

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT.

THIS ANNOUNCEMENT CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO AND REQUIRES IMMEDIATE ATTENTION OF THE REGISTERED AND BENEFICIAL OWNERS OF THE NOTES AND OTHER THIRD PARTIES (INCLUDING DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES). IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS ANNOUNCEMENT ARE REQUIRED TO EXPEDITE TRANSMISSION HEREOF TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER. IF HOLDERS OR BENEFICIAL OWNERS OF THE NOTES OR ANY THIRD PARTIES ARE IN ANY DOUBT AS TO THE MATTERS REFERRED TO IN THIS ANNOUNCEMENT, THEY SHOULD CONSULT THEIR STOCKBROKER, LAWYER, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER WITHOUT DELAY.

NEITHER THIS ANNOUNCEMENT NOR AN INVITATION TO EXERCISE THE DIRECT PAYMENT OPTION CONSTITUTES AN OFFER ('OFERTA') PURSUANT TO RUSSIAN LAW OR THE LAWS OF ANY OTHER JURISDICTION, OR AN ADVERTISEMENT, OR AN OFFER OF SECURITIES TO AN UNLIMITED NUMBER OF PERSONS WITHIN OR OUTSIDE THE TERRITORY OF THE RUSSIAN FEDERATION.

20 November 2023

**ANNOUNCEMENT OF AMENDMENT OF NOTES CONDITIONS  
AND INVITATION TO RECEIVE PAYMENTS VIA DIRECT PAYMENT OPTION**

**Series 34 RUB500,000,000 Credit Linked Notes due December 2023 issued by BrokerCreditService Structured Products plc (the "Issuer") under the EUR10,000,000,000 Euro Medium Term Programme and guaranteed by FG BCS LTD (the "Guarantor") (ISIN: XS1943597994; Common Code: 194359799) (the "Notes")**

**Introduction of the new payment mechanics**

Reference is made to the base prospectus dated 2 July 2018 and the supplements thereto dated 15 August 2018 and 14 November 2018 (the "**Base Prospectus**"), the final terms dated 1 February 2019, as amended and restated on 29 May 2023 and 20 November 2023 (the "**Amended and Restated Final Terms**"), the issue and paying agency agreement dated 2 July 2018 (the "**Agency Agreement**") and the deed of guarantee dated 13 July 2021 (the "**Deed of Guarantee**"), and, together with the Base Prospectus, the Amended and Restated Final Terms and the Agency Agreement, the "**Notes Documentation**"). Terms used, but not defined herein, shall have the meanings given to them in the Notes Documentation.

Based on the new Condition 8(i) of the section entitled "*Terms and Conditions of the Notes*" of the Base Prospectus, which was implemented pursuant to the Amended and Restated Final Terms, the Issuer is entitled to make payments under the Notes in the following manner (including, through a combination of options set out below, *provided that* each such option can be used in relation to some or all of the Notes or some or all of the Noteholders, in each case as determined at the sole and absolute discretion of the Issuer):

1. directly or through the relevant clearing systems or other financial intermediaries, including additional paying agents or settlement agents (the "**Direct Payment Option**");
2. through nominal accounts, escrow accounts or such other accounts opened in the name or to the benefit of some or all of the Noteholders (the "**Alternative Payment Option**"); and/or
3. in accordance with Conditions 8(a) (*Principal*) and 8(b) (*Interest*) of the Base Prospectus, to the Noteholders other than holders of the Notes in respect of which payments have been made or have been arranged to be made in accordance with the Direct Payment Option or the Alternative Payment Option.

Further details on the new payment mechanics are set out in the Amended and Restated Final Terms available at: <https://www.bcs-sp.com/docs/structured-notes/>.

## Payments in accordance with the Direct Payment Option

The Issuer hereby announces that Noteholders willing to elect to receive the amount of principal and interest due 20 December 2023 (the "**Amounts Payable**") through the Direct Payment Option shall submit a direct payment application (the "**Direct Payment Application**") to BrokerCreditService Ltd, acting as the Issuer's and the Guarantor's additional paying agent to facilitate the respective payments to the Noteholders (the "**Additional Paying Agent**"). To be eligible to receive the Amounts Payable pursuant to the Direct Payment Option, the Noteholder shall remain the holder of the Notes as of the date of submission of the Direct Payment Application and the Record Date.

Noteholders wishing to receive payment of the Amounts Payable in accordance with the Direct Payment Option are invited to provide the Additional Paying Agent with the Direct Payment Application signed and completed by or on behalf of the respective Noteholder, the form of which is attached as schedule hereto and available upon request, by 5 Business Day prior to the Record Date. The Noteholder submitting the Direct Payment Application shall also deliver or procure the delivery of the necessary documents and give the required instructions to the depositary safekeeping the Notes and take such other action as may be required to receive the Amounts Payable in accordance with the Direct Payment Option, including those provided for in the Direct Payment Application and the Notes Documentation.

Direct Payment Applications can be submitted in person, and copies of Direct Payment Applications are available upon request in, the offices of the Additional Paying Agent<sup>1</sup>, as well as through online personal account by contacting the dedicated officer, *provided that* the respective Noteholder has, with respect to Noteholders who are clients of the Additional Paying Agent, an existing agreement on exchange of electronic documents with the Additional Paying Agent.

Noteholders should note the below indicative timeline of actions. Subject to the Record Date and the Payment Date, the dates specified below are indicative and may be subject to change depending on the factual circumstances:

<b>Date, Working Days</b>	<b>Action</b>
not later than T-6	Submission of Direct Payment Applications to the Additional Paying Agent
T-1	Record Date
on or about T-1	Disclosure of the Payment Currency and the Relevant FX Rate (if applicable)
20 December 2023 (T)	Payment Date envisaged by the Notes Documentation
T+1 – T+30	The Amounts Payable are transferred by the Issuer to the Additional Paying Agent
not later than T+60	The payments of Amounts Payable are made by the Additional Paying Agent to the Noteholders through the Direct Payment Option

As noted above, the Amounts Payable will be paid in the Payment Currency selected at the sole and absolute discretion of the Issuer and announced to the Noteholders together with the Relevant FX Rate (if applicable) following the expiration time for the delivery of the Direct Payment Applications to the Additional Paying Agent. Noteholders should note that, as a result of the applicable conversions, the actual currency of payment may differ from the Payment Currency selected by the Issuer.

The Issuer's payment obligations with respect to the Amounts Payable will be deemed fully discharged and the Issuer will bear no further liability in relation thereto when the relevant Amounts Payable are debited from the Issuer's bank account. Similarly, the Additional Paying Agent's payment obligations with respect to the Amounts Payable will be deemed fully discharged and the Additional Paying Agent will bear no further liability in relation thereto when the relevant Amounts Payable are debited from the Additional Paying Agent's bank account to which the Amounts Payable were credited by the Issuer.

It shall be noted that the Issuer has a right, in its sole and absolute discretion, to refuse any payment of the Amounts Payable in accordance with the Direct Payment Option and elect to discharge the relevant payment obligations in any

---

<sup>1</sup> Please visit <https://bcs.ru/contact> for address details.

other manner envisaged by the Notes Documentation, notwithstanding the due, valid and punctual delivery of the Direct Payment Application and compliance with other applicable conditions. Payments pursuant to the Direct Payment Option will at all times be made in accordance with all applicable laws and subject to procurement of necessary governmental approvals and clearances from the authorities outside the Russian Federation and/or competent Russian authorities (if any).

Noteholders are required to observe the risks inherent to the Direct Payment Option and the effecting of the Direct Payment Application, including the credit risk (a failure by counterparties to discharge their obligations), FX risk (changes in foreign exchange rates), infrastructure risk (disruptions of the clearing and settlement infrastructure), legal risk (changes in laws, interpretation thereof and court practice), operational risk (IT failures, operational errors) and sanctions risk (introduction of new or tightening of existing restrictive measures affecting the ability, methods, form and timing of payment or otherwise affecting such payment or Noteholders or settlement infrastructure becoming subject to sanctions), and shall be solely responsible for any such risks. The Issuer, the Guarantor and the Additional Paying Agent will not bear any liability in connection with any such risks (including the risk of any delays or failures by third parties involved).

Please refer to the Direct Payment Application for more details. Noteholders and Beneficial Owners may contact the Issuer or the Additional Paying Agent using the below contact details with questions or requests for clarifications with regard to the payments or the required documents.

***The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by the Issuer, the Guarantor and the Additional Paying Agent to inform themselves about, and to observe, any such restrictions.***

*This announcement must be read in conjunction with the Notes Documentation. If any Noteholder or Beneficial Owner of the Notes is in any doubt as to the action it should take in connection with this announcement, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. The Issuer and the Additional Paying Agent is not an adviser of any Noteholder, Beneficial Owner or other third parties and does not undertake to provide any financial, legal, tax or other advice thereto.*

#### **Contact Details:**

##### **THE ADDITIONAL PAYING AGENT**

###### **BrokerCreditService Ltd**

Address: 69, Prospect Mira, Building 1, Moscow,  
Russia, 129110

Tel.: 8 (383) 230 55 01

Email: [info@bcs.ru](mailto:info@bcs.ru) (for information requests only  
and not for the submission of Direct Payment  
Application)

##### **THE ISSUER**

###### **BrokerCreditService Structured Products plc**

Address: 182 Agias Filaxeos, Kofteros Business  
Center, Office/Flat 203, 3083 Limassol, Cyprus

##### **THE GUARANTOR**

###### **FG BCS LTD**

Address: Prevezis, 13, 1st Floor, Flat 101, Nicosia,  
Cyprus, 1065

