

Final Terms dated 4 April 2017
BrokerCreditService Structured Products plc
(incorporated in The Republic of Cyprus)
(the "Issuer")

Issue of Series 9 USD 125,000,000 Zero Coupon Notes due 04 April 2027

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 Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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.

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 section entitled "*Terms and Conditions of the Notes*" in the Base Prospectus dated 19 May 2016 and the Supplement to the Base Prospectus dated as of 14 December 2016 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, 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 and the Base Prospectus. The Base Prospectus, these Final Terms and the Supplement to the Base Prospectus (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, these Final Terms and the Supplement to the Base Prospectus will also be available on the Central Bank website (www.centralbank.ie) and these Final Terms will be available for viewing on the website of the Irish Stock Exchange. A copy of these Final Terms and 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 (which comprises the Programme Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms.

The Base Prospectus, these Final Terms and the Supplement to the Base Prospectus are available for viewing at, and copies may be obtained from the Fiscal Agent and will be available on the Central Bank website (www.centralbank.ie).

1.	Issuer:	BrokerCreditService Structured Products plc
2.	(i) Series Number:	9
	(ii) Tranche Number:	1
3.	Specified Currency:	United States Dollars (" USD ")
4.	Aggregate Nominal Amount:	
	(i) Series:	USD 125,000,000
	(ii) Tranche:	USD 125,000,000
5.	Issue Price of Tranche:	78 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.	(i) Issue Date:	04 April 2017
	(ii) Interest Commencement Date (if different from the Issue Date):	Not applicable
9.	Maturity Date:	04 April 2027
10.	Form of Notes:	Registered
11.	Interest Basis:	Zero Coupon
12.	Coupon Switch:	Not Applicable
13.	Redemption/Payment Basis:	Redemption at par
14.	Change of Interest Basis or	Not Applicable

Redemption/Payment Basis:

- | | | |
|-----|-------------------------|---|
| 15. | Put/Call Options: | Put Option applicable (further particulars specified below).
Call Option not applicable. |
| 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 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|-----------|----------------|
| 21. | Interest: | Not Applicable |
|-----|-----------|----------------|

VALUATION METHODOLOGIES FOR COUPON PAYMENTS

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|-----|--|--|
| 22. | Payout Conditions: | Not Applicable |
| 23. | Fixed Rate Provisions: | Not Applicable |
| 24. | Floating Rate Provisions: | Not Applicable |
| 25. | Screen Rate Determination: | Not Applicable |
| 26. | ISDA Determination: | Not Applicable |
| 27. | Zero Coupon Provisions: | Applicable |
| | (i) Accrual Yield: | 2.5 per cent. per annum |
| | (ii) Reference Price: | 78 per cent. of the Aggregate Nominal Amount |
| 28. | Index Linked Interest Provisions: | Not Applicable |
| 29. | Share Linked Interest Provisions: | Not Applicable |
| 30. | Commodity Linked Interest Provisions: | Not Applicable |
| 31. | Fund Linked Interest Provisions: | Not Applicable |
| 32. | ETI Linked Interest Provisions: | Not Applicable |
| 33. | Foreign Exchange (FX) Rate Linked Interest Provisions: | Not Applicable |
| 34. | Underlying Interest Rate Linked Interest Provisions: | Not Applicable |
| 35. | Credit Linked Notes: | Not Applicable |
| 36. | Additional Business Centre(s): | Nicosia |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|--------------------------|------------------------------------|
| 37. | Final Redemption Amount: | Calculation Amount x 100 per cent. |
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38. Final Payout: Not Applicable

VALUATION METHOD FOR REDEMPTION PAYMENT:

39. Payout Conditions: Not Applicable

40. Automatic Early Redemption: Not Applicable

41. Issuer Call Option: Not Applicable

42. Put Option: Applicable

(i) Optional Redemption Date(s): 04 April of each year commencing on 04 April 2018

(ii) Optional Redemption Valuation Date(s): Not Applicable

(iii) Optional Redemption Amount(s): Calculation Amount x 100 per cent.

43. Aggregation: Not Applicable

44. Index Linked Redemption Amount: Not Applicable

45. Share Linked Redemption 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): Amortised Face Amount

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

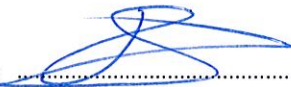
55. Form of Notes: Registered Notes

Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note

New Global Note: No

- Additional Financial Centre(s) or other special provisions relating to payment dates: Not applicable
- Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No.
56. 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
57. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not applicable
58. Calculation Agent: BrokerCreditService (Cyprus) Limited
59. Date board approval for issuance of Notes obtained: 31 March 2017

Signed on behalf of the Issuer:

By: 

Duly authorised

DIMITRA KARKALLI

PART B - OTHER INFORMATION

1. Listing and Admission to trading

- (i) Listing and admission to trading: Application has been made to the Irish Stock Exchange for the Notes to be admitted to trading on the Main Securities Market with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 600

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 the "*Use of Proceeds*" wording in the Base Prospectus
- (ii) Estimated net proceeds: USD 97,500,000
- (iii) Estimated total expenses: Nil

4. OPERATIONAL INFORMATION

ISIN: XS1590566193

Common Code: 159056619

Delivery: Delivery against payment

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

5. 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 & I Oktovriou, 1 Vashiotis Kalande Offices, 1st 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) Public Offer: Not applicable

SUMMARY OF THE ISSUE

This summary relates to the Zero Coupon Notes described in the final terms (the "Final Terms") to which this summary is annexed. This summary contains that information from the summary set out in the Base Prospectus which is relevant to the Notes together with the relevant information from the Final Terms. Words and expressions defined in the Final Terms and the Base Prospectus have the same meanings in this summary.

Section A - Introduction and warnings

Element	Title	
A.1	Introduction:	<i>This summary must be read in conjunction with the Base Prospectus and any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole, including any information incorporated by reference. Following the implementation of the Prospectus Directive (Directive 2003/71/EC) in each Member State of the European Economic Area, no civil liability will attach to the Responsible Persons in any such Member State solely on the basis of this summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus, including any information incorporated by reference or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes. Where a claim relating to the information contained in this Base Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member States, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</i>
A.2	Consent:	Not Applicable

Section B - Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer:	BrokerCreditService Structured Products plc (the "Issuer")
B.2	Domicile and legal form of the Issuer:	The Issuer was incorporated in the Republic of Cyprus as a limited liability company under the Cyprus Companies Law, Cap. 113, having its registered office at 116 Gladstonos Street, M. Kyprianou Tower, 3rd-4th floors, 3032, Limassol, Cyprus. The Issuer was converted to a public limited company under section 31 of the Cyprus Companies Law on 14 May 2015.
B.4b	Trends:	Not Applicable. There are no trends.

Element	Title	
B.5	The Group	<p>The Issuer is a special purpose vehicle which acts as an investment and financing company for the Group and issues Notes under the Programme.</p> <p>The Issuer is a subsidiary of FG BCS LTD. FG BCS LTD (together with its consolidated subsidiaries, the "Group"). The other direct subsidiaries of FG BCS LTD are BCS Prime Brokerage Limited, BrokerCreditService (Cyprus) Limited, Siberian Investments, LLC, BCS Americas, Inc and BCS-Forex Ltd.</p> <p>Oleg Mikhasenko is the ultimate beneficial owner of the Group.</p> <p>FG BCS LTD is incorporated and domiciled in the Republic of Cyprus as a holding company.</p> <p>The Issuer is a trading company and acts as the Group's operational company in Cyprus.</p> <p>As of the date hereof, the Issuer has five subsidiaries. These subsidiaries are Routa Luxury Services Ltd., Flamel Global Limited, Seldthorn Private Equity Limited, Botimelo Group Ltd and Kertina Group Ltd.</p> <p>Each of the Issuer's Subsidiaries is established to carry on any trade or activity whatsoever related to, connected with or involving shares, stock, debentures, debenture stock, bonds, notes, obligations, warrants, options, derivatives, commodities and any other instruments related to equity, debt or commodities of all kinds (except for investment activity that requires authorisation and/or a licence).</p>
B.9	Profit forecast:	Not Applicable. The Issuer does not have a profit forecast.
B.10	Audit report qualifications:	Not Applicable. There are no qualifications in the audit report.
Element	Title	
B.12		
Selected historical key information:		
Comparative Annual Financial Data – In EUR		
	31/12/2015	31/12/2014
Dividend income	1,218,328	2,729,153
Loan interest income	2,778,426	3,476,033
Net gain on trading in financial instruments	7,020,462	33,364,710
Net loss realised on trading in foreign currencies	(25,512,687)	(69,515,966)
Interest income from bonds	19,132,552	25,763,726
Interest income from repo loans	6,447,328	6,619,802
Interest expense from bonds	(14,056,547)	(23,457,001)

Element	Title		
Loan interest expense		(6,022,974)	(7,637,756)
Interest expense from repo loans		(5,882,721)	-
Total revenue / (loss)		(14,877,833)	(28,657,299)
Other operating income		78,654	37,330
Loss from investing activities		(19,380,222)	-
Change in fair value of derivative financial instruments		58,557,483	-
Administration expenses		(1,769,808)	(1,257,719)
Other operating expenses		(713,943)	-
Operating profit / (loss)		21,894,331	(29,877,688)
Net finance income		19,312,342	29,914,679
Net profit		41,206,673	36,991
		31/12/2015	31/12/2014
Non-current assets		24,646,744	-
Current assets		766,564,078	597,064,216
TOTAL assets		791,210,822	597,064,216
Non-current liabilities		31,505,179	42,236,338
Current liabilities		691,759,268	519,996,239
TOTAL liabilities		723,264,447	562,232,577
TOTAL equity		67,946,375	34,831,639
Comparative Interim Financial Data – In EUR			
		Unaudited 6 months ended 30 June 2016	Unaudited 6 months ended 30 June 2015
Dividend income		5,155,211	320,495
Loan interest income		1,301,693	1,714,666
Net (loss)/ gain on trading in financial instruments		(4,589,166)	15,653,788

Element	Title		
Net gain/ (loss) realised on trading in foreign currencies		14,855,312	(16,147,448)
Interest income from bonds		10,587,195	-
Interest income from repo loans		1,563,945	-
Interest expense from bonds		(6,937,787)	-
Loan interest expense		(2,098,380)	(3,496,216)
Interest expense from repo loans		(2,411,469)	(2,228,373)
Direct expenditure		(517,963)	-
Total revenue / (loss)		16,908,591	(4,183,088)
Other operating income		-	1,915
Profit/(loss) from investing activities		25,989,801	707,316
Change in fair value of derivative financial instruments		(18,391,917)	-
Administration expenses		(124,621)	(794,402)
Other operating expenses		(18,588)	-
Operating profit / (loss)		24,363,266	(4,268,259)
Net finance (costs)/income		(4,946,704)	15,878,224
Net profit		19,416,562	11,609,965
		Unaudited 6 months ended 30 June 2016	Audited year ended 31 December 2015
Non-current assets		50,864,415	31,487,477
Current assets		754,726,041	759,723,345
TOTAL assets		805,590,456	791,210,822
Non-current liabilities		66,805,497	31,505,179
Current liabilities		641,688,460	691,759,268
TOTAL liabilities		708,493,957	723,264,447

Element	Title	
	TOTAL equity	97,096,499
		67,946,375
Statements of no significant or material adverse change		
There has been no significant change in the financial or trading position of the Issuer since 30 June 2016, being the date of publication of its latest unaudited unconsolidated interim financial statements.		
B.13	Recent Events:	Not Applicable. There are have been no recent events.
B.14	Dependence upon other entities within the Group:	The Issuer has not entered into any formal arrangement pursuant to which it receives support from any other member of the Group and is not dependent upon any other member of the Group in carrying out its day-to-day business or otherwise. Please also refer to item B.5 above.
B.15	Principal activities:	The Issuer acts as an investment and financing company and conducts trading operations in the international securities markets (except for the investment activity that requires authorisation and/or license). This includes 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 Over-the-Counter ("OTC") markets. The Issuer also conducts investment activities in different types of bonds of both Russian and international issuers.
B.16	Controlling persons:	The majority of the issued share capital of the Issuer is owned by FG BCS LTD of Prevezis, 13, 1st floor, Flat/Office 101, 1065, Nicosia, Cyprus, it holds 99.96% of the issued shares. The ultimate shareholder owning and controlling the Issuer is Oleg Mikhasenko, who is also the sole ultimate beneficial owner of the Group.
B.17	Ratings assigned to the Issuer or its Debt Securities:	Not Applicable. Neither the Issuer nor the Notes will be rated.

Section C - Notes

Element	Title	
C.1	Description of type and class of Securities:	The Notes are issued as Series number 9, Tranche number 1.
		Security Identification Number(s): ISIN Code: XS1590566193 Common Code: 159056619
C.2	Currency of the Securities Issue:	The Notes are denominated in US Dollars

Element	Title	
C.5	Free transferability:	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 Directive and the laws of any jurisdiction in which the relevant Notes are offered or sold.
C.8	The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p>Status of the Notes</p> <p>Notes will be issued on an unsubordinated basis.</p> <p>Status of the Notes: The Notes constitute direct, general and unconditional obligations of the Issuer which rank at least <i>pari passu</i> 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.</p>
		<p>Events of Default</p> <p>The terms of the Notes will 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.</p> <p>Meetings</p> <p>The terms of the Notes will 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.</p> <p>Taxation</p> <p>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.</p> <p>Governing law</p> <p>The Notes, the Agency Agreement (as amended or supplemented from time to time), the Deed of Covenant and the Coupons 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.</p>
C.9	The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders:	<p>Interest</p> <p>The Notes will not bear interest other than in the case of late payment.</p>

Element	Title	
		<p>Redemption</p> <p>The Notes may be redeemed early for tax reasons at the Early Redemption Amount calculated in accordance with the Conditions or, at the option of the Noteholders at the Optional Redemption Amount. The Optional Redemption Amount in respect of each nominal amount of Notes shall be equal to the Calculation Amount multiplied by 100 per cent.</p>
		<p>Notes may be cancelled or redeemed early if the performance of the Issuer's obligations under the Notes has become illegal or by reason of force majeure or act of state it becomes impossible or impracticable for the Issuer to perform its obligations under the Notes and/or any related hedging arrangements.</p>
		<p>Indication of Yield</p> <p>Due to the nature of the Notes it is not possible to determine a yield as of the Issue Date.</p>
		<p>Representative of Noteholders</p> <p>No representative of the Noteholders has been appointed by the Issuer.</p> <p>Please also refer to item C.8 above for rights attaching to the Notes.</p>
C.10	Derivative Component:	<p>There is no Derivative Component in respect of the Notes</p> <p>Please also refer to Elements C 9 above and C15 below.</p>
C.11	Listing and Trading:	<p>Application will be made to the Irish Stock Exchange for the Notes to be admitted to the official list (the "Official List") and trading on its regulated market (the "Main Securities Market").</p>
C.15	How the value of the investment in the derivative securities is affected by the value of the underlying assets	<p>Zero Coupon Notes</p> <p>Zero Coupon Notes will not bear interest other than in the case of late payment.</p>
C.16	Maturity of the derivative securities	<p>The Maturity Date of the Notes is 04 April 2027.</p>
C.17	Settlement Procedure	<p>The Notes are Cash Settled Notes</p>
C.18	Return on Derivative Notes	<p>See item C.8 above for the rights attaching to the Notes.</p> <p>Information on interest in relation to the Notes is set out in Element C.9 above</p> <p>Final Redemption - Notes</p> <p>Each Note will be redeemed by the Issuer on the Maturity Date unless previously redeemed or purchased and cancelled</p>

Element	Title	
C.19	Final reference price of the Underlying	Not Applicable
C.20	Underlying Reference	Not Applicable
C.21	Listing:	Applications have been made for the Notes to be admitted to trading on the regulated market of the Irish Stock Exchange.

Section D - Risks

Element	Title	
D.2	Risks Specific to the Issuer:	<p>The Issuer is exposed to market price risk, interest rate risk, credit risk, liquidity risk, currency risk and capital risk management arising from the financial instruments it holds as set out below.</p> <p><i>Market price risk</i></p> <p>Market price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices. The Issuer's available-for-sale financial assets and financial assets at fair value through profit or loss are susceptible to market price risk arising from uncertainties about future prices of the investments. The Issuer's market price risk is managed through diversification of the investment portfolio.</p> <p><i>Interest rate risk</i></p> <p>Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Issuer's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.</p> <p><i>Credit risk</i></p> <p>Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Issuer has no significant concentration of credit risk. The Issuer has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history and monitors on a continuous basis the ageing profile of its receivables. Cash balances are held with high credit quality financial institutions and the Issuer has policies to limit the amount of credit exposure to any financial institution.</p>
		<p><i>Liquidity risk</i></p> <p>Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Issuer has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.</p> <p><i>Currency risk</i></p> <p>Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future</p>

Element	Title	
		<p>commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Issuer's measurement currency. The Issuer is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar and Russian Roubles. The Issuer's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.</p> <p><i>Capital risk management</i></p> <p>The Issuer manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Issuer's overall strategy remains unchanged from last year.</p>
D.3	Risks Specific to the Notes:	<p>In addition to the risks relating to the Issuer (including the 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 issued under the Programme, including that (i) the Notes are unsecured obligations, (ii) the trading market for 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 Notes may be redeemed in the case of illegality or impracticability and such cancellation or redemption may result in an investor not realising a return on an investment in the Notes, (v) the meetings of Noteholders provisions permit defined majorities to bind all Noteholders or (vi) any judicial decision or change to an administrative practice or change to English law after the date of the Base Prospectus could materially adversely impact the value of any Notes affected by it.</p>
D.6	Risk warning	<p>See Element D.3 above.</p> <p>In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due, an investor may lose all or part of his investment in the Notes.</p>

Section E - Offer

Element	Title	
E.2b	Reasons for the Offer and Use of Proceeds	The net proceeds from the issue of the Notes will be used for the general financing purposes of the Issuer
E.3	Terms and Conditions of the Offer:	The Issue Price of the Notes is 78 per cent. of their principal amount.
E.4	Interests Material to the Issue:	<p>The Issuer has appointed BrokerCreditService (Cyprus) Limited 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 by, the Dealer is set out in the Dealer Agreement between the Issuer and the Dealer.</p> <p>The Dealer may be paid fees in relation to any issue of Notes under the Programme. The Dealer and its affiliates may also 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 their</p>

Element	Title	
		<p>Affiliates in the ordinary course of business.</p> <p>Various entities within the Group (including the Issuer) and Affiliates undertake different roles in connection with the Notes, including Issuer of the Notes, Calculation Agent of the Notes.</p> <p><i>Non-Syndicated Issue:</i> The Issuer has appointed BrokerCreditService (Cyprus) Limited (the "Dealer") as Dealer in respect of the issue of the Notes. The arrangements under which the Notes are sold by the Issuer to, and purchased by, Dealer are set out in the Dealer Agreement made between, amongst others, the Issuer and the Dealer</p>
E.7	Estimated Expenses:	<p>No expenses will be chargeable by the Issuer to an Investor in connection with any offer of Notes. Any expenses chargeable by an Authorised Offeror to an Investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Authorised Offeror at the time of the relevant offer.</p>