

# ПРОСПЕКТ ЦЕННЫХ БУМАГ ИНОСТРАННОГО ЭМИТЕНТА

## БрокерКредитСервис Стракчэрд Продактс ПиЭлСи

(полное фирменное наименование эмитента (эмитента представляемых ценных бумаг))

Кредитные облигации со сроком погашения в 2025 году, ISIN – XS2244322322

(вид, категория (тип), форма ценных бумаг, ISIN и их иные идентификационные признаки)

Номинальная стоимость 100 000 российских рублей количество 6 000 штук, срок погашения «30» декабря 2025 года.

(номинальная стоимость (если имеется) и количество ценных бумаг, для облигаций также указывается срок погашения)

Информация, содержащаяся в настоящем проспекте ценных бумаг, подлежит раскрытию в соответствии с законодательством Российской Федерации о ценных бумагах

Настоящим подтверждается достоверность и полнота всей информации, содержащейся в проспекте ценных бумаг.

### БрокерКредитСервис Стракчэрд Продактс ПиЭлСи

(полное фирменное наименование эмитента (эмитента представляемых ценных бумаг), подписывающего проспект ценных бумаг иностранного эмитента)

Директор

(наименование должности руководителя или иного лица, подписывающего проспект ценных бумаг от имени эмитента (эмитента представляемых ценных бумаг), название и реквизиты документа, на основании которого иному лицу предоставлено право подписывать проспект ценных бумаг от имени эмитента (эмитента представляемых ценных бумаг))

(подпись)

Евгениос Баязидис

(И.О. Фамилия)

Дата: «19» октября 2020 г.

Настоящий проспект ценных бумаг иностранного эмитента (далее – Проспект) составлен в соответствии с Правилами и требованиями к содержанию и составу сведений проспекта ценных бумаг иностранного эмитента, утвержденными Приказом Председателя Правления ПАО Московская Биржа от 10.04.2018 № 675-од.

Ниже приведена ссылка на документ, содержащий информацию об эмитенте и программе облигаций (далее – Базовый проспект) на дату подписания Проспекта:

- Базовый проспект программы по выпуску облигаций от 06.07.2020:

<http://www.e-disclosure.ru/portal/FileLoad.ashx?Fileid=1648641>

- Изменения в базовый проспект программы по выпуску облигаций от 09.10.2020:

<https://www.e-disclosure.ru/portal/FileLoad.ashx?Fileid=1665781>

*Final Terms dated 16 October 2020  
BrokerCreditService Structured Products plc*

*(incorporated in The Republic of Cyprus)*

*(the "Issuer")*

*Issue of Series 121 RUB 600,000,000 Credit Linked Notes due 2025*

*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.

## 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 6 - Additional Terms and Conditions for Credit Linked Notes*" in the Base Prospectus dated 6 July 2020 and the Supplement to the Base Prospectus dated 9 October 2020 which together constitute 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, 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 and the Supplement to the Base Prospectus will also be available on the website of Euronext Dublin ([www.ise.ie](http://www.ise.ie)) and these Final Terms will be available for viewing on the website of Euronext Dublin. 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, these Final Terms and the Supplement to the Base Prospectus are available for viewing at, and copies may be obtained from, the Fiscal Agent.

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

1.	Issuer:	BrokerCreditService Structured Products plc
2.	(i) Series Number:	121
	(ii) Tranche Number:	1
3.	Specified Currency:	Russian Rouble (" <b>RUB</b> ")
4.	Aggregate Nominal Amount:	
	(i) Series:	RUB 600,000,000
	(ii) Tranche:	RUB 600,000,000
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.	Issue Date and Interest Commencement Date:	16 October 2020
9.	Maturity Date:	30 December 2025 or if that is not a Business Day the immediately succeeding Business Day (the " <b>Scheduled Maturity Date</b> ") subject as provided in Annex 6 - " <i>Additional Terms and Conditions for Credit Linked Notes</i> "
10.	Form of Notes:	Registered

11.	Interest Basis:	9 per cent. Fixed Rate
12.	Coupon Switch:	Not Applicable
13.	Redemption/Payment Basis:	Credit Linked Redemption
14.	Payout Switch:	Not Applicable
15.	Put/Call Options:	Call Option (further particulars specified below)
16.	Settlement Currency:	Not Applicable
17.	Knock-in Event:	Not Applicable
18.	Knock-out Event:	Not Applicable
19.	Method of distribution:	Non-syndicated
20.	Hybrid Securities:	Not Applicable

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

21.	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):	30 December and 30 June in each year, commencing on 30 June 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:	Actual/365 (Fixed)



(xii)	Determination Dates:	Not applicable
(xiii)	Accrual to Redemption:	Applicable
(xiv)	Rate of Interest:	9 per cent. per annum

#### VALUATION METHODOLOGIES FOR COUPON PAYMENTS

22.	Payout Conditions:	Not Applicable
23.	Fixed Rate Provisions:	Applicable
	(i) Fixed Rate of Interest:	9 per cent. per annum payable semi-annually on each Interest Payment Date
	(ii) Fixed Coupon Amount:	Not applicable
	(iii) Broken Amount:	Not applicable
	(iv) Resettable Notes:	Not applicable
24.	Floating Rate Provisions:	Not Applicable
25.	Screen Rate Determination:	Not Applicable
26.	ISDA Determination:	Not Applicable
27.	Zero Coupon Provisions:	Not Applicable
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.	Additional Business Centre(s):	Moscow and Limassol (Cyprus)

#### PROVISIONS RELATING TO REDEMPTION

36.	Final Redemption Amount:	As per the Credit Linked Conditions and paragraph 47 ( <i>Credit Linked Notes</i> ) below
37.	Final Payout:	Not Applicable

#### VALUATION METHOD FOR REDEMPTION PAYMENT:

38.	Payout Conditions:	Not Applicable
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39.	Automatic Early Redemption:		Not Applicable
40.	Issuer Call Option:		Applicable
	(i) Optional Redemption Date(s):		Each Interest Payment Date
	(ii) Optional Valuation Date(s):	Redemption	Not applicable
	(iii) Optional Amount(s):	Redemption	Calculation Amount x 100 percent
	(iv) If redeemable in part:		Applicable
	a) Minimum Amount:	Redemption	Not applicable
	b) Maximum Amount:	Redemption	Not applicable
41.	Put Option:		Not Applicable
42.	Aggregation:		Not Applicable
43.	Index Linked Redemption Amount:		Not Applicable
44.	Share Linked Redemption Amount:		Not Applicable
45.	Commodity Linked Redemption Amount:		Not Applicable
46.	Fund Linked Redemption Amount:		Not Applicable
47.	Credit Linked Notes:		Applicable
	(i) Type of Credit Linked Notes		Nth-to-Default CLN N: 1
	(ii) Substitution:		Applicable
	(iii) Transaction Type:		Applicable Each of:
			1. Howmet Aerospace Inc: Standard North American Corporate
			2. Marks & Spencer PLC: Standard European Corporate
			3. Radian Group Inc: Standard North American Corporate
			4. Renault SA: Standard European Corporate
			5. Petroleo Brasileiro SA: Standard Latin America Corporate BL
			6. Dell Inc: Standard North American Corporate

The "Standard Terms" in respect of a Reference Entity will be the standard terms set out in the Credit Derivatives Physical Settlement Matrix dated 27 January 2020 as published by ISDA on its website at [www.isda.org](http://www.isda.org), in relation to the Transaction Type for such Reference Entity.

- |        |   |   |
|--------|---|---|
| (iv)   | NTCE Provisions:  | As per the Standard Terms   |
| (v)    | Trade Date:   | 16 October 2020   |
| (vi)   | Scheduled Maturity Date   | 30 December 2025  |
| (vii)  | Calculation Agent responsible for making calculation and determinations pursuant to Annex 6 ( <i>Additional Terms and Conditions for Credit Linked Notes</i> ): | BrokerCreditService (Cyprus) Limited  |
| (viii) | Reference Entities:   | Each of: <ol style="list-style-type: none"> <li>1. Howmet Aerospace Inc</li> <li>2. Marks &amp; Spencer PLC</li> <li>3. Radian Group Inc</li> <li>4. Renault SA</li> <li>5. Petroleo Brasileiro SA</li> <li>6. Dell Inc</li> </ol>  |
| (ix)   | Reference Entity Notional Amount:   | In respect of each Reference Entity, an amount in the Specified Currency equal to the Aggregate Nominal Amount of the Notes   |
| (x)    | Reference Obligation(s):  | The below Reference Obligations in respect of the Reference Entities: <ol style="list-style-type: none"> <li>1. Howmet Aerospace Inc: Primary Obligor: Howmet Aerospace Inc<br/>Guarantor: Not Applicable<br/>Maturity: 2027<br/>Coupon: 5.900% Fixed rate<br/>CUSIP/ISIN: US013817AJ05<br/>Original Issue Amount: USD 625,000,000</li> <li>2. Marks &amp; Spencer PLC: Primary Obligor: Marks &amp; Spencer PLC<br/>Guarantor: Not Applicable<br/>Maturity: 2025<br/>Coupon: 4.750% Fixed rate<br/>CUSIP/ISIN: XS0863523030<br/>Original Issue Amount: GBP 400,000,000</li> <li>3. Radian Group Inc: Primary Obligor: Radian Group Inc<br/>Guarantor: Not Applicable<br/>Maturity: 2024<br/>Coupon: 4.500% Fixed rate<br/>CUSIP/ISIN: US750236AU59<br/>Original Issue Amount: USD 450,000,000</li> </ol> |



4.	Renault SA:	Primary Obligor: Renault SA Guarantor: Not Applicable Maturity: 2025 Coupon: 1.000% Fixed rate CUSIP/ISIN: FR0013299435 Original Issue Amount: EUR 750,000,000
5.	Petroleo Brasileiro SA:	Primary Obligor: Petrobras Global Finance BV Guarantor: Petroleo Brasileiro SA Maturity: 2025 Coupon: 5.299% Fixed rate CUSIP/ISIN: USN6945AAJ62 Original Issue Amount: USD 3,759,866,000
6.	Dell Inc:	Primary Obligor: Dell Inc Guarantor: Not Applicable Maturity: 2028 Coupon: 7.100% Fixed rate CUSIP/ISIN: US247025AE93 Original Issue Amount: USD 300,000,000
(xi)	All Guarantees:	As per the Standard Terms
(xii)	Credit Events:	As per the Standard Terms
	Default Requirement:	USD 5,000,000
	Payment Requirement:	As per Credit Linked Condition 11
(xiii)	Obligation(s):	
	Obligation Category:	As per the Standard Terms
	Obligation Characteristics:	As per the Standard Terms
(xiv)	Excluded Obligation(s):	Not applicable
(xv)	Settlement Method:	Auction Settlement
(xvi)	Fallback Settlement Method:	Cash Settlement
(xvii)	Settlement Deferral:	Not applicable
(xviii)	Cut-off Date:	Not applicable
(xix)	Settlement Currency	RUB
(xx)	Merger Event:	Not applicable
(xxi)	LPN Reference Entities:	Not applicable
(xxii)	Financial Reference Entity Terms:	As per the Standard Terms
(xxiii)	Subordinated European Insurance Terms:	As per the Standard Terms
(xxiv)	Terms relating to Cash Settlement:	Applicable
	Weighted Average Final Price:	Not applicable

	Final Price:	As per Credit Linked Condition 11
	Valuation Time:	As per Credit Linked Condition 11
	Quotation Amount:	As per Credit Linked Condition 11
	Accrued Interest:	As per Credit Linked Condition 2.6(b)(iii)
	Cash Settlement Amount:	Standard Cash Settlement Amount
(xxv)	Terms relating to Physical Settlement:	Not applicable
(xxvi)	Cessation of Interest Accrual:	As per Credit Linked Condition 3.1(b)
(xxvii)	Continuation of Interest Accrual following Scheduled Maturity:	Not applicable
(xxviii)	Notice of Publicly Available Information:	Applicable Public Source(s): As per Credit Linked Condition 11
(xxix)	Additional Credit Linked Note Disruption Events:	Not applicable
(xxx)	CLN Business Days:	London, New York and Limassol (Cyprus)
(xxxi)	Additional Provisions:	As per the Standard Terms
(xxxii)	Terms relating to Auction Settlement:	Applicable
	Auction Settlement Amount:	Standard Auction Settlement Amount
48.	ETI Linked Redemption Amount:	Not Applicable
49.	Foreign Exchange (FX) Rate Linked Redemption Amount:	Not Applicable
50.	Underlying Interest Rate Linked Redemption Amount:	Not Applicable
51.	Early Redemption Amount:	
	Early Redemption Amount(s):	Market Value less Costs
52.	Provisions applicable to Physical Delivery:	Not Applicable
53.	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**

54.	Form of Notes:	Registered Notes
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Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note

- |     |   |                                      |
|-----|---|--------------------------------------|
| 55. | New Global Note:  | No                                   |
| 56. | Additional Financial Centre(s) or other special provisions relating to payment dates:   | Moscow and Limassol (Cyprus)         |
| 57. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):   | No                                   |
| 58. | 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                       |
| 59. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:   | Not Applicable                       |
| 60. | Calculation Agent:  | BrokerCreditService (Cyprus) Limited |
| 61. | Date board approval for issuance of Notes obtained:   | 15 October 2020                      |
| 62. | Relevant Benchmark:   | Not Applicable                       |

Signed on behalf of the Issuer:

By: .....

Duly authorised

 **EVGENIOS BAGIAZIDIS**

*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: RUB 600,000,000
- (iii) Estimated total expenses: Nil save for the expenses referred to in paragraph 1(ii) above.

### 4. PERFORMANCE OF REFERENCE ENTITIES

Details of the past and future performance and volatility of the Reference Entities can be found as follows:

Howmet Aerospace Inc	<a href="https://www.howmet.com/investors/">https://www.howmet.com/investors/</a>
Marks & Spencer PLC	<a href="https://corporate.marksandspencer.com/investors">https://corporate.marksandspencer.com/investors</a>
Radian Group Inc	<a href="https://radian.com/who-we-are/for-investors">https://radian.com/who-we-are/for-investors</a>
Renault SA	<a href="https://group.renault.com/en/finance-2/">https://group.renault.com/en/finance-2/</a>
Petroleo Brasileiro SA	<a href="https://www.investidorpetrobras.com.br/en">https://www.investidorpetrobras.com.br/en</a>
Dell Inc	<a href="https://investors.delltechnologies.com/">https://investors.delltechnologies.com/</a>

### 5. OPERATIONAL INFORMATION

ISIN: XS2244322322

Common Code: 224432232

Delivery: Delivery against payment

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

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

**6. DISTRIBUTION**

(i) Method of distribution: Non-syndicated

(ii) If syndicated: Not applicable

(iii) If non-syndicated, name and address of Dealer: BrokerCreditService (Cyprus) Limited (address: Spyrou Kyprianou & I Oktovriou, I 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) Prohibition of Sales to EEA and UK Retail Investors: Not applicable

(vii) Public Offer: Not applicable





AGIA ZONI CENTER, Flat/Office 103, 3027 Limassol, Cyprus. Its LEI is 213800W4XQFCUX7HFM81.				
<i>Principal activities:</i>				
<p>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.</p> <p>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.</p>				
<i>Major Shareholders:</i>				
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.				
<i>Key managing directors:</i>				
Dimitra Karkalli and Evgenios Bagiazidis.				
<i>Statutory auditors:</i>				
Yiallourides & Partners Ltd, chartered accountants of Sotiris Tofini, 4, AUDEH QUARTERS, Floor 1, Flat 102 & 103, St. Athanasius, 4102, Limassol, Cyprus				
<i>What is the key financial information regarding the Issuer?</i>				
<p>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 2018, the audited and consolidated financial statements of the Issuer as at and for the year ended 31 December 2019, the unaudited and consolidated financial statements of the Issuer as at and for the half year period ended 30 June 2019 and the unaudited and consolidated financial statements of the Issuer as at and for the half year period ended 30 June 2020 (the "Financial Statements").</p> <p>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 2017, including IFRS 9 "Financial Instruments".</p>				
<b>Comparative Annual Financial Data – In RUB</b>				
	<b>31/12/2019</b>	<b>31/12/2018</b>	<b>For the 6 months ended 30/06/2020 (unaudited)</b>	<b>For the 6 months ended 30/06/2019 (unaudited)</b>
<i>Table 1</i>				
<b>Income statement</b>				
Net profit or loss	3,052,016,112	5,077,480,753	4,217,532,683	2,846,704,671
<i>Table 2</i>				
<b>Balance sheet</b>				
Total Liabilities	179,406,365,249	242,011,482,393	195,175,207,968	-



Cash at bank and in hand	155,661,730	106,562,187	147,827,340	-
<i>Table 3</i>				
<b>Cash flow statement</b>				
Net cash generated from operating activities	5,203,083,462	5,323,955,066	5,998,869,142	16,515,995,159
Net cash used in financing activities	(6,501,396,943)	(7,054,876,773)	(115,559,885)	(6,500,024,389)
Net cash generated from investing activities	1,347,386,019	1,675,616,687	(5,895,984,234)	(9,935,125,642)

***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 Credit Linked Notes issued as Series number 121, Tranche number 1. The Notes are issued in registered form and have the following ISIN Code: XS2244322322.

The Notes are linked to the creditworthiness of the following reference entities (each a "**Reference Entity**" and together the "**Reference Entities**"):

- i. Howmet Aerospace Inc
- ii. Marks & Spencer PLC
- iii. Radian Group Inc
- iv. Renault SA
- v. Petroleo Brasileiro SA
- vi. Dell Inc

The "**Reference Obligations**" are each of:

- i. 5.9% bonds due 2027 issued by Howmet Aerospace Inc (ISIN: US013817AJ05)
- ii. 4.75% bonds due 2025 issued by Marks & Spencer PLC (ISIN: XS0863523030)
- iii. 4.5% bonds due 2024 issued by Radian Group Inc (ISIN: US750236AU59)
- iv. 1% bonds due 2025 issued by Renault SA (ISIN: FR0013299435)
- v. 5.299% bonds due 2025 issued by Petrobras Global Finance BV (ISIN: USN6945AAJ62)
- vi. 7.1% bonds due 2028 issued by Dell Inc (ISIN: US247025AE93)

The Notes will be auction cash settled.

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

The Notes are denominated in Russian Rouble ("**RUB**"). The Notes have a maturity date of 30 December 2025 (the "**Maturity Date**"). As at the issue date of the Notes, there will be 6,000 Notes of the Series in issue. The Notes have a denomination of RUB 100,000 per Note and an aggregate nominal amount of RUB 600,000,000.

***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.

#### ***Credit Linked Notes***

The Notes are linked to the creditworthiness of six Reference Entities. By investing in the Notes an investor is hoping to receive a return in respect of each Note in the form of (1) a fixed rate interest amount on each Interest Payment Date (as defined below); and (2) a return of the outstanding principal amount of such Note on the Maturity Date, provided in each case that no credit event has occurred in respect of any of the Reference Entities. If a credit event occurs in respect of any of the Reference Entities, the payments a noteholder receives under the Notes (both in respect of interest amounts and the final redemption amount) will be lower and may be zero. The occurrence of a credit event will be determined by a committee established by the International Swaps and Derivatives Association ("ISDA") or by BrokerCreditService (Cyprus) Limited as calculation agent. Such credit events could include (depending on the Reference Entity) any of the following: Bankruptcy, Failure to Pay, Repudiation/Moratorium, Obligation Acceleration and/or Restructuring.

#### ***Interest***

The Notes pay a fixed interest rate of 9% per annum. On each Interest Payment Date, absent the occurrence of a credit event, Noteholders will receive an interest amount equal to (A) the Specified Denomination multiplied by (B) 9% multiplied by (C) the quotient of (i) the number of calendar days in the relevant Interest Period *divided by* (ii) 365, subject to any minor discrepancies due to rounding.

Where:

**"Interest Payment Date"** means each Interest Period End Date.

**"Interest Period"** means each period 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.



**"Interest Period End Date"** means 30 December and 30 June in each year, commencing on 30 June 2021 up to and including the Maturity Date (in each case subject to adjustment in accordance with the following business day convention).

**"Specified Denomination"** means RUB 100,000.

#### ***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.

#### ***Redemption following a credit event***

If a credit event occurs in respect of any one of the Reference Entities, the Notes will be redeemed on the auction settlement date (being three business days after the date on which the Issuer notifies the Calculation Agent and Noteholders of the auction settlement amount). On the auction settlement date, a Noteholder will receive per Note an amount equal to such Note's pro rata share of the greater of (A) zero; and (B) (i) the product of (1) the aggregate principal amount outstanding of Notes; *multiplied by* (2) the auction final price of an obligation of the defaulted Reference Entity; *minus* (ii) unwind costs.

The auction final price is determined by reference to a credit derivatives auction sponsored by ISDA. The auction will involve a bidding process by institutions participating in the relevant auction pursuant to a bidding procedure set by ISDA, to establish the value of certain eligible obligations of the reference entity which may include bonds, loans and guarantees. The outcome of any auction is likely to reflect the prevailing price of the cheapest relevant obligations of the relevant Reference Entity.

However, if a fallback settlement event occurs in respect of the Notes (meaning, at a high level, it is not possible to obtain the relevant price via auction), the Notes shall be cash settled. The Notes will be redeemed on the cash settlement date (being three business days after the date on which the calculation agent determines the final price of a selected reference obligation of the Reference Entity). On the cash settlement date, a Noteholder will receive per Note an amount equal to such Note's pro rata share of the greater of (A) zero; and (B) (i) the product of (1) the aggregate principal amount outstanding of Notes; *multiplied by* (2) the final price of the relevant reference obligation of the defaulted Reference Entity; *minus* (ii) unwind costs.

Following a credit event, the auction final price or final price is very likely to be less than 100% and therefore, together with the deduction of unwind costs, a Noteholder is likely to suffer a loss of a substantial portion, and possibly all, of their investment. Note that as a "first-to-default" product, the entire principal amount of the Notes is settled with reference to the value of the obligations of a single defaulted Reference Entity (the first Reference Entity in the basket to suffer a credit event). The existence of multiple Reference Entities amplifies the risk of a credit event occurring.

#### ***Final Redemption – Notes***

On the day that is one business day following the Maturity Date, if no credit event has occurred in respect of any of the Reference Entities, a Noteholder will receive an amount per Note equal to the outstanding principal amount of such Note (together with the interest amount payable in respect of the final Interest Period). In certain circumstances, where the Calculation Agent determines that a credit event may have occurred prior to the maturity date, the maturity date of the Notes may be extended and redemption delayed in order to verify whether a credit event has in fact occurred. Interest will accrue during any such extended period except where such extension has been triggered by a request to ISDA to determine whether a credit event has occurred.

#### ***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").

*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) exposure to the Reference Entities may be achieved by the Issuer entering into hedging arrangements, potential investors are therefore 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; (v) the meetings of Noteholders provisions permit defined majorities to bind all Noteholders; and (vi) investors are exposed to the credit of more than one Reference Entity; and .

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.

