

*Final Terms dated 4 August 2021
BrokerCreditService Structured Products plc*

(incorporated in The Republic of Cyprus)

(the "Issuer")

*guaranteed by FG BCS Ltd
(the Guarantor)*

*Issue of Series 198 USD 10,000,000 Share Linked Guaranteed Notes (Autocall Standard Notes with
Snowball Digital Coupon) due 2026*

under the EUR 10,000,000,000 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 authorise, the making of any offer of Notes in any other circumstances.

MiFID II product governance / Retail investors, professional investors and ECPs 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, professional clients and retail clients each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services - subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. 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, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MiFIR product governance / Retail investors, professional investors and ECPs 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 retail clients, 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**"), and 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 EUWA ("**UK MiFIR**"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. 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 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, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.

PART A - CONTRACTUAL TERMS

Terms used 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*", "*Annex 1 - Additional Terms and Conditions for Payouts*" and "*Annex 3 - Additional Terms and Conditions for Share Linked Notes*" in the Base Prospectus dated 14 June 2021 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the "**Base Prospectus**"). 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 the relevant information.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained from, Citibank, N.A., London Branch (in its capacity as Fiscal Agent). The Base Prospectus will also be available on the website of Euronext Dublin (<https://live.euronext.com>) and these Final Terms will be available for viewing on the website of Euronext Dublin. 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.

The Base Prospectus and these Final Terms are available for viewing at, and copies may be obtained from, the Fiscal Agent.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

1.	(i)	Issuer:	BrokerCreditService Structured Products plc
	(ii)	Guarantor:	FG BCS Ltd
2.	(i)	Series Number:	198
	(ii)	Tranche Number:	1
3.		Specified Currency:	U. S. Dollars (" USD ")
4.		Aggregate Nominal Amount:	
	(i)	Series:	USD 10,000,000
	(ii)	Tranche:	USD 10,000,000
5.		Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.		Minimum Trading Size:	Not Applicable
7.	(i)	Specified Denominations:	USD 1,250
	(ii)	Calculation Amount:	USD 1,250
8.		Issue Date and Interest Commencement Date:	4 August 2021
9.		Maturity Date:	8 December 2026
10.		Form of Notes:	Registered
11.		Interest Basis:	Share Linked Interest

(further particulars specified below)

12.	Coupon Switch:	Not Applicable
13.	Redemption/Payment Basis:	Share Linked Redemption Payout Switch: Not applicable
14.	Payout Switch:	Not Applicable
15.	Put/Call Options:	Not Applicable
16.	Settlement Currency:	USD
17.	Knock-in Event:	Not Applicable
18.	Knock-out Event:	Not Applicable
19.	Method of distribution:	Non-syndicated
20.	Hybrid Securities:	Not Applicable
21.	Guaranteed Notes	Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

22.	Interest:	Applicable
	(i) Specified Period:	Not applicable
	(ii) Interest Period(s):	From (and including) an Interest Period End Date (or the Interest Commencement 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):	8 March, 8 June, 8 September and 8 December in each year, commencing on 8 December 2021 up to and including the Maturity Date
	(iv) Business Day Convention for Interest Period End Date(s):	Following
	(v) Interest Payment Date(s):	Each Interest Period End 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):	Not applicable
	(ix) Minimum Interest Rate:	Not applicable

- (x) Maximum Interest Rate: Not applicable
- (xi) Day Count Fraction: Not applicable
- (xii) Determination Dates: Not applicable
- (xiii) Accrual to Redemption: Not applicable
- (xiv) Rate of Interest: Not applicable
- (xv) Coupon Rate: (Include one or more of the following if applicable): Snowball Digital Coupon applicable
- (xvi) Rate(i): 3 per cent. per Interest Period

Snowball Digital Coupon applicable:

- (i) Snowball Digital Coupon Condition: Equal to or greater than
- (ii) SPS Coupon Valuation Date: 1 March, 1 June, 1 September and 1 December in each year, commencing on 1 December 2021 up to and including 1 December 2026 (or, if any such day is not a Scheduled Trading Day, the next following Scheduled Trading Day)
- (iii) SPS Coupon Valuation Period: Not applicable
- (iv) Multiple Barriers: Not applicable
- (v) Snowball Barrier Value: Worst Value
- (vi) Snowball Level: In respect of the SPS Coupon Valuation Date scheduled to fall on:
 - 1 December 2021: 80 per cent.
 - 1 March 2022: 79 per cent.
 - 1 June 2022: 78 per cent.
 - 1 September 2022: 77 per cent.
 - 1 December 2022: 76 per cent.
 - 1 March 2023: 75 per cent.
 - 1 June 2023: 74 per cent.
 - 1 September 2023: 73 per cent.
 - 1 December 2023: 72 per cent.
 - 1 March 2024: 71 per cent.
 - 1 June 2024: 70 per cent.
 - 1 September 2024: 69 per cent.

1 December 2024: 68 per cent.
 1 March 2025: 67 per cent.
 1 June 2025: 66 per cent.
 1 September 2025: 65 per cent.
 1 December 2025: 64 per cent.
 1 March 2026: 63 per cent.
 1 June 2026: 62 per cent.
 1 September 2026: 61 per cent.
 1 December 2026: 60 per cent.

(vii) Rate(i) for each Snowball Level: Not applicable

VALUATION METHODOLOGIES FOR COUPON PAYMENTS

23.	Payout Conditions:	Applicable
	Worst Value is applicable:	
(i)	SPS Valuation Date:	SPS Coupon Valuation Date
(ii)	Underlying Reference:	Share Linked
(iii)	Underlying Reference Closing Price Value:	Closing Price
(iv)	Closing Price:	As per Annex 3 (<i>Additional Terms and Conditions for Share Linked Notes</i>)
(v)	Strike Date:	Not applicable
(vi)	Strike Days:	As per Strike Period below
(vii)	Averaging Date Consequences:	Applicable: Postponement applicable
(viii)	Scheduled Custom Index Business Day:	Not applicable
(ix)	Index Sponsor:	Not applicable
(x)	Underlying Reference Strike Price:	Strike Price Minimum Value
(xi)	FX Conversion:	Not applicable
(xii)	FX Currency:	Not applicable
(xiii)	Underlying Reference FX Level:	Not applicable

	(xiv)	Underlying Reference FX Strike Level:	Not applicable
	(xv)	Strike Period:	Each of the following Strike Days: 6 September 2021, 6 October 2021 and 8 November 2021 (or, if any such day is not a Scheduled Trading Day, the next following Scheduled Trading Day)
	(xvi)	Barrier Percentage Strike Price:	Not applicable
24.		Fixed Rate Provisions:	Not Applicable
25.		Floating Rate Provisions:	Not Applicable
26.		Screen Rate Determination:	Not Applicable
27.		ISDA Determination:	Not Applicable
28.		Zero Coupon Provisions:	Not Applicable
29.		Index Linked Interest Provisions:	Not Applicable
30.		Share Linked Interest Provisions:	Applicable
	(i)	Shares/ADR:	<ol style="list-style-type: none"> 1. Discovery Inc 2. Okta Inc 3. Pinterest Inc 4. Tencent Music Entertainment Group 5. Wynn Resorts Ltd
	(ii)	Relative Performance Basket:	Applicable
	(iii)	Share Currency:	USD
	(iv)	ISIN of Share(s):	<ol style="list-style-type: none"> 1. US25470F1049 2. US6792951054 3. US72352L1061 4. US88034P1093 5. US9831341071
	(v)	Screen Page/Exchange Code:	<p>The following pages on Bloomberg Business:</p> <ol style="list-style-type: none"> 1. DISCA UW Equity 2. OKTA UW Equity 3. PINS UN Equity

4. TME UN Equity

5. WYNN UW Equity

(vi)	Averaging:	Averaging does not apply to the Notes.
(vii)	Strike Date:	Not applicable
(viii)	Interest Valuation Time:	Scheduled Closing Time
(ix)	Interest Valuation Date(s):	Each SPS Coupon Valuation Date
(x)	Observation Date(s):	Not applicable
(xi)	Observation Period:	Not applicable
(xii)	Exchange Business Day:	(All Shares Basis)
(xiii)	Scheduled Trading Day:	(All Shares Basis)
(xiv)	Exchange(s):	The relevant Exchanges are the New York Stock Exchange with respect to Tencent Music Entertainment Group and Pinterest Inc, Nasdaq with respect to Wynn Resorts Ltd, Okta Inc and Discovery Inc.
(xv)	Related Exchange(s):	All Exchanges
(xvi)	Weighting:	Not applicable
(xvii)	Valuation Time:	Scheduled Closing Time
(xviii)	Share Correction Period:	One Settlement Cycle
(xix)	Optional Disruption Events:	Additional Disruption Events apply to the Notes: Increased Cost of Hedging Insolvency Filing
(xx)	Trade Date:	4 August 2021
(xxi)	Market Disruption:	Specified Maximum Days of Disruption will be equal to eight
(xxii)	Tender Offer:	Applicable
(xxiii)	Listing Change:	Applicable
(xxiv)	Listing Suspension:	Applicable
(xxv)	Illiquidity:	Not applicable
(xxvi)	Delayed Redemption on the Occurrence of an Extraordinary Event:	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.	Additional Business Centre(s):	Moscow and Limassol (Cyprus)

PROVISIONS RELATING TO REDEMPTION

37.	Final Redemption Amount:	Final Payout
38.	Final Payout:	Applicable
	Autocall Standard Notes	
(i)	FR Barrier Value:	Worst Value
(ii)	Final Redemption Condition Level:	100 per cent.
(iii)	FR Exit Rate:	0 per cent.
(iv)	SPS Knock-in Valuation:	Applicable: less than Knock-in Level: 60 per cent.
(v)	Knock-in Determination Day:	1 December 2026 (or, if such day is not a Scheduled Trading Day, the next following Scheduled Trading Day)
(vi)	Knock-in Determination Period:	Not applicable
(vii)	Knock-in Value:	Worst Value
(viii)	Coupon Airbag Percentage:	0 per cent.
(ix)	Final Redemption Value:	Worst Value
(x)	SPS Valuation Date:	Knock-in Determination Day
(xi)	SPS Redemption Valuation Date(s):	Knock-in Determination Day
(xii)	SPS FR Barrier Valuation Date(s):	Knock-in Determination Day

VALUATION METHOD FOR REDEMPTION PAYMENT:

39.	Payout Conditions:	Applicable
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Worst Value is applicable:

	(i)	SPS Valuation Date:	SPS FR Barrier Valuation Date and Knock-in Determination Day and Automatic Early Redemption Valuation Date
	(ii)	SPS Redemption Valuation Date(s):	Not applicable
	(iii)	Underlying Reference:	Share Linked
	(iv)	Underlying Reference Closing Price Value:	Closing Price
	(v)	Closing Price:	As per Annex 3 (<i>Additional Terms and Conditions for Share Linked Notes</i>)
	(vi)	Strike Date:	Not applicable
	(vii)	Scheduled Custom Index Business Day:	Not applicable
	(viii)	Index Sponsor:	Not applicable
	(ix)	Underlying Reference Strike Price:	Strike Price Minimum Value
	(x)	FX Conversion:	Not applicable
	(xi)	FX Currency:	Not applicable
	(xii)	Underlying Reference FX Level:	Not applicable
	(xiii)	Underlying Reference FX Strike Level:	Not applicable
	(xiv)	Strike Period:	Each of the following Strike Days: 6 September 2021, 6 October 2021 and 8 November 2021 (or, if any such day is not a Scheduled Trading Day, the next following Scheduled Trading Day and with Averaging Date Consequences applicable (Postponement applicable))
	(xv)	Barrier Percentage Strike Price:	Not applicable
40.		Automatic Early Redemption:	Applicable
	(i)	Automatic Early Redemption Event:	Automatic Early Redemption Event 1: "greater than or equal to"
	(ii)	Automatic Early Redemption Valuation Time:	Scheduled Closing Time

(iii)	Automatic Early Redemption Payout:	SPS Automatic Early Redemption Payout 1: AER Redemption Percentage: 115 per cent. AER Exit Rate: AER Rate
(iv)	Automatic Early Redemption Date(s):	Each Interest Payment Date (except for the Interest Payment Date scheduled to fall on the Maturity Date)
(v)	Automatic Early Redemption Price:	100 per cent.
(vi)	Automatic Early Redemption Percentage:	Not applicable
(vii)	Automatic Early Redemption Percentage Up:	Not applicable
(viii)	Automatic Early Redemption Percentage Down:	Not applicable
(ix)	AER Rate:	0 per cent.
(x)	AER Exit Rate:	Not applicable
(xi)	AER Screen Page:	Not applicable
(xii)	AER Specified Time:	Not applicable
(xiii)	AER Reference Rate Determination Date(s):	Not applicable
(xiv)	AER Margin:	Not applicable
(xv)	Automatic Early Redemption Valuation Date(s):	Each SPS Coupon Valuation Date (except for the SPS Coupon Valuation Date scheduled to fall on 1 December 2026)
(xvi)	Underlying Reference Level:	Not applicable
(xvii)	SPS AER Valuation:	Applicable SPS AER Value 1: Worst Value
(xviii)	AER Event 1 Underlyings:	See item 45(i) below
(xix)	AER Event 2 Underlyings:	Not applicable
(xx)	AER Event 1 Basket:	Not applicable
(xxi)	AER Event 2 Basket:	Not applicable
(xxii)	AER Day Count Fraction:	Not applicable

	(xxiii)	Cut-off Date:	Not applicable
	(xxiv)	Early Redemption Leverage Factor:	Not applicable
	(xxv)	QR Price in respect of the Basket Price:	Not applicable
	(xxvi)	QR Price in respect of the Final Price:	Not applicable
	(xxvii)	QR Price in respect of the Initial Price:	Not applicable
41.		Issuer Call Option:	Not Applicable
42.		Put Option:	Not Applicable
43.		Aggregation:	Not Applicable
44.		Index Linked Redemption Amount:	Not Applicable
45.		Share Linked Redemption Amount:	Applicable
	(i)	Share:	<ol style="list-style-type: none"> 1. Discovery Inc 2. Okta Inc 3. Pinterest Inc 4. Tencent Music Entertainment Group 5. Wynn Resorts Ltd
	(ii)	Relative Performance Basket:	Applicable
	(iii)	Share Currency:	USD
	(iv)	ISIN of Share(s):	<ol style="list-style-type: none"> 1. US25470F1049 2. US6792951054 3. US72352L1061 4. US88034P1093 5. US9831341071
	(v)	Screen Page/Exchange Code:	<p>The following pages on Bloomberg Business:</p> <ol style="list-style-type: none"> 1. DISCA UW Equity 2. OKTA UW Equity 3. PINS UN Equity

4. TME UN Equity

5. WYNN UW Equity

- (vi) Strike Date: Not applicable
- (vii) Averaging: Averaging does not apply to the Notes.
- (viii) Redemption Valuation Date: 1 December 2026
- (ix) Observation Date(s): Not applicable
- (x) Observation Period: Not applicable
- (xi) Exchange Business Day: (All Shares Basis)
- (xii) Scheduled Trading Day: (All Shares Basis)
- (xiii) Exchange(s): The relevant Exchanges are the New York Stock Exchange with respect to Tencent Music Entertainment Group and Pinterest Inc, Nasdaq with respect to Wynn Resorts Ltd, Okta Inc and Discovery Inc.
- (xiv) Related Exchange(s): All Exchanges
- (xv) Weighting: Not applicable
- (xvi) Valuation Time: Scheduled Closing Time
- (xvii) Share Correction Period: One Settlement Cycle
- (xviii) Optional Additional Disruption Events: The following Optional Additional Disruption Events apply to the Notes:
Increased Cost of Hedging
Insolvency Filing
- (xix) Trade Date: 4 August 2021
- (xx) Market Disruption: Specified Maximum Days of Disruption will be equal to eight
- (xxi) Tender Offer: Applicable
- (xxii) Listing Change: Applicable
- (xxiii) Listing Suspension: Applicable
- (xxiv) Illiquidity: Not applicable
- (xxv) Delayed Redemption on the Occurrence of an Extraordinary Event: Not applicable
Principal Protected Termination Amount:
Not applicable

46.	Commodity Linked Redemption Amount:	Not Applicable
47.	Fund Linked Redemption Amount:	Not Applicable
48.	Credit Linked Notes:	Not Applicable
49.	ETI Linked Redemption Amount:	Not Applicable
50.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not Applicable
51.	Underlying Interest Rate Linked Redemption Amount:	Not Applicable
52.	Early Redemption Amount:	
	Early Redemption Amount(s):	Market Value less Costs
53.	Provisions applicable to Physical Delivery:	Not Applicable
54.	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

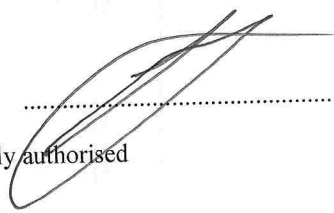
55.	Form of Notes:	Registered Notes
		Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note
56.	New Global Note:	No
57.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Moscow and Limassol (Cyprus)
58.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
59.	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

60. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable
61. Calculation Agent: BrokerCreditService (Cyprus) Limited
62. Date board approval for issuance of Notes obtained: 3 August 2021
63. Relevant Benchmark: Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised



Sergei Kosaruk
Director

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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

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 and its affiliates in the ordinary course of business.

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

- (i) Reasons for the offer: See the "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: USD 10,000,000
- (iii) Estimated total expenses: Nil save for the expenses referred to in paragraph 1(ii) above.

4. PERFORMANCE OF SHARES AND OTHER INFORMATION CONCERNING THE UNDERLYING REFERENCES

Information of past and future performance and volatility of the Shares can be found on the Screen Page specified above for the relevant Share.

5. OPERATIONAL INFORMATION

- ISIN: XS2369557371
- Common Code: 236955737
- Delivery: Delivery free of payment
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- Additional U.S. federal income tax considerations: The Notes are not subject to U.S. federal withholding tax under Section 871(m)

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
(Categories of potential investors to which the Notes are offered):
- (vi) Prohibition of Sales to EEA and UK Retail Investors: Not applicable
- (vii) Public Offer: Not applicable

SUMMARY OF THE ISSUE

INTRODUCTION AND WARNINGS
<i>Name and international securities identifier number (ISIN) of the Notes:</i>
Series 198 USD 10,000,000 Share Linked Guaranteed Notes (Autocall Standard Notes with Snowball Digital Coupon) due 2026 (the "Notes") under the EUR 10,000,000,000 Euro Medium Term Note Programme (the "Programme").
ISIN Code: XS2369557371 Issue Date: 4 August 2021
<i>The identity and contact details of the issuer, including its legal entity identifier (LEI):</i>
BrokerCreditService Structured Products plc (the "Issuer") is a public limited company incorporated in the Republic of Cyprus. Its registered office is at Agia Zoni Street, 12, AGIA ZONI CENTER, Flat/Office 103, 3027 Limassol, Cyprus. The Issuer's LEI is 213800W4XQFCUX7HFM81. The Issuer's contact details are telephone number +357 257 74044 and email address: info@bcs-sp.com.
<i>The identity and contact details of the offeror, including its LEI:</i>
BrokerCreditService (Cyprus) Limited (as Dealer). Its registered office is at Spyrou Kyprianou & 1 Oktovriou, 1 VASHIOTIS KALANDE OFFICES, 2nd floor, Mesa Geitonia, 4004 Limassol, Cyprus. The Dealer's LEI is 5493008C22FNIOQEEF10. The Dealer's contact details are telephone number +357 258 22 734 and email address: mtn@bcscyprus.com.
<i>Identity and contact details of the competent authority approving the Base Prospectus:</i>
The Base Prospectus has been approved by the Central Bank of Ireland (the "Central Bank") in accordance with Regulation (EU) 2017/1129 as competent authority, with its head office at Central Bank of Ireland, PO Box 559, New Wapping Street, Dublin 2 and telephone number: +353 1 2244000.
<i>Date of approval of the Base Prospectus:</i>
The Base Prospectus was approved on 14 June 2021.
<i>Warning:</i>
This summary has been prepared in accordance with Article 7 of Regulation (EU) 2017/1129 and should be read as an introduction to the Notes. Any decision to invest in the Notes should be based on consideration of the Base Prospectus and the Final Terms as a whole by the investor. Any investor could lose all or part of their invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Base 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 if the summary is misleading, inaccurate or inconsistent when read together with the relevant parts of the Base Prospectus and Final Terms or if it does not provide, when read together with the other parts of the Base Prospectus and Final Terms, key information in order to aid investors when considering whether to invest in the Notes. <i>You are about to purchase a product that is not simple and may be difficult to understand.</i>
KEY INFORMATION ON THE ISSUER
<i>Who is the issuer of the Notes?</i>
<i>Domicile, legal form, LEI, jurisdiction of incorporation and country of operation:</i>
The Issuer was incorporated in the Republic of Cyprus as a limited liability company under the Cyprus Companies Law, Cap. 113. The Issuer was converted to a public limited company under section 31 of the Cyprus Companies Law on 14 May 2015. The Issuer's registered office is at Agia Zoni Street, 12,

AGIA ZONI CENTER, Flat/Office 103, 3027 Limassol, Cyprus. Its LEI is 213800W4XQFCUX7HFM81.

Principal activities:

The Issuer is a special purpose vehicle which acts as an investment and financing company for the Group (being FG BCS Ltd. together with its consolidated subsidiaries, the "**Group**") and issues notes under the Programme.

The Issuer conducts trading operations in the international securities markets, which include entering into transactions with market counterparties and related parties that are members of the Group. These transactions include, but are not limited to, repo transactions, loans and transactions in securities in the international capital markets including exchanges and OTC markets. The Issuer also conducts investment activities in different types of bonds of both Russian and international issuers.

Major Shareholders:

The Issuer is a subsidiary of FG BCS LTD, which holds 99.96% of the issued shares of the Issuer. FG BCS Ltd is incorporated and domiciled in Cyprus. The ultimate shareholder owning and controlling the Issuer is Oleg Mikhasenko, who is the sole ultimate beneficial owner of the Group.

Key managing directors:

Sergei Kosarev and Evgenios Bagiiazidis (executive directors).

Franz Hep and Dimitra Karkalli (non-executive directors).

Statutory auditors:

Yiallourides & Partners Ltd, chartered accountants of Sotiris Tofini, 4, AUDEH QUARTERS, Floor 1, Flat 102 & 103, St. Athanasius, 4102, Limassol, Cyprus

What is the key financial information regarding the Issuer?

The summary information in the tables below is extracted from the audited and consolidated financial statements of the Issuer as at and for the year ended 31 December 2019 and the audited and consolidated financial statements of the Issuer as at and for the year ended 31 December 2020 (the "**Financial Statements**").

In respect of the Financial Statements, the Issuer has adopted all of the new and revised International Financial Reporting Standards ("**IFRS**") that are relevant to it and are effective for accounting periods beginning on 1 January 2020.

Comparative Annual Financial Data – In RUB

	31/12/2020	31/12/2019
<i>Table 1</i>		
Income statement		
Net profit or loss	2,650,033,045	3,052,016,110
<i>Table 2</i>		
Balance sheet		
Total Liabilities	225,865,874,523	179,406,365,252
Cash at bank and in hand	627,043,150	155,661,730

Table 3

Cash flow statement

Net cash generated from operating activities	32,011,920,339	5,203,083,459
Net cash used in financing activities	(2,000,973,122)	(6,501,396,943)
Net cash (used in)/generated from investing activities	(29,584,501,201)	1,347,386,019

What are the key risks that are specific to the Issuer?***Credit risk***

As part of its trading operations, the Issuer enters into loans, OTC derivatives, securities lending transactions and other financial transactions with a number of counterparties. Credit risk is the risk of loss that the Issuer may incur as a result of borrowers or other counterparties of the Issuer defaulting on their payment obligations in respect of such transactions, including the risks attaching to the Issuer's customers having financial difficulties and risks relating to large exposures, which could impact the Issuer's ability to meet its obligations under the Notes.

Market risk

The Issuer faces market risks as an inherent part of its business. The Issuer's market risk relates to the risk of loss that the Issuer may incur because of adverse developments in market values resulting from fluctuations in interest rates, credit spreads, foreign currency exchange rates and equity and commodity prices. The performance of financial markets may cause changes in the value of the Issuer's investment and trading books which may adversely affect the Issuer's financial position, including reducing its revenue which, in turn, could prevent the Issuer from fulfilling its payment obligations under the Notes.

Liquidity risk

The Issuer is subject to liquidity risk, being the risk that a lack of funding prevents the Issuer from being able to finance its activities (i.e. to ensure the growth of its assets or perform its obligations as they fall due). The Issuer is subject to the following types of liquidity risk:

- i. physical liquidity risk, being the risk of default by the Issuer on its liabilities to counterparties in any currency because of a shortage of cash or non-cash funds; and
- ii. structural liquidity risk (i.e. concentration risk), being the risk of a significant deterioration of the Issuer's physical or regulatory liquidity due to an imbalance in the Issuer's asset and liability structure, which arises from a mismatch between the maturity of the Issuer's assets and liabilities. Although an unmatched position potentially enhances profitability, it can also increase the risk of losses for the Issuer.

If the Issuer is unable to finance its activities due to a lack of liquidity, this could lead creditors to form a negative view of Issuer's liquidity. This could result in higher borrowing costs and decreased access to various funding sources for the Issuer, which, in turn, could have an adverse effect on the Issuer's business, results of operations, financial position or prospects.

Insolvency risks under Cypriot law

The insolvency proceedings to which the Issuer could be subject to in Cyprus are (i) receivership, (ii) administration and (iii) winding up (a) by the court, (b) voluntarily by its shareholders or creditors or (c) subject to the supervision of the court. As the Notes are unsecured obligations, in the event of the insolvency of the Issuer, Noteholders would be unsecured creditors of the Issuer (and each Noteholder would rank *pari passu* with each other) and, depending on the size of the insolvency proceeds recovered following such insolvency, each Noteholder may receive less than it would have expected to receive under the Notes (and this may be less than its initial investment).

Risk factor relating to the ultimate shareholder of the Issuer

The ultimate shareholder owning and controlling the Issuer is Oleg Mikhasenko, who is the sole ultimate beneficial owner of the Group. The Issuer does not have any specific measures in place to ensure that this position of control is not abused. If such position of control is abused, this could have a material adverse effect on the Issuer's financial condition, results of operations and future prospects which may, in turn, result in the Issuer being unable to fulfil its obligation to Noteholders under the Notes.

Risks factors relating to the Russian Federation

Economic, political and legal uncertainty in Russia could have a material adverse effect on the Issuer. A significant proportion of the Issuer's revenue is derived from Russian investors and, as such, a large number of the Issuer's counterparties are based in Russia. Instability in Russia (as further described in more detail in the risk factors below) could seriously impact Russian counterparties' ability to invest which could lead to a reduction in the Issuer's revenue. Any such reduction in revenue could potentially affect the Issuer's ability to make payments to Noteholders under the Notes in part or in full.

KEY INFORMATION ON THE NOTES

What are the main features of the Notes?

Type, class and ISIN:

The Notes are share linked notes issued as Series number 198, Tranche number 1. The Notes are issued in registered form and have the following ISIN Code: XS2369557371.

The Notes are linked to a basket of the following shares (each a "Share" and together the "Shares"):

- i. Discovery Inc (Bloomberg Code: DISCA UW Equity; ISIN: US25470F1049);
- ii. Okta Inc (Bloomberg Code: OKTA UW Equity; ISIN: US6792951054);
- iii. Pinterest Inc (Bloomberg Code: PINS UN Equity; ISIN: US72352L1061);
- iv. Tencent Music Entertainment Group (Bloomberg Code: TME UN Equity; ISIN: US88034P1093); and
- v. Wynn Resorts Ltd (Bloomberg Code: WYNN UW Equity; ISIN: US9831341071).

Currency, denomination, par value, number of securities issued and duration:

The Notes are denominated in U. S. Dollars ("USD"). The Notes have a maturity date of 8 December 2026 (the "Maturity Date"). As at the issue date of the Notes, there will be 8,000 Notes of the Series in issue. The Notes have a denomination of USD 1,250 per Note and an aggregate nominal amount of USD 10,000,000.

Rights attached the Securities:

Status of the Notes

The Notes constitute unsubordinated and unsecured obligations of the Issuer. The Notes constitute direct, general and unconditional obligations of the Issuer which rank at least *pari passu* with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Events of Default

The terms of the Notes contain events of default including non-payment, non-performance or non-observance of the Issuer's obligations in respect of the Notes and the insolvency or winding up of the Issuer.

Meetings

The terms of the Notes contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. 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.

Taxation

All payments in respect of Notes will be made free and clear of withholding taxes of the Republic of Cyprus, as the case may be, unless the withholding is required by any law and/or regulation.

Governing law

The Notes, the Agency Agreement (as amended or supplemented from time to time) and the Deed of Covenant and any non-contractual obligations arising out of or in connection with the Agency Agreement (as amended or supplemented from time to time) and the Deed of Covenant are governed by, and shall be construed in accordance with English law.

Interest

The Notes pay interest determined by reference to the Shares. Interest, if any, will be payable on the Interest Period End Dates as the Interest Payment Dates for the Notes.

The Notes bear or pay interest on the basis of a "Snowball Digital Coupon Condition" with a memory effect. Any interest not paid in respect of a period may be paid at a later date if certain conditions are met.

In summary, if the Reference Value of the Worst Performing Share (the "**Worst Value**"),

- i. in respect of the Interest Valuation Dates scheduled to fall on 1 December 2021, is greater than or equal to 80%; or
- ii. in respect of the Interest Valuation Dates scheduled to fall on 1 March 2022, is greater than or equal to 79%; or
- iii. in respect of the Interest Valuation Dates scheduled to fall on 1 June 2022, is greater than or equal to 78%; or
- iv. in respect of the Interest Valuation Dates scheduled to fall on 1 September 2022, is greater than or equal to 77%; or
- v. in respect of the Interest Valuation Dates scheduled to fall on 1 December 2022, is greater than or equal to 76%; or
- vi. in respect of the Interest Valuation Dates scheduled to fall on 1 March 2023, is greater than or equal to 75%; or
- vii. in respect of the Interest Valuation Dates scheduled to fall on 1 June 2023, is greater than or equal to 74%; or
- viii. in respect of the Interest Valuation Dates scheduled to fall on 1 September 2023, is greater than or equal to 73%; or
- ix. in respect of the Interest Valuation Dates scheduled to fall on 1 December 2023, is greater than or equal to 72%; or
- x. in respect of the Interest Valuation Dates scheduled to fall on 1 March 2024, is greater than or equal to 71%; or
- xi. in respect of the Interest Valuation Dates scheduled to fall on 1 June 2024, is greater than or equal

to 70%; or

xii. in respect of the Interest Valuation Dates scheduled to fall on 1 September 2024, is greater than or equal to 69%; or

xiii. in respect of the Interest Valuation Dates scheduled to fall on 1 December 2024, is greater than or equal to 68%; or

xiv. in respect of the Interest Valuation Dates scheduled to fall on 1 March 2025, is greater than or equal to 67%; or

xv. in respect of the Interest Valuation Dates scheduled to fall on 1 June 2025, is greater than or equal to 66%; or

xvi. in respect of the Interest Valuation Dates scheduled to fall on 1 September 2025, is greater than or equal to 65%; or

xvii. in respect of the Interest Valuation Dates scheduled to fall on 1 December 2025, is greater than or equal to 64%; or

xviii. in respect of the Interest Valuation Dates scheduled to fall on 1 March 2026, is greater than or equal to 63%; or

xix. in respect of the Interest Valuation Dates scheduled to fall on 1 June 2026, is greater than or equal to 62%; or

xx. in respect of the Interest Valuation Dates scheduled to fall on 1 September 2026, is greater than or equal to 61%; or

xxi. in respect of the Interest Valuation Dates scheduled to fall on 1 December 2026, is greater than or equal to 60%.

Noteholders will receive an interest payment on the related interest payment date equal to (A) the Specified Denomination *multiplied by* (B) 3% per Interest Period. Noteholders will also receive on such interest payment date the sum of all unpaid interest amounts in respect of any previous interest payments at such rate. However, if the Reference Value of the Worst Performing Share in respect of such Interest Valuation Date is less than the relevant value specified above for such Interest Valuation Date, no interest amount is payable on such interest payment date.

Where:

“**Closing Value**” means the value of a Share at the close of trading on the relevant exchange in respect of a given trading day;

“**Initial Value**” means, for each Share, the lowest Closing Value from all of the Strike Days in the Strike Period;

“**Interest Period**” means each period 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 (or the Maturity Date in the case of the last Interest Period);

“**Interest Period End Date**” 8 March, 8 June, 8 September and 8 December in each year, commencing on 8 December 2021 up to and including the Maturity Date (in each case subject to adjustment in accordance with the following business day convention);

“**Interest Valuation Date**” 1 March, 1 June, 1 September and 1 December in each year, commencing on 1 December 2021 up to and including 1 December 2026 (or, if any such day is not a scheduled trading day for a Share, the next following scheduled trading day);

“Reference Value” means the Closing Value in respect of a Share in respect of a relevant valuation date divided by the Initial Value in respect of such Share, expressed as a percentage;

“Strike Period” means each of the following Strike Days: 6 September 2021, 6 October 2021 and 8 November 2021 (or, if any such day is not a Scheduled Trading Day, the next following Scheduled Trading Day);

“Specified Denomination” means USD 1,250; and

“Worst Performing Share” means the Share with the lowest Reference Value in respect of a relevant Interest Valuation Date.

Early Redemption

The Notes may be redeemed early for tax reasons at the early redemption amount calculated in accordance with the terms and conditions of the Notes. In addition, the Notes may be redeemed early following an automatic early redemption (see “*Automatic Early Redemption*” below).

The Notes may also be cancelled or redeemed early following the occurrence of certain disruption, adjustment, extraordinary or other events in relation to the Shares.

Automatic Early Redemption

If the Reference Value in respect of the Worst Performing Share in respect of an Automatic Early Redemption Valuation Date is greater than or equal to Automatic Early Redemption Price, the Notes will be automatically redeemed at 115% of par.

“Automatic Early Redemption Valuation Date” means each Interest Valuation Date (except for the Interest Valuation Date scheduled to fall on 1 December 2026).

Final Redemption – Notes

Each Note will be redeemed by the Issuer on the Maturity Date (unless previously redeemed or purchased and cancelled) at the Final Redemption Amount for Autocall Standard Notes.

In summary, if the Reference Value of the Worst Performing Share in respect of the last Interest Valuation Date is greater than or equal to 60%, the Notes will be redeemed at par. If the Reference Value in respect of the Worst Performing Share in respect of the last Interest Valuation Date is less than 60% (representing a decline of more than 40% from the Initial Value of such Worst Performing Share), Noteholders will receive a final redemption amount in USD equal to (A) the Specified Denomination multiplied by (B) the Reference Value in respect of the Worst Performing Share in respect of the last Interest Valuation Date (which shall be the Knock-in Determination Day and the SPS Redemption Valuation Date), with the result that the nominal amount invested by a Noteholder will be lost at a rate of 1% for every 1% that the Closing Value of such Worst Performing Share in respect of the last Interest Valuation Date is below the Initial Value of such Worst Performing Share.

Restrictions on free transferability of the securities:

The Notes will be freely transferable, subject to the offering and selling restrictions in the Russian Federation, the Republic of Cyprus and under the Prospectus Regulation and the laws of any jurisdiction in which the relevant Notes are offered or sold.

Where will the securities be traded?

Application has been made for the Notes to be admitted to the official list (the “**Official List**”) of Euronext Dublin and to trading on its regulated market (the “**Regulated Market of Euronext Dublin**”).

Is there a guarantee attached to the Notes?

Brief description of the Guarantor

The Guarantor's legal and commercial name is FG BCS Ltd. It was incorporated in the Republic of Cyprus on 24 September 2015 as a limited liability company under the Cyprus Companies Law, Cap.113 and is registered with the Registrar of Companies of the Department of Registrar of Companies and Official Receiver of the Republic of Cyprus with registered number HE 347295. The Guarantor's registered office is at Krinou, 3, THE OVAL, 2nd floor, Flat/office 203, Agios Athanasios, 4103, Limassol, Cyprus. Its principal activities are to serve as an investment holding and financing company. Its sole beneficiary and ultimate controlling party is Oleg Mikhasenko and its LEI is 213800GU1EOKGT4JCA10.

Nature and scope of guarantee

The Notes are the subject of a deed of guarantee dated 14 June 2021 entered into by the Guarantor and pursuant to which the Guarantor unconditionally and irrevocably guaranteed to each Noteholder the due and punctual payment of all sums from time to time payable by the Issuer in respect of the relevant Note as and when the same become due and payable. In addition, the Guarantor irrevocably and unconditionally agreed to indemnify the Issuer from and against any loss, liability or cost incurred by the Issuer as a result of the breach by any other member of its group of any contractual obligation owed to the Issuer.

Key financial information of the Guarantor

The summary information in the tables below is extracted from the audited and consolidated financial statements of the Guarantor as at and for the year ended 31 December 2018, the audited and consolidated financial statements of the Guarantor as at and for the year ended 31 December 2019, the unaudited and consolidated financial statements of the Guarantor as at and for the half year period ended 30 June 2019 and the unaudited and consolidated financial statements of the Guarantor as at and for the half year period ended 30 June 2020.

Comparative Annual Financial Data – In RUB

	31/12/2019	31/12/2018	For the 6 months ended 30/06/2020 (unaudited)	For the 6 months ended 30/06/2019 (unaudited)
<i>Table 1</i>				
Income statement				
Net profit or loss	493,782	4,611,546	5,792,502	93,635
<i>Table 2</i>				
Balance sheet				
Total Liabilities	251,484,368	222,936,933	288,115,325	-
Cash at bank and in hand	21,365,732	32,482,767	33,870,155	-
<i>Table 3</i>				
Cash flow statement				
Net cash generated from operating activities	(8,464,509)	596,499	10,398,525	2,926,540
Net cash used in financing activities	(166,424)	(1,387,356)	(231,538)	(111,279)
Net cash generated from investing activities	1,601,806	(19,587)	(1,860,685)	(255,603)

The most material risk factors pertaining to the Guarantor

Operational risk

The Guarantor is subject to operational risk, being the risk of direct or indirect losses resulting from inadequate or failed internal processes, people or systems or from external events. Losses can take the form of direct financial losses, regulatory sanctions or lost revenues.

Insolvency

The insolvency proceedings to which the Guarantor could be subject to in Cyprus are the same as the Issuer (see "Insolvency risks under Cypriot law above").

Ultimate shareholder of the Guarantor

The ultimate shareholder owning and controlling the Guarantor is Oleg Mikhasenko. If a shareholder abuses a position of control, this could have a material adverse effect on the financial condition of the Guarantor, the results of operations and future prospects, which, in turn, could result in the Guarantor failing to fulfil its obligations to the Noteholders.

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

In addition to the risks relating to the Issuer (including default risk) that may affect the Issuer's ability to fulfil its obligations under the Notes, there are certain factors which are material for the purposes of assessing the market risks associated with Notes, including that (i) the Notes are unsecured obligations, (ii) the trading market for the Notes may be volatile and may be adversely impacted by many events, (iii) an active secondary market may never be established or may be illiquid and that this may adversely affect the value at which an investor may sell its Notes (investors may suffer a partial or total loss of the amount of their investment), (iv) the trading price of the Notes is affected by a number of factors including, but not limited to, the price of the Shares and volatility and such factors mean that the trading price of the Notes may be below the Final Redemption Amount, (v) exposure to the Shares may be achieved by the Issuer entering into hedging arrangements and investors are exposed to the performance of these hedging arrangements and events that may affect the hedging arrangements and consequently

the occurrence of any of these events may affect the value of the Notes, (vi) the occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Notes, or early redemption or may result in the amount payable on scheduled redemption being different from the amount expected to be paid at scheduled redemption and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Notes, and (vii) the meetings of Noteholders provisions permit defined majorities to bind all Noteholders. In addition, there are specific risks in relation to Notes which are linked to a basket of Shares and an investment in such Notes will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to share linked Notes include similar market risks to a direct equity investment, potential adjustment events or extraordinary events affecting the shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Shares. In certain circumstances Noteholders may lose the entire value of their investment.

KEY INFORMATION ON THE OFFER OF THE NOTES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

The Notes are offered by way of private placement. This is not a public offer and the Issuer does not consent to the use of this Final Terms in connection with any public offer of the Notes.

The Issuer has appointed BrokerCreditService (Cyprus) Limited (the "**Dealer**") as the Dealer for the Programme. The arrangements under which Notes may from time to time be agreed to be sold by the Issuer to, and purchased or placed by, the Dealer is set out in the Dealer Agreement between the Issuer and the Dealer.

No expenses will be chargeable by the Issuer to an investor in connection with the issue of the Notes. Any expenses chargeable by the Dealer to an investor shall be changed in accordance with any relevant contractual arrangements between the Dealer and that investor.

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

BrokerCreditService (Cyprus) Limited (as the Dealer for the Programme). BrokerCreditService (Cyprus) Limited was incorporated in Cyprus on 7 December 2004, Registration Number HE 154856. Its registered office is at Spyrou Kyprianou & 1 Oktovriou, 1 VASHIOTIS KALANDE OFFICES, 2nd floor, Mesa Geitonia, 4004 Limassol, Cyprus.

Why is the prospectus being produced?

The use and estimated net amount of the proceeds:

The net proceeds from the issue of the Notes will be used for the general financing purposes of the Issuer. The offer of the Notes is not subject to an underwriting agreement.

Conflicts of interest:

Various entities within the Group (including the Issuer) may undertake different roles in connection with the Notes and may also engage in trading activities (including hedging activities) relating to the Shares and other instruments or derivative products based on or relating to the Shares which may give rise to potential conflicts of interest. In particular, the Calculation Agent is an affiliate of the Issuer. The Calculation Agent has no obligation to act in the best interests of the Noteholders and therefore a conflict of interest may arise between the Calculation Agent and Noteholders.