the Issuer to any investor requesting such documents.

A summary of the Notes is annexed to these Final Terms.

1.	(i) Issuer	BrokerCreditService Structured Products plc
	(ii) Guarantor:	FG BCS Ltd
	(iii) Guaranteed Notes:	Applicable
2.	(i) Series Number:	2021-19
	(ii) Tranche Number:	1
	(iii) Fiscal Agency Agreement	Applicable
3.	Specified Currency:	United States Dollars (“ <b>USD</b> ”)
4.	Aggregate Nominal Amount:	
	(i) Series:	USD 350,000,000
	(ii) Tranche:	USD 350,000,000
5.	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.	Minimum Trading Size:	Not Applicable
7.	(i) Specified Denominations:	USD 1,000
	(ii) Calculation Amount	USD 1,000
8.	(i) Issue Date and Interest Commencement Date:	6 December 2021
9.	Maturity Date:	6 December 2031(the “ <b>Scheduled Maturity Date</b> ”) or if that is not a Business Day, the immediately following Business Day

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|-----|---|---|
| 10. | Form of Notes:  | Registered  |
| 11. | Interest Basis:                                       | Floating Rate – further particulars specified in paragraphs 22, 25 and 26 below |
| 12. | Coupon Switch:  | Not Applicable  |
| 13. | Redemption/Payment Basis:                             | Redemption at par   |
| 14. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable  |
| 15. | Put/Call Options:                                     | Call Option Applicable (further particulars specified below)                    |
| 16. | Settlement Currency:                                  | Not Applicable  |
| 17. | Knock-in Event:                                       | Not Applicable  |
| 18. | Knock-out Event:                                      | Not Applicable  |
| 19. | Method of distribution:                               | Non-syndicated  |
| 20. | Hybrid Securities:                                    | Not Applicable  |
| 21. | Pegasus Notes:  | Not Applicable  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|--|
| 22. | Interest:   | Applicable   |
|     | (i) Specified Period:   | Not Applicable   |
|     | (ii) Interest Period(s):                                      | From (and including) an Interest Period End Date (or the Issue Date in the case of the first Interest Period) to (but excluding) the next following Interest Period End Date |
|     | (iii) Interest Period End Date(s):                            | 6 March, 6 June, 6 September and 6 December in each year, from and including 6 March 2022 to and including the Scheduled Maturity Date                                       |
|     | (iv) Business Day Convention for Interest Period End Date(s): | Not Applicable   |
|     | (v) Interest Payment Date(s):                                 | Each Interest Period End Date provided that in respect of the last Interest Period, the Interest Payment Date shall be the Maturity Date                                     |
|     | (vi) Business Day Convention for Interest Payment Date(s):    | Following  |

(vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Calculation Agent
(viii) Margin(s):	1.25 per cent. per annum.
(ix) Minimum Interest Rate:	Not applicable
(x) Maximum Interest Rate:	Not applicable
(xi) Day Count Fraction:	Actual/360
(xii) Determination Dates:	Not applicable
(xiii) Accrual to Redemption:	Not applicable
(xiv) Rate of Interest:	Floating Rate
(xv) Coupon Rate:	Not Applicable
(xvi) Rate(i):	Not Applicable

#### VALUATION METHODOLOGIES FOR COUPON PAYMENTS

23. Payout Conditions:	Not Applicable
24. Fixed Rate Provisions:	Not Applicable
25. Floating Rate Provisions:	Applicable
(i) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(ii) Linear Interpolation:	Not Applicable
26. Screen Rate Determination:	Applicable
(i) Reference Rate:	SOFR
(ii) Interest Determination Date(s):	In respect of an Interest Period, the day falling three Business Days prior to the first calendar day of such Interest Period.
(iii) Relevant Time	5:00pm New York time
(iv) Relevant Screen Page:	The website of the Federal Reserve Bank of New York
27. ISDA Determination:	Not Applicable

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|-----|--|----------------|
| 28. | Zero Coupon Provisions:                                | Not Applicable |
| 29. | Index Linked Interest Provisions:                      | Not Applicable |
| 30. | Share Linked Interest Provisions:                      | Not Applicable |
| 31. | Commodity Linked Interest Provisions:                  | Not Applicable |
| 32. | Fund Linked Interest Provisions:                       | Not Applicable |
| 33. | ETI Linked Interest Provisions:                        | Not Applicable |
| 34. | Foreign Exchange (FX) Rate Linked Interest Provisions: | Not Applicable |
| 35. | Underlying Interest Rate Linked Interest Provisions:   | Not Applicable |
| 36. | Credit Linked Notes:                                   | Not Applicable |
| 37. | Additional Business Centre(s):                         | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

- |     |                          |                                    |
|-----|--------------------------|------------------------------------|
| 38. | Final Redemption Amount: | Calculation Amount x 100 per cent. |
| 39. | Final Payout:            | Not Applicable                     |

**VALUATION METHOD FOR REDEMPTION PAYMENT:**

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|-----|--|---|
| 40. | Payout Conditions:                           | Not Applicable  |
| 41. | Automatic Early Redemption:                  | Not Applicable  |
| 42. | Issuer Call Option:                          | Applicable  |
|     | (i) Optional Redemption Date(s):             | Each Interest Payment Date excluding the final Interest Payment Date scheduled to fall on the Maturity Date |
|     | (ii) Notice Period:                          | Not less than 15 Business Days prior to the relevant Optional Redemption Date.                              |
|     | (iii) Optional Redemption Valuation Date(s): | Not Applicable  |
|     | (iv) Optional Redemption Amount(s):          | Calculation Amount x 100 per cent.  |
|     | (v) If redeemable in part:                   |   |
|     | (a) Minimum Redemption Amount:               | Not Applicable  |

	(b) Maximum Redemption Amount:	Not Applicable
43.	Put Option:	Not Applicable
44.	Aggregation:	Not Applicable
45.	Index Linked Redemption Amount:	Not Applicable
46.	Share Linked Redemption Amount:	Not Applicable
47.	Commodity Linked Redemption Amount:	Not Applicable
48.	Fund Linked Redemption Amount:	Not Applicable
49.	Credit Linked Notes:	Not Applicable
50.	ETI Linked Redemption Amount:	Not Applicable
51.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not Applicable
52.	Underlying Interest Rate Linked Redemption Amount:	Not Applicable
53.	Early Redemption Amount:	
	Early Redemption Amount(s):	Calculation Amount x 100 per cent
54.	Provisions applicable to Physical Delivery:	Not Applicable
55.	Variation of Settlement:	
	(i) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Notes
	(ii) Variation of Settlement of Physical Delivery Notes:	Not Applicable

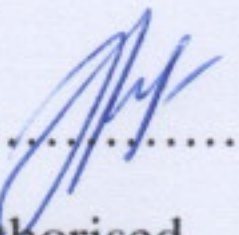
**GENERAL PROVISIONS RELATING TO THE NOTES**

56.	Form of Notes:	Registered Notes
		Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note
	New Global Note:	No

- Additional Financial Centre(s) or other special provisions relating to payment dates: London, New York, Moscow, Limassol
- Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
57. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
58. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable
59. Calculation Agent: BrokerCreditService (Cyprus) Limited
60. Date board approval for issuance of Notes obtained: 6 December 2021
61. Relevant Benchmark[s]: SOFR is provided by the Federal Reserve Bank of New York. As at the date hereof, the Federal Reserve Bank does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011, as amended



Signed on behalf of the Issuer:

By: .....  ..... *Alona Ioannu, Director*  
Duly authorised

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made to the Euronext Dublin for the Notes to be admitted to trading on the regulated market of Euronext Dublin with effect from on or about the Issue Date.
- (ii) Estimate of total expenses: EUR 1,000  
related to admission to trading:

### 2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates in the ordinary course of business.

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: USD 350,000,000
- (iii) Estimated total expenses: Nil, save for the expenses set out in Part B(1)(ii) above.

### 4. HISTORIC INTEREST RATES

Details of historic SOFR rates can be obtained from the Federal Reserve Bank of New York.

### 5. OPERATIONAL INFORMATION

- ISIN: XS2418281742
- Common Code: 241828174
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent(s) (if any) or Principal Paying Agent or Fiscal Agent, if different than as specified in the Base Prospectus: Not Applicable
- Intended to be held in a manner which would allow Eurosystem eligibility: No
- Additional U.S. federal income tax considerations: Not Applicable

### 6. DISTRIBUTION

- (i) Method of distribution: Non-syndicated

- |       |  |  |
|-------|--|--|
| (ii)  | If syndicated:   | Not Applicable   |
| (iii) | If non-syndicated, name and address of Dealer:   | BrokerCreditService (Cyprus) Limited (address: Spyrou Kyprianou & 1 Oktovriou, 1 Vashiotis Kalande Offices, 2nd floor Mesa Geitonia, 4004, Limassol, Cyprus) |
| (iv)  | Indication of the overall amount of the underwriting commission and of the placing commission: | Not Applicable   |
| (v)   | US Selling Restrictions:   | Reg. S Compliance Category 2; TEFRA: Not Applicable  |
| (vi)  | Public Offer:  | Not Applicable   |

**7. TERMS AND CONDITIONS OF THE OFFER**

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|--|----------------|
| Offer Price:   | Not applicable |
| Conditions to which the offer is subject:  | Not applicable |
| Description of the application process:  | Not applicable |
| Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:                                | Not applicable |
| Details of the minimum and/or maximum amount of application:   | Not applicable |
| Details of the method and time limits for paying up and delivering the Notes:  | Not applicable |
| Manner in and date on which results of the offer are to be made public:  | Not applicable |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not applicable |
| Whether tranche(s) have been reserved for certain countries:   | Not applicable |
| Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:      | Not applicable |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser:  | Not applicable |
| Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes                    | None           |

place.

8. **PROHIBITION OF SALES TO EEA  
OR UK RETAIL INVESTORS**

Prohibition of Sales to EEA Retail Applicable  
Investors:

Prohibition of Sales to UK Retail Applicable  
Investors: