

## AMENDED AND RESTATED FINAL TERMS

THESE AMENDED AND RESTATED FINAL TERMS HAVE BEEN CREATED SOLELY AS A MATTER OF RECORD TO EVIDENCE THE CURRENT FINAL TERMS OF THE NOTES AS AMENDED WITH EFFECT FROM 18 MAY 2023 BY THE ISSUER PURSUANT TO THE FIRST PARAGRAPH OF CONDITION 14(b) OF THE NOTES, AS NOTIFIED TO NOTEHOLDERS VIA A NOTICE OF THE AMENDMENT DATED 18 MAY 2023, TO AMEND THE FINAL TERMS BY THE INSERTION OF ANNEX A HERETO, APPLYING A NEW PROVISION REGARDING PAYMENT IN A FALLBACK CURRENCY IN THE EVENT OF A PAYMENT DISRUPTION EVENT (AS SUCH TERMS ARE DEFINED IN ANNEX A HERETO). NO OFFER OF ANY OF THE NOTES IS BEING MADE BY THE ISSUER (AS DEFINED BELOW) PURSUANT TO THIS DOCUMENT OR OTHERWISE AND THE ISSUER DOES NOT ACCEPT ANY ADDITIONAL OBLIGATIONS TO NOTEHOLDERS IN RELATION TO THIS DOCUMENT.

Final Terms dated 09 October 2020, as amended and restated on 18 May 2023

# BROKER CREDIT SERVICE STRUCTURED PRODUCTS PLC

*(incorporated in The Republic of Cyprus)  
(as Issuer)*

**Issue of Series 2020-28 RUB 100,000,000 Share Linked Notes with Snowball Digital Coupon due  
November 2023**

**(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 Regulation (EU) 2017/1129 (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 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.

## 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*” and “*Annex 3 – Additional Terms and Conditions for Share Linked Notes*” in the Base Prospectus dated 20 December 2019 and the Supplement to the Base Prospectus dated 10 June 2020, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of 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.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and the Supplement to the Base Prospectus. The Base Prospectus, the Supplement to 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, the Supplement to the Base Prospectus and these Final Terms will also be available on the Euronext Dublin website ([www.ise.ie](http://www.ise.ie)). A copy of these Final Terms, the Base Prospectus and the Supplement to 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, the Supplement to 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 ([www.ise.ie](http://www.ise.ie)).

1.	Issuer:	BrokerCreditService Structured Products plc
2.	(i) Series Number:	2020-28
	(ii) Tranche Number:	1
	(iii) Fiscal Agency Agreement:	Applicable
3.	Specified Currency:	Russian Roubles (“ <b>RUB</b> ”), subject to the provisions of Annex A <sup>1</sup>
4.	Aggregate Nominal Amount:	
	(i) Series:	RUB 100,000,000
	(ii) Tranche:	RUB 100,000,000
5.	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6.	Minimum Trading Size:	Not Applicable
7.	(i) Specified Denominations:	RUB 100,000
	(ii) Calculation Amount:	RUB 100,000
8.	(i) Issue Date and Interest Commencement Date:	09 October 2020
9.	Maturity Date:	20 November 2023 or if such day is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the

<sup>1</sup> Amendment to reflect payment in a fallback currency in case of a Payment Disruption Event.

		immediately preceding Business Day (the “Scheduled Maturity Date”)
10.	Form of Notes:	Registered
11.	Interest Basis:	Share Linked Interest (further particulars described below)
12.	Coupon Switch:	Not Applicable
13.	Redemption/Payment Basis:	100 per cent. of nominal amount
14.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
15.	Put/Call Options:	Not Applicable
16.	Settlement Currency:	RUB, subject to the provisions of Annex A <sup>2</sup>
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**

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 (or the Scheduled Maturity Date in the case of the last Interest Period).
	(iii) Interest Period End Date(s):	20 November in each calendar year from (and including) the Strike Date up to (and including) the Scheduled Maturity Date (or, if any such day is not a Scheduled Trading Day, the next following Scheduled Trading Day)
	(iv) Business Day Convention for Interest Period End Date(s):	Not Applicable
	(v) Interest Payment Date(s):	The third Business Day following each Interest Period End Date, provided that the Interest Payment Date in respect of the last Interest Period shall be the date falling three

<sup>2</sup> Amendment to reflect payment in a fallback currency in case of a Payment Disruption Event.

	(3) Business Days following the Scheduled 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):	BrokerCreditService (Cyprus) Limited
(viii) Margin(s):	Not Applicable
(ix) Minimum Interest Rate:	Not Applicable
(x) Maximum Interest Rate:	Not Applicable
(xi) Day Count Fraction:	Actual/Actual (ISDA)
(xii) Determination Dates:	Not Applicable
(xiii) Accrual to Redemption:	Not Applicable
(xiv) Rate of Interest:	Coupon Rate
(xv) Coupon Rate:	Snowball Digital Coupon applicable
(xvi) Rate(i):	In respect of: <ul style="list-style-type: none"> <li>(i) the first Interest Period, 1 per cent. per annum; and</li> <li>(ii) each other Interest Period, 10 per cent. per annum.</li> </ul>
(xvii) Snowball Digital Coupon:	Applicable
(i) Snowball Digital Coupon Condition:	Equal to or greater than
(ii) SPS Coupon Valuation Date:	Each Interest Period End Date and the Scheduled Maturity Date (to the extent it is not an Interest Period End Date)
(iii) SPS Coupon Valuation Period:	Not Applicable
(iv) SPS Date Weighting:	Not Applicable
(v) Snowball Barrier Value:	Worst Value
(vi) Snowball Level:	100 per cent.

#### 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)	Scheduled Trading Day:	All Shares Basis.
(vi)	Shares:	See paragraph 30(i) below.
(vii)	Strike Date:	20 November 2020
(xi)	Underlying Reference Strike Price:	Strike Price Closing Value
(xii)	FX Conversion:	Not Applicable
(xiii)	Underlying Reference FX Level:	Not Applicable
(xiv)	Underlying Reference FX Strike Level:	Not Applicable
(xv)	Strike Period:	Not Applicable
(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)	Share(s)/Share Company/Basket of Shares/GDR/ADR:	<p>Basket of Shares comprising of</p> <p>(i) the ordinary shares of Twilio Inc. (<i>Bloomberg Code: TWLO US Equity; ISIN: US90138F1021</i>) (the “<b>Twilio Shares</b>”);</p> <p>(ii) the ordinary shares of Abiomed Inc. (<i>Bloomberg: ABMD US Equity; ISIN: US0036541003</i>) (the “<b>Abiomed Shares</b>”);</p> <p>(iii) the American depositary receipts of Nokia Oyj. (<i>Bloomberg Code: NOK US Equity; ISIN: US6549022043</i>) (the “<b>Nokia Shares</b>”);</p> <p>(iv) the common stock of Western Digital Corporation (<i>Bloomberg Code: WDC US Equity; ISIN: US9581021055</i>) (the “<b>Western Digital Shares</b>”);</p>

	(v)	the ordinary shares of General Motors Co. ( <i>Bloomberg Code: GM US Equity; ISIN: US37045V1008</i> ) (the “ <b>General Motors Shares</b> ”); and
	(vi)	the ordinary shares of Alexion Pharmaceuticals Inc. ( <i>Bloomberg Code: ALXN US Equity; ISIN: US0153511094</i> ) (the “ <b>Alexion Shares</b> ”)
(ii)	Relative Performance Basket:	Applicable
(iii)	Share Currency:	United States Dollars
(iv)	ISIN of Share(s):	See paragraph 30(i) above.
(v)	Screen Page/Exchange Code:	See paragraph 30(i) above.
(vi)	Averaging:	Averaging does not apply to the Notes.
(vii)	Strike Date:	20 November 2020
(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):	In respect of: <ul style="list-style-type: none"> <li>(i) each of the Western Digital Shares and the General Motors Shares, NASDAQ; and</li> <li>(ii) each of the Twilio Shares, the Abiomed Shares, the Nokia Shares, and the Alexion Shares the New York Stock Exchange.</li> </ul>
(xv)	Related Exchange(s):	All Exchanges
(xvi)	Weighting:	Not Applicable
(xvii)	Valuation Time:	Scheduled Closing Time
(xviii)	Share Correction Period:	As per Conditions
(xix)	Optional Additional Disruption Events:	The following Optional Additional Disruption Events apply to the Notes: Increased Cost of Hedging

		Insolvency Filing
	(xx) Trade Date:	09 October 2020
	(xxi) Market Disruption:	Specified Maximum Days of Disruption will be equal to eight in respect of each Share.
	(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.	Credit Linked Notes:	Not Applicable
37.	Additional Business Centre(s):	Any day on which commercial banks are open for business in Moscow (the Russian Federation), New York (United States of America), London (the United Kingdom) and Limassol (Republic of Cyprus)

#### PROVISIONS RELATING TO REDEMPTION

38.	Final Redemption Amount:	Final Payout [ <i>for the avoidance of doubt, being, in respect of each Note, Calculation Amount x Constant Percentage 1</i> ]
39.	Final Payout:	SPS Fixed Percentage Notes
	(i) Constant Percentage 1:	100 per cent.
40.	Payout Conditions:	Not Applicable
41.	Automatic Early Redemption:	Not Applicable
42.	Call Option:	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	Not Applicable
53.	Early Redemption Amount:	An amount equal to the sum of the Principal Amount then outstanding and any interest accrued on such Principal Amount up to (and excluding) the date of redemption (and, for the avoidance of doubt, the redemption amount in respect of each Security (of the Specified Denomination), shall be such Security's pro rata share of such amount)
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 APPLICABLE 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, Moscow and 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: 08 October 2020
61. Relevant Benchmark[s]: Not Applicable

Signed on behalf of the Issuer:

By:  Alena 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 the Official List and to trading on the Regulated Market of Euronext Dublin 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

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 "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: RUB 100,000,000
- (iii) Estimated total expenses: Nil save for the expenses in paragraph 1(ii) above.

### 4 PERFORMANCE OF THE 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 and below:

Twilio Shares	<a href="https://www.nyse.com/quote/XNYS:TWLO">https://www.nyse.com/quote/XNYS:TWLO</a>
Abiomed Shares	<a href="https://www.nyse.com/quote/XNGS:ABMD">https://www.nyse.com/quote/XNGS:ABMD</a>
Nokia Shares	<a href="https://www.nyse.com/quote/XNYS:NOK">https://www.nyse.com/quote/XNYS:NOK</a>
Western Digital Shares	<a href="https://www.nasdaq.com/market-activity/stocks/wdc">https://www.nasdaq.com/market-activity/stocks/wdc</a>
General Motor Shares	<a href="https://www.nasdaq.com/market-activity/stocks/gm">https://www.nasdaq.com/market-activity/stocks/gm</a>
Alexion Shares	<a href="https://www.nasdaq.com/market-activity/stocks/alxn">https://www.nasdaq.com/market-activity/stocks/alxn</a>

### 7 OPERATIONAL INFORMATION

- ISIN: XS2242762651
- Common Code: 224276265
- Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

Additional U.S. federal income tax considerations: Not Applicable

## 8 DISTRIBUTION

(i) Method of distribution: Non-syndicated

If syndicated: Not Applicable

(iii) If non-syndicated, name and address of Dealer: BrokerCreditService (Cyprus) Limited

(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

## 9 TERMS AND CONDITIONS OF THE OFFER

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 place. Not Applicable

**10 PROHIBITION OF SALES TO EEA  
RETAIL INVESTORS**

Prohibition of Sales to EEA Retail Investors Not Applicable

## Annex A<sup>3</sup>

For so long as the Notes are represented by a Global Note or a Global Note Certificate:

For so long as a Payment Disruption Event has occurred and is continuing (as determined by the Calculation Agent in its sole and absolute discretion), the Issuer shall be entitled to satisfy its obligations in respect of any payments under the Notes by making such payment in an amount of the Fallback Currency, converted from the amount payable in the Specified Currency or Settlement Currency, as applicable, at the Specified Rate, where:

“**Payment Disruption Event**” means the relevant clearing system(s) has withdrawn or announced the decision to withdraw the Specified Currency or the Settlement Currency as a settlement currency pursuant to its operating procedures, or it becomes otherwise impossible for the Issuer to make payments due under the Conditions of the Notes through the clearing systems in the Specified Currency or the Settlement Currency, as applicable, as a result of circumstances beyond the Issuer’s control, in each case as determined by the Calculation Agent acting in good faith and a commercially reasonable manner.

“**Fallback Currency**” means USD, or if the Calculation Agent determines that USD is not freely available to the Issuer, such other currency as selected by the Calculation Agent acting in good faith and in a commercially reasonable manner.

“**FX Business Day**” means, for the purposes of determining the Specified Rate only, a day, other than a Saturday or Sunday, on which commercial banks and foreign exchange markets are open, or not authorised to close, in Moscow, Russia.

“**Rate Calculation Day**” means the third FX Business Day preceding each Interest Payment Date, the Maturity Date or any other date on which principal, interest or any other amount shall become payable pursuant to the Conditions of the Notes.

“**Specified Rate**” means, with respect to any Rate Calculation Day, the MOEX USD/RUB FX FIXING rate (if the Fallback Currency is USD) in each case on the Rate Calculation Day expressed as the amount of RUB per one unit of Fallback Currency and as reported on the official website of Moscow Exchange (<https://www.moex.com/en/fixing/> or any successor page), as determined by the Calculation Agent. In the event that such FX rates are unavailable for the relevant Rate Calculation Day, the Calculation Agent shall determine the Specified Rate by reference to, first, the relevant FX rates published by the Central Bank of Russia ([https://www.cbr.ru/eng/currency\\_base/daily/](https://www.cbr.ru/eng/currency_base/daily/) or any successor page) on the relevant Rate Calculation Day, failing which the relevant rate shall be the rate as determined by the Calculation Agent acting in good faith and a commercially reasonable manner.

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<sup>3</sup> Amendment to reflect payment in a fallback currency in case of a Payment Disruption Event.