

## FORM OF FINAL TERMS FOR NON-EXEMPT NOTES

*Set out below is the form of Final Terms which will be completed for each Tranche of Non-exempt Notes issued under the Programme.*

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** – [Other than with respect to the jurisdiction(s) in which a key information document will be made available, ][T]/[t]he Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently [,save as provided above,] no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**[MiFID II product governance / target market assessment** – Solely for the purposes of [the/each] 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[,][and] professional clients [and retail clients], each as defined in [Directive 2014/65/EU (as amended, "**MiFID II**")][MiFID II]; [and (ii) all channels for distribution of the Notes are appropriate[, including investment advice, portfolio management, non-advised sales and pure execution services]]/[(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][,./ and] [portfolio management][,./ and][ non-advised sales ][and pure execution services][, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable]]. [*Consider/insert any negative target market*] 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]].]

**[The Base Prospectus expires on [●] July 2021 and the Issuer intends that an updated base prospectus will be approved and published in accordance with the Prospectus Regulation no later than such date. The updated base prospectus will be available on the Issuer's website (<https://www.bgl.lu/en/official-documents/products-derives.html>) as indicated below.]<sup>1</sup>**

**FINAL TERMS dated [●]  
BGL BNP PARIBAS  
Société anonyme  
50, avenue J.F. Kennedy, L-2951 Luxembourg  
R.C.S. Luxembourg: B.6481**

**Legal entity identifier (LEI): UAIAINAJ28P30E5GWE37**

**Incorporated with limited liability under the laws of the Grand Duchy of Luxembourg  
Registered with the Registre de Commerce et des Sociétés, Luxembourg, B6481**

<sup>1</sup> Include in respect of a Tranche of Notes for which the offer spans an update of the Base Prospectus

**Issue of [Aggregate Nominal Amount of Tranche] [Title of relevant Tranche of Notes]  
Issued pursuant to the Euro Medium Term Note Programme of  
BGL BNP Paribas**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 9 July 2020 [and the supplement[s] to the Base Prospectus dated [date]] [and [date]], which [together] constitute[s] 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. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129. [A summary of the Notes is annexed to these Final Terms.] The Base Prospectus (including any supplements thereto) is available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html> and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>. [As the Notes are listed on the Official List and admitted to trading on the Bourse de Luxembourg, which is the regulated market of the Luxembourg Stock Exchange (the "**Luxembourg Regulated Market**"), this Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.] [As the Notes are listed and admitted to trading on Euronext Brussels, which is the regulated market of Euronext Brussels the ("**Belgian Regulated Market**"), this Final Terms will be published on the website of Euronext Brussels ([www.euronext.com](http://www.euronext.com)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.] [As the Notes are listed on the Official List and admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange, this Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.]

*[The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date. N.B. when using this approved Base Prospectus to tap a previous issue under a previously approved Base Prospectus, the final terms in this Base Prospectus may take a different form to the final terms used for the original issue being tapped. The Conditions of the original issue being tapped should be reviewed to ensure that they would not require the final terms documenting the further issue to include information which is no longer permitted in final terms. Where the final terms documenting the further issue would need to include such information, it will not be possible to tap using final terms and a drawdown prospectus (incorporating the original Conditions and final terms) will instead need to be prepared.]*

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated [24 June 2013 [and the supplement to it dated 9 October 2013]][24 June 2014] [24 June 2015] [22 June 2016] [20 June 2017] [20 June 2018 [and the supplement to it dated 02 November 2018]] [21 June 2019] which [are/is] incorporated by reference in the Base Prospectus dated 9 July 2020. 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 dated 9 July 2020 [and the supplement[s] to the Base Prospectus dated [date]] [and [date]] which [together] constitute[s] a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation, including the Conditions incorporated by reference in the Base Prospectus in order to obtain all the relevant information. [A summary of the Notes is annexed to these Final Terms.] Copies of such Base Prospectuses (including any supplements thereto) are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). [As the Notes are listed on the Official List and admitted to trading on the Bourse de Luxembourg, which is the regulated market of the Luxembourg Stock Exchange (the "**Luxembourg Regulated Market**")), this Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.] [As the Notes are listed and admitted to trading on Euronext Brussels, which is the regulated market of Euronext Brussels (the "**Belgian Regulated Market**")), this Final Terms will be published on the

website of Euronext Brussels ([www.euronext.com](http://www.euronext.com)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.] [As the Notes are listed on the Official List and admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange), this Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.]

*(The following alternative language applies in respect of issues of securities where the public offer spans an update to the Base Prospectus)*

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 9 July 2020 and any supplement(s) thereto approved and published on or before the date of these Final Terms (copies of which are available as described below) (the "**Original Base Prospectus**"), notwithstanding the approval of an updated base prospectus which will replace the Original Base Prospectus (the "**Updated Base Prospectus**"). This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the Prospectus Regulation and (i) prior to the publication of the Updated Base Prospectus, must be read in conjunction with the Original Base Prospectus as so supplemented and (ii) after the publication of the Updated Base Prospectus, must be read in conjunction with the Updated Base Prospectus save in respect of the Conditions (which are extracted from the Original Base Prospectus as so supplemented and which will be incorporated by reference into the Updated Base Prospectus) in order to obtain all the relevant information. The Original Base Prospectus as so supplemented constitutes, and the Updated Base Prospectus will constitute, a base prospectus for the purposes of the Prospectus Regulation. [A summary is annexed to these Final Terms.] Copies of the Original Base Prospectus is, and the Updated Base Prospectus will be, available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). [[As the Notes are listed on the Official List and admitted to trading on the Bourse de Luxembourg, which is the regulated market of the Luxembourg Stock Exchange (the "**Luxembourg Regulated Market**")), t/T]his Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.] [[As the Notes are listed and admitted to trading on Euronext Brussels, which is the regulated market of Euronext Brussels (the "**Belgian Regulated Market**")), t/T]his Final Terms will be published on the website of Euronext Brussels ([www.euronext.com](http://www.euronext.com)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.] [As the Notes are listed on the Official List and admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange), this Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer at <https://www.bgl.lu/en/official-documents/produits-derives.html>.]

*[Unless stated otherwise, include all the items listed in Part A – Contractual Terms of these Final Terms in connection with all Notes. References in the drafting notes to retail issues are to issues of Notes with a denomination of less than EUR100,000 (or the equivalent in another currency) to be admitted to trading on a regulated market and/or offered to the public and references to wholesale issues are to issues of Notes with a denomination of at least EUR100,000 (or the equivalent in another currency) to be admitted to trading on a regulated market.]*

*[Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or sub-paragraphs (in which case the sub paragraphs of the paragraphs which are not applicable can be deleted). Italics denote directions for completing the Final Terms.]*

1. Whether the Notes are Euro Notes or [Euro Notes/Luxembourg Notes]  
Luxembourg Notes:
2. (a) Series Number: [ ]
- (b) Tranche Number: [ ]

- (c) Date on which the Notes will be consolidated and form a single Series: [The Notes will be consolidated and form a single Series with *[identify earlier Tranches]* on [the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 33 below, which is expected to occur on or about *[date]*][Not Applicable]
3. Specified Currency or Currencies: [ ]
4. Aggregate Nominal Amount: [ ] [(being the equivalent of [●] Units)]
- (a) Series: [ ]
- (b) Tranche: [ ]
5. Issue Price: [ ] per cent. of the Aggregate Nominal Amount / [ ] per Note of Specified Denomination (*if Trading in Units is applicable*) [plus accrued interest from *[insert date]* (*if applicable*)]
6. (a) Specified Denominations: [ ]  
*(N.B. Where Bearer Notes and multiple denominations above "€100,000 or its equivalent in another currency are being used, the following sample wording should be followed:*  
*"[€100,000] and integral multiples of [€1,000] in excess thereof up to and including [€199,000]. No Notes in definitive form will be issued with a denomination above [€199,000].")*
- (b) Calculation Amount [ ] (*The applicable Calculation Amount (which is used for the calculation of interest and redemption amounts) will be (a) if there is only one Specified Denomination, the Specified Denomination of the relevant Notes or (b) if there are several Specified Denominations, the highest common factor of those Specified Denominations (note: there must be a common factor in the case of two or more Specified Denominations.)*)
- (c) [Trading in Units: [Applicable/Not Applicable]  
*(If Trading in Units is specified as being Applicable then the Notes will be tradeable (only whilst such Notes are in global form and interests therein are reflected in the records of the relevant clearing systems) by reference to the number of Notes being traded (each having the Specified Denomination) as opposed to the aggregate nominal amount of Notes being traded. Trading in Units may only be specified as being Applicable if the Notes have a single Specified Denomination.)*]

7. (a) Issue Date: [ ]
- (b) Interest Commencement Date (if different from the Issue Date): [*specify*/Issue Date/Not Applicable]  
*(N.B. An Interest Commencement Date will not be relevant for certain Notes, for example Zero Coupon Notes.)*
8. Maturity Date: [*specify date*][Interest Payment Date falling in month or nearest to [*specify*]][Subject to adjustment in accordance with the [Floating Rate Convention][Following Business Day Convention][Modified Following Business Day Convention][Preceding Business Day Convention]
- [(NB: The Maturity Date may need to be not less than one year after the Issue Date)]*
9. Interest Basis: [Not Applicable]
- [[ ]% Fixed Rate]  
 [[EURIBOR/LIBOR/SONIA] +/- [*insert margin*] per cent.]  
 Floating Rate]  
 [Zero Coupon]  
 [Inflation Index-Linked Interest]  
 [Foreign Exchange (FX) Rate-Linked Interest]  
 [Underlying Interest Rate-Linked Interest]  
 [Equity Index-Linked Interest]  
 [Non-Interest Bearing]  
 (further particulars specified below)
10. Redemption/Payment Basis: [[100] [●] per cent.] of its nominal amount]  
 [Inflation Index-Linked Redemption]  
 [Foreign Exchange (FX) Rate-Linked Redemption]  
 [Equity Index-Linked Redemption]  
 [Instalment Note]  
 [(further particulars specified below)]
11. Change of Interest Basis: [The Interest Basis will change from [[ ]% Fixed Rate]/[[EURIBOR/LIBOR] +/- [*insert margin*] per cent.] Floating Rate]/[Zero Coupon]/[Inflation Index-Linked Interest]/[Foreign Exchange (FX) Rate-Linked Interest]/[Underlying Interest Rate-Linked Interest]/[Equity Index-Linked Interest]/[Non-Interest Bearing] to [[ ]% Fixed Rate]/[[EURIBOR/LIBOR] +/- [*insert margin*] per cent.] Floating Rate]/[Zero Coupon]/[Inflation Index-Linked Interest]/[Foreign Exchange (FX) Rate-Linked Interest]/[Underlying Interest Rate-Linked Interest]/[Equity Index-Linked Interest]/[Non-Interest Bearing] on [*insert date.*]]  
 [Not Applicable]
12. Put/Call Options: [Investor Put]

- [Issuer Call]  
 [(further particulars specified below)]  
 [Not Applicable]
13. Calculation Agent responsible for calculating interest and/or redemption amounts due: [Applicable/Not Applicable]  
 [*If applicable, insert name and address*]
14. Knock-in Event<sup>2</sup>: [Applicable/Not Applicable]  
 [*If applicable: Foreign Exchange (FX) Rate-Linked Note Conditions 4 and 7 shall apply. Underlying Interest Rate-Linked Note Condition 6 shall apply. Equity Index-Linked Note Condition 5 shall apply*]  
 [*If applicable:  
 "greater than"/"greater than or equal to"/"less than"/"less than or equal to"/"within"  
 (If not applicable, delete the remaining sub-paragraphs of this paragraph)*]
- (a) SPS Knock-in Valuation: [Applicable/Not Applicable]
- (b) Knock-in Level/Knock-in Range Level: [*specify*] [[From and including/From but excluding][*specify*][to and including/to but excluding][*specify*]]/[FX Knock-in Level:  
 [Knock-in Average Value  
 Knock-in Averaging Dates: [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (*N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes*)]  
 [Single Resettable Knock-in  
 Knock-in Observation Date: [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (*N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes*)]  
 Resettable Adjustment: [+/-][●]]  
 [Multiple Resettable Knock-in  
 Resettable Knock-in Period: [●]  
 Knock-in Observation Date(s): [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (*N.B. only applicable to*

<sup>2</sup> Only applicable in relation to Foreign Exchange (FX) Rate-Linked Notes, Underlying Interest Rate-Linked Notes and Equity Index-Linked Notes.

*Foreign Exchange (FX) Rate-Linked Interest Notes*]

Resettable Adjustment: [+/-][●]]][Not Applicable]

- (c) Knock-in Period Beginning Date: *[specify]*[Not Applicable]
  - (d) Knock-in Period Beginning Date Convention: [Applicable/Not Applicable]
  - (e) Knock-in Determination Period: *[specify]*/[See definition in [Foreign Exchange (FX) Rate-Linked Note Condition 4][Underlying Interest Rate Linked Note Condition 6]] [Equity Index-Linked Note Condition 5 shall apply][Not Applicable]
  - (f) Knock-in Determination Day(s): *[specify]*/[Each [Scheduled Trading Day/Business Day] in the Knock-in Determination Period]
  - (g) Knock-in Period Ending Date: *[specify]* [Not Applicable]
  - (h) Knock-in Period Ending Date Convention: [Applicable/Not Applicable]
  - (i) Knock-in Valuation Time: *[specify]*/See definition in [Foreign Exchange (FX) Rate-Linked Note Condition 4][Underlying Interest Rate Linked Note Condition 6][Equity Index-Linked Note Condition 5]]/[Valuation Time]/[Any time on a Knock-in Determination Day]/Not Applicable]
  - (j) Disruption Consequences: [Applicable/Not Applicable]
15. Knock-out Event<sup>3</sup>: [Applicable/Not Applicable]
- [If applicable: Foreign Exchange (FX) Rate-Linked Note Conditions 4 and 7 shall apply.][Underlying Interest Rate-Linked Note Condition 6 shall apply.][Equity Index-Linked Note Condition 5 shall apply]]*
- [If applicable:  
["greater than"/"greater than or equal to"/"less than"/"less than or equal to"/"within"]  
(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Knock-out Level /Knock-out Range Level: *[specify]*[[From and including/From but excluding][*specify*][to and including/to but excluding][*specify*]]/[FX Knock-out Level:  
  
[Knock-out Average Value  
Knock-out Averaging Dates: [●] [Currency Convention: [As per Foreign Exchange (FX)

<sup>3</sup> Only applicable in relation to Foreign Exchange (FX) Rate-Linked Notes, Underlying Interest Rate-Linked Notes and Equity Index-Linked Notes.

Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]

[Single Resettable Knock-out

Knock-out Observation Date: [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]

Resettable Adjustment: [+/-][●]]

[Multiple Resettable Knock-out

Resettable Knock-out Period: [●]

Knock-out Observation Date(s): [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]

Resettable Adjustment: [+/-][●]]]

- (b) Knock-out Period Beginning Date: [specify] [Not Applicable]
- (c) Knock-out Period Beginning Date Convention: [Applicable/Not Applicable]
- (d) Knock-out Determination Period: [specify]/[See definition in [Foreign Exchange (FX) Rate-Linked Note Condition 4][Underlying Interest Rate Linked Note Condition 6 [Equity Index-Linked Note Condition 5]]][Not Applicable]
- (e) Knock-out Determination Day(s): [specify]/[Each [Scheduled Trading Day/Business Day] in the Knock-out Determination Period]
- (f) Knock-out Period Ending Date: [specify]
- (g) Knock-out Period Ending Date Convention: [Not Applicable/Applicable]
- (h) Knock-out Valuation Time: [specify]/[See definition in [Foreign Exchange (FX) Rate-Linked Note Condition 4][Underlying Interest Rate Linked Note Condition 6]] [Any time on a Knock-out Determination Day]/[Valuation Time]/[Not Applicable]
- (i) Disruption Consequences: [Applicable/Not Applicable]

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

- 16. **General Interest Provisions** [Not Applicable]



- (a) [[Specified]<sup>4</sup> Interest Payment Date(s)] [/Specified Period<sup>4</sup>]: [●] [in each year] [adjusted in accordance with the Business Day Convention set out in (d) below] [for the purpose of payment only<sup>5</sup>] or [Not subject to adjustment as the Business Day Convention in (d) below is specified to be Not Applicable]
- (If applicable, identify any Additional Business Centre(s) for the purpose of payment)*
- (b) Day Count Fraction: [[Actual/Actual (ICMA)]/[Actual/Actual]/[Actual/365(Fixed)]/[Actual/360]/[30/360]/[360/360]/[Bond Basis]/[30E/360]/[Eurobond Basis]]
- (c) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention][Not Applicable]
- (A Business Day Convention must be applied when the floating rate is SONIA)*
- (d) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Agent): [●]
- (e) Minimum Interest Rate: [[●] per cent. per annum]/[Not Applicable]
- (f) Maximum Interest Rate: [[●] per cent. per annum]/[Not Applicable]
- (g) Accrual to Redemption: [Applicable]/[Not Applicable]
- (h) Additional Business Centre(s) *insert* [Not Applicable]
- (i) Rate of Interest: [If applicable: Payout Conditions [[1.1, 1.2, 1.6][2.1, 2.4, 2.5, 2.6, 2.8], 3 and 4] apply.]
- [Fixed Rate]
- [Floating Rate]
- [[Inflation Index/Foreign Exchange (FX) Rate/Underlying Interest Rate/Equity Index]-Linked Interest]

<sup>4</sup> Relevant for Floating Rate Notes only.

<sup>5</sup> Insert "for the purpose of payment only" if the accrual periods are not subject to adjustment in the same manner as the payment dates.

[Fixed Income Interest Rates:

**[FI Digital Coupon applicable (see Payout Condition 1.1(a)):**

FI Upper Barrier Level: *[[specify] per cent.] / [insert level] [specify for each Underlying Reference]*

[FI Lower Barrier Level: *[[specify] per cent.] / [insert level] [specify for each Underlying Reference]*

FI Digital Coupon Condition: *[greater than / less than / equal to or greater than / less than or equal to] [specify for each Underlying Reference] the FI Upper Barrier Level [[and/or] [greater than / less than / equal to or greater than / less than or equal to] [specify for each Underlying Reference] the FI Lower Barrier Level]*

[Underlying Reference 2: [Applicable/Not Applicable]]

Gearing A:  per cent.

Global Cap A:  per cent.

Global Floor A:  per cent.

Constant A:  per cent.

Gearing B:  per cent.

Global Cap B:  per cent.

Global Floor B:  per cent.

Constant B:  per cent.

FI Rate A: [Rate/Inflation Rate]

FI Rate B: [Rate/Inflation Rate] *[FI Rate A and FI Rate B should either both specify Rate or both specify Inflation Rate]*

[Inflation Rate: [YoY Inflation Rate / Cumulative Inflation Rate]

[Strike Date:  [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] *(N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)*]]

FI Interest Valuation Date(s): *[specify]*

**[Range Accrual Coupon applicable (see Payout Condition 1.1(b)):**

Gearing:  per cent.

Global Margin:  per cent.

Global Cap:  per cent.

Global Floor:  per cent.

Local Cap:  per cent.

Local Floor:  per cent.

FI Rate: [Rate/Inflation Rate]

[Inflation Rate: [YoY Inflation Rate/Cumulative Inflation Rate]

Strike Date:  [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]

[Range Accrual Coupon Barrier Level Up: *[specify]* per cent. *[specify for each Underlying Reference]*

Range Accrual Coupon Barrier Level Down: *[specify]* per cent. *[specify for each Underlying Reference]*

Range Accrual Coupon Condition: [greater than / less than / equal to or greater than / less than or equal to] *[specify for each Underlying Reference]* the Range Accrual Coupon Barrier Level Down [[and/or] [greater than / less than / equal to or greater than / less than or equal to] *[specify for each Underlying Reference]* the Range Accrual Coupon Barrier Level Up]

[Underlying Reference 2: [Applicable/Not Applicable]]

Range Period: *[specify]*

Range Accrual Day: [Scheduled Trading Day/Business Day/Underlying Interest Determination Day/calendar day]

Deemed Range [Applicable/Not Applicable]  
Accrual:

[Range Cut-off Date: *[specify]*]

Range Period End Date: [●]

FI Interest Valuation Date(s): [●]

**[Combination Floater Coupon applicable (see Payout Condition 1.1(c)):**

Global Cap: [●] per cent.

Global Floor: [●] per cent.

Global Margin: *[specify]* per cent. per annum.

Local Cap: [●] per cent.

Local Floor: [●] per cent.

Gearing: *[specify]* per cent. for Rate<sup>(i)</sup>  
*(repeat for each Rate)*

FI Rate: [Rate/Inflation Rate]

[Inflation Rate: [YoY Inflation Rate  
Cumulative Inflation Rate]

Strike Date: [●]

FI Interest Valuation Date(s): [●]

**[PRDC Coupon applicable (see Payout Condition 1.1(d)):**

Coupon Percentage 1: [●] per cent.

Coupon Percentage 2: [●] per cent.

Cap: [●] per cent.

Floor: [●] per cent.

[FI Interest Valuation *[specify]*  
Date(s):

[Averaging: [Applicable/Not Applicable]

[Averaging Dates: *[specify]* [Currency  
Convention: [As per Foreign  
Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency

Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]

Initial Settlement Price: [[●]/

[Initial Closing [Applicable/Not Applicable]  
Value:

Strike Date: [●] [Currency Convention:  
[As per Foreign Exchange  
(FX) Rate-Linked Note  
Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]

[Initial Average [Applicable/Not Applicable]  
Value:

Strike Days: [●]

[Averaging [Applicable/Not Applicable]  
Date  
Consequences:

Strike Period: [●]]]

**[FI Digital Floor Coupon applicable (see Payout  
Condition 1.1(e)):**

Digital Floor [●] per cent.  
Percentage 1:

Digital Floor [●] per cent.  
Percentage 2:

FI Digital Value: [Performance Value/Worst  
Value/Best Value/Multi-  
Basket Value/Weighted  
Average FI Basket Value]

Performance Value: Performance Value  
[1/2/3/4/5/6/7/8/9/10]

[FI Weighting: [●]]

[G: [specify percentage per  
Underlying Reference]]

FI Digital Floor Level: [[●]/

[FX Digital Level:

[FX Digital  
Average Value:

FX Averaging [specify] [Currency  
Dates: Convention: [As per Foreign  
Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]/

[Single Resettable  
Level:

FX Digital [specify] [Currency  
Observation Convention: [As per Foreign  
Date(s): Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]

Resettable [ +/-][●]]  
Adjustment:

[Multiple  
Resettable Level:

Resettable [specify]  
Period:

FX Digital [specify] [Currency  
Observation Convention: [As per Foreign  
Date(s): Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]

Resettable [ +/-] [●]]  
Adjustment:

FI Interest Valuation [specify]  
Date(s):

[Averaging: [Applicable/Not Applicable]

[Averaging [specify] [Currency  
Dates: Convention: [As per Foreign  
Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]]

Initial Settlement Price: [[●]/

[Initial Closing Value: [Applicable/Not Applicable]

Strike Date: [●] [Currency Convention:  
[As per Foreign Exchange  
(FX) Rate-Linked Note  
Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]/

[Initial Average Value: [Applicable/Not Applicable]

Strike Days: [●]

[Averaging [Applicable/Not Applicable]  
Date  
Consequences:

Strike Period: [●]]]

**[FI Digital Cap Coupon applicable (see Payout  
Condition 1.1(f)):**

Digital Cap Percentage [●] per cent.  
1:

Digital Cap Percentage [●] per cent.  
2:

FI Digital Value: [Performance Value/Worst  
Value/Best Value/Multi-  
Basket Value/Weighted  
Average FI Basket Value]

Performance Value: Performance Value  
[1/2/3/4/5/6/7/8/9/10]

[FI Weighting: [●]]

[G: [specify percentage per  
Underlying Reference]]

FI Digital Cap Level: [[●]/

[FX Digital Level:

[FX Digital  
Average Value:

FX Averaging [specify] [Currency  
Dates: Convention: [As per Foreign  
Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]/

[Single Resettable  
Level:

FX Digital [specify] [Currency  
Observation Convention: [As per Foreign  
Date(s): Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency  
Convention]/[Preceding  
Currency Convention] (N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes)]

Resettable [ +/- ][●]  
Adjustment:

[Multiple  
Resettable Level:

Resettable [specify]  
Period:

FX Digital [specify] [Currency  
Observation Convention: [As per Foreign  
Date(s): Exchange (FX) Rate-Linked  
Note Condition 7]/[Modified  
Following Currency



Convention]/[Preceding  
Currency Convention] (*N.B.  
only applicable to Foreign  
Exchange (FX) Rate-Linked  
Interest Notes*)]

Resettable Adjustment: [+/-] [●]

FI Interest Valuation Date(s): [*specify*]

[Averaging: [Applicable/Not Applicable]

[Averaging Dates: [*specify*] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (*N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes*)]]

Initial Settlement Price: [[●]/

[Initial Closing Value: [Applicable/Not Applicable]

Strike Date: [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (*N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes*)]/

[Initial Average Value: [Applicable/Not Applicable]

Strike Days: [●]

[Averaging Date Consequences: [Applicable/Not Applicable]

Strike Period: [●]]]

**[FI Target Coupon applicable (see Payout Condition 1.1(g))**

Target Coupon  per cent.  
Percentage:

Target Determination *[specify]*  
Date:

**[FI FX Vanilla coupon applicable (see Payout Condition 1.1(h)):**

Gearing:  per cent.

Cap:  per cent.

Floor:  per cent.

Performance Value: Performance Value  
*[1/2/3/4/5/6/7/8/9/10]*

FI Interest Valuation *[specify]*  
Dates:

Averaging: *[Applicable/Not Applicable]*

Averaging Dates: *[specify]* *[Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]*

Initial Settlement Price: *[[/*

*[Initial Closing Value: [Applicable/Not Applicable]*

Strike Date:  *[Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]]*

*[Initial Average Value: [Applicable/Not Applicable]*

Strike Days: [●]

[Averaging Date [Applicable/Not Applicable]  
Consequences:

Strike Period: [●]]]

**[FI Digital Plus Coupon applicable (see Payout Condition 1.1(i)):**

Digital Plus Percentage [●] per cent.  
1:

Digital Plus Percentage [●] per cent.  
2:

Gearing: [●] per cent.

FI Digital Value: [Performance Value/Worst Value/Best Value/Multi-Basket Value/Weighted Average FI Basket Value]

Performance Value: Performance Value  
[1/2/3/4/5/6/7/8/9/10]

[FI Weighting: [●]]

[G: [*specify percentage per Underlying Reference*]]

FI Digital Plus Level: [[●]/

[FX Digital Level:

[FX Digital [Applicable/Not Applicable]  
Average Value:

FX Averaging [specify] [Currency  
Dates: Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]]/

[Single Resettable [Applicable/Not Applicable]  
Level:

FX Digital [specify] [Currency  
Observation Convention: [As per Foreign  
Date(s): Exchange (FX) Rate-Linked

	Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]
Resettable Adjustment:	[+/-][●]]
[Multiple Resettable Level:	[Applicable/Not Applicable]
Resettable Period:	[specify]
FX Digital Observation Date(s):	[specify] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]
Resettable Adjustment:	[+/-] [●]]]
FI Interest Valuation Date(s):	[specify]
[Averaging:	[Applicable/Not Applicable]
Averaging Dates:	[specify] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]]
Initial Settlement Price:	[[●]/
[Initial Closing Value:	[Applicable/Not Applicable]
Strike Date:	[●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified

Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]/

[Initial Average Value: [Applicable/Not Applicable]

Strike Days: [●]

[Averaging Date Consequences: [Applicable/Not Applicable]

Strike Period: [●]]]

[Rate:

[Fixed Rate]

[Floating Rate]]

**[SPS Variable Amount Coupon applicable (see Payout Condition 2.1(a)):**

Rate<sub>(i)</sub>: [Vanilla Call Rate][Vanilla Call Spread Rate]

Coupon Value<sub>(i)</sub>: [*specify in each case in respect of (i) of this section where different*]

Maximum Value: [●][Not Applicable]

Minimum Value: [●][Not Applicable]

Spread<sub>(i)</sub>: [●] per cent.

Constant Percentage<sub>(i)</sub>: [●] per cent.

Gearing<sub>(i)</sub>: [●] per cent.

[Floor Percentage<sub>(i)</sub>: [●] per cent.]

[Cap Percentage<sub>(i)</sub>: [●] per cent.]

SPS Coupon Valuation Date: [specify]

[Averaging:

Averaging Dates: [*specify*]

Averaging Date Consequences; [Omission/ Postponement/ Modified Postponement]

- Underlying Reference *[specify]* [Strike Price Closing  
Strike Price: Value]
- [Strike Date: *[specify]* [Not Applicable]]
17. **Fixed Rate Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (If more than one fixed rate is to be determined, repeat items (a) to (c) for each such rate and, if FI Digital Coupon is applicable, distinguish between the Rate which is FI Rate A and the Rate which is FI Rate B)*
- (a) Rate(s) of Interest: [ ] per cent.  
[per annum/per Specified Denomination]  
[payable [annually/semi-annually/quarterly/monthly/*other (specify)*] in arrear]
- (b) Fixed Coupon Amount(s): [ ] per Calculation Amount
- (c) Broken Amount(s): [[ ] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [ ]] [Not Applicable]
18. **Floating Rate Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph. Also consider whether EURO BBA LIBOR or EURIBOR is the appropriate reference rate for Notes denominated in euro)*
- (If more than one floating rate is to be determined, repeat items (a) to (e) for each such rate and, if FI Digital Coupon is applicable, distinguish between the Rate which is FI Rate A and the Rate which is FI Rate B)*
- (a) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination]
- (b) Screen Rate Determination: [Applicable: [IBOR]/[SONIA]]/Not Applicable]
- (If not applicable delete the remaining sub-paragraphs of this paragraph)*
- Reference Rate: [[ ] month] [LIBOR/EURIBOR/SONIA]
  - Interest Determination Date(s): [ ]
- (Second London business day prior to the start of each Interest Period if LIBOR (other than Sterling or euro LIBOR)/ first day of each Interest Period if Sterling*

*LIBOR/and the second TARGET Settlement Day prior to the start of each Interest Period if EURIBOR or euro LIBOR)*

*[[●] London Business Days prior to each Interest Payment Date] (Include where the Reference Rate is SONIA)*

*(Indicate Interest Determination Date and specify if the calculation is to be made at the beginning/end of the period.)*

- Relevant Screen Page: [ ]

*(In the case of EURIBOR, if not Reuters EURIBOR01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)*

- Specified Time 11.00 am [London/Brussels] time

*(Insert London for LIBOR or Brussels for EURIBOR)*

- [Calculation Method: [Compounded Daily]/[Weighted Average]

- Observation Method: [Lag]/[Lock-out]

- Lookback Period: [[specify] London Business Days]/[As per the Conditions]/[Not applicable]]

*(Include where the Reference Rate is SONIA and ensure that any Early Redemption Amounts include amounts in respect of accrued interest)*

- (c) ISDA Determination: [Applicable/Not Applicable] – *(If not applicable delete the remaining sub-paragraphs of this paragraph)*

- Floating Rate Option: [ ]

- Designated Maturity: [ ]

- Reset Date: [ ]

*(in the case of LIBOR or EURIBOR based option, the first day of the Interest Period)*

*(NB: The fall-back provisions applicable to ISDA Determination under the 2006 ISDA Definitions are reliant upon the provision by reference banks of offered quotations for LIBOR and/or EURIBOR which, depending on market circumstances, may not be available at the relevant time.)*

- (d) Margin(s): [[+/-] [ ] per cent. [per annum] /Not Applicable]

19. **Zero Coupon Note Provisions** [Applicable/Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

- (a) Accrual Yield: [ ] per cent. per annum
- (b) Reference Price: [ ]
- (c) Day Count Fraction in relation to Early Redemption Amounts and late payment: [Condition [7.6 (Euro Notes)] applies [6.6 (Luxembourg Notes)] applies]  
[30/360]  
[Actual/360]  
[Actual/365]

*(Consider applicable day count fraction if not U.S. dollar denominated)*

20. **Inflation Index-Linked Interest Note Provisions** [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

*(If more than one Inflation Rate is to be determined, repeat items (a) to (j) for each such Inflation Rate and, if FI Digital Coupon is applicable, distinguish between the Inflation Rate which is FI Rate A and the Inflation Rate which is FI Rate B and the Inflation Index which is Underlying Reference 1 and the Inflation Index which is Underlying Reference 2).*

[The Inflation Index-Linked Note Conditions at Schedule 2 to of the Conditions apply.]

- (a) Index: [●]  
[Composite/Non-composite]
- (b) Screen Page/Exchange Code: [●]
- (c) Cut-Off Date: [●] / [Not Applicable]
- (d) Related Bond: [●] / [Fallback Bond]
- (e) Issuer of Related Bond: [●] / [Not Applicable]
- (f) Fallback Bond: [Applicable] / [Not Applicable]
- (g) Index Sponsor: [●]
- (h) Related Bond Redemption Event: [Applicable] / [Not Applicable]
- (i) Determination Date: [●]
- (j) Optional Additional Disruption Events: [The following Optional Additional Disruption Events apply to the Notes:]



- [Increased Cost of Hedging]
- Trade Date:
21. **Foreign Exchange (FX) Rate-Linked Interest Note Provisions** [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*  
 [The Foreign Exchange (FX) Rate-Linked Note Conditions at Schedule 3 to the Conditions apply.]
- (a) The relevant base currency (the "**Base Currency**") is: [specify]
- (b) The relevant subject [currency/currencies/ (each a)/[the] "**Subject Currency**"] [is/are]: [specify]
- (c) Weighting: [specify]
- (d) Price Source: [specify]
- (e) Disruption Event: Specified Maximum Days of Disruption will be equal to /[five]
- (If no specified Maximum Days of Disruption are stated, Specified Maximum Days of Disruption will be equal to five)*
- (f) Delayed Redemption on Occurrence of a Disruption Event: [Applicable] / [Not Applicable]
- [if applicable:  
 Principal Protection Termination Amount: [Applicable] / [Not Applicable]]
- (g) Relevant Screen Page: [specify]
- (h) Interest Valuation Time: [specify]
- (i) Interest Valuation Date:  [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention]]
- (j) Averaging Date(s):  [Not Applicable] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention]]
- (k) Strike Date:  [Not Applicable] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention]]

- (l) Optional Additional Disruption Events: [(The following Optional Additional Disruption Events apply to the Notes:]
- [Increased Cost of Hedging]
- (m) Trade Date: [●]
22. **Underlying Interest Rate-Linked Interest Note Provisions** [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (If more than one Underlying Interest Rate is to be determined, repeat items (a) to (g) below for each such Underlying Interest Rate and, if FI Digital Coupon is applicable, distinguish between the Underlying Interest Rate which is FI Rate A and the Underlying Interest Rate which is FI Rate B and the Underlying Interest Rate which is Underlying Reference 1 and the Underlying Interest Rate which is Underlying Reference 2)*
- [The Underlying Interest Rate-Linked Note Conditions at Schedule 4 to the Conditions apply.]
- (a) Underlying Interest Determination Date(s): [specify] *(If more than one Underlying Interest Rate is to be determined, include the following language: "Underlying Interest Rate 1:")*
- (b) Manner in which the Underlying Interest Rate is to be determined: [Screen Rate Determination/ISDA Determination]
- (c) Screen Rate Determination: [Applicable]/[Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this sub-paragraph)*
- Underlying Reference Rate: [specify]
 

[Either LIBOR, EURIBOR or other]
  - Specified Time (Underlying): [specify]
 

*(which will be 11:00am, London time, in the case of LIBOR, or 11:00am, Brussels time, in the case of EURIBOR)*
  - Relevant Screen Page: [specify]
 

*(In the case of EURIBOR, if not Reuters EURIBOR01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)*
- (d) ISDA Determination: [Applicable]/[Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this sub-paragraph)*

- Floating Rate Option: [specify]
- Designated Maturity: [specify]
- Reset Date: [specify]

*(N.B. The fall-back provisions applicable to ISDA Determination under the 2006 ISDA Definitions are reliant upon the provision by reference banks of offered quotations for LIBOR and/or EURIBOR which, depending on market circumstances, may not be available at the relevant time)*

- (e) Underlying Margin(s): [[+/-[●]] per cent. per annum][Not Applicable]
- (f) Minimum Underlying Reference Rate: [[●] per cent. per annum] [Not Applicable]
- (g) Maximum Underlying Reference Rate: [[●] per cent. per annum] [Not Applicable]

*(If more than one Underlying Interest Rate is to be determined, include the following language: "Underlying Interest Rate2:" and repeat items (b) to (g)). Repeat for each Underlying Interest Rate.)*

23. **Equity Index-Linked Interest Note Provisions** [Applicable/Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

- (a) Equity Index: [●]  
[The [●] Index is a [Composite] Index.]
- (b) Index Currency: [specify]
- (c) Screen Page: [●]
- (d) Averaging: Averaging [applies/does not apply] to the Notes. [The Averaging Dates are [●].]

[In the event that an Averaging Date is a Disrupted Day [Omission/Postponement/Modified Postponement] [the provisions of Schedule 5] will apply.

[Modified Postponement]

*(Only applicable if Modified Postponement is applicable as an Averaging election)*

[Specified Maximum Days of Disruption will be equal to:  
[●]/[eight]]

*(If no Specified Maximum Days of Disruption are stated,  
Specified Maximum Days of Disruption will be equal to  
eight)*

- (e) Interest Valuation Date(s): [specify]
- (f) Observation Date(s): [[●]/Not Applicable].  
  
[In the event that an Observation Date is a Disrupted Day/[Omission/Postponement/Modified Postponement] [the provisions of Schedule 5] will apply.]
- (g) Observation Period [specify/Not Applicable]
- (h) Specified Maximum Days of Disruption: [As per Equity Index Linked Note Condition 7]/[specify] Scheduled Trading Days]
- (i) Exchange Business Day: Single Index Basis
- (j) Scheduled Trading Day: Single Index Basis
- (k) Exchange(s) and Index Sponsor: (i) the relevant Exchange[s] [is/are] [●]; and  
  
(ii) the relevant Index Sponsor is [●].
- (l) Related Exchange: [specify]/[All Exchanges]
- (m) Interest Valuation Time: [Scheduled Closing Time/Any time [on the relevant Settlement Price Date/during the Observation Period.] [[●], being the time specified on the relevant Settlement Price Date or an Averaging Date, as the case may be, for the calculation of the Settlement Price.] (N.B. if no time is specified, the Interest Valuation Time will be the Scheduled Closing Time)
- (n) Index Correction Period: [As per Equity Index Linked Note Condition 7/specify]
- (o) Optional Additional Disruption Events: (i) [(The following Optional Additional Disruption Events apply:]  
  
*(Specify each of the following which applies)*  
  
[Increased Cost of Hedging]  
  
[Increased Cost of Stock Borrow]  
  
[Loss of Stock Borrow]  
  
Trade Date: [●]

(ii) [[The Maximum Stock Loan Rate in respect of [specify in relation to each relevant Share] is [●].]

*(N.B. only applicable if Loss of Stock Borrower is applicable)*

(iii) [[The Initial Stock Loan rate in respect of [specify in relation to each relevant Share] is [●].]

*(N.B. only applicable if Increased Cost of Stock Borrow is applicable)]*

(iv) Delayed Redemption on the Occurrence of Additional Disruption Event and/or Optional Additional Disruption Event: [Applicable /Not Applicable]

*[if applicable:*

Principal Protected Termination Amount: [Applicable/Not Applicable]]

(p) Market Disruption: Specified Maximum Days of Disruption will be equal to [●]/[eight]:

*(If no Specified Maximum Days of Disruption are stated, Specified Maximum Days of Disruption will be equal to eight)*

(q) Delayed Redemption on the Occurrence of Index Adjustment Event: [Applicable/Not Applicable]

*[if applicable:*

Principal Protected Termination Amount: [Applicable/Not Applicable]]

## PROVISIONS RELATING TO REDEMPTION

24. Notice periods for Condition 7.2 (Applicable for Euro Notes) Condition 6.2 (Applicable for Luxembourg Notes) (Redemption for Tax Reasons):

[[●] days/Not Applicable]

(a) Maximum period:

[●] days

(b) Minimum period:

*[N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems and custodians, as well as any other*

*notice requirements which may apply, for example as between the Issuer and the Agent.]*

25. **Issuer Call**

[Applicable/Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

(a) Optional Redemption Date(s): [ ]

*[Please consider the practicalities of distribution of information through intermediaries, for example, clearing systems, as well as any other notice requirements which may apply, for example, as between the Issuer and Agents.]*

(b) Optional Redemption Amount(s): [ ] per Calculation Amount

(c) If redeemable in part: [Applicable/Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

(i) Minimum Early Redemption Amount: [ ] per Calculation Amount

(ii) Maximum Early Redemption Amount: [ ] per Calculation Amount

(d) Notice period (if other than as set out in the Conditions):

(i) Maximum period: [●] days

(ii) Minimum period: [●] days

*[N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Agent]*

26. **Investor Put**

[Applicable/Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

(a) Optional Redemption Date(s): [ ]

*[Please consider the practicalities of distribution of information through intermediaries, for example, clearing systems, as well as any other notice requirements which may apply, for example, as between the Issuer and Agents.]*

- (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): [ ] per Calculation Amount
- (c) Notice period (if other than as set out in the Conditions):
- (i) Maximum period: [●] days
- (ii) Minimum period: [●] days

*[N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example as between the Issuer and the Agent]*

27. **Final Redemption Amount**

[Calculation Amount x Final Redemption Percentage]  
[Final Payout] per Calculation Amount

*Where the Final Redemption Amount is linked to the exercise price or the final reference price of an underlying, give details of the exercise price or final reference price.)*

[Final Redemption Percentage: [●] per cent.]

[Final Payout:] [Not Applicable]  
[If applicable: Payout Conditions [[1.3, 1.6][2.2, 2.5, 2.6, 2.8], 3 and 4] apply.]

**[FI FX Vanilla Notes (see Payout Condition 1.3(i)):**

Gearing: [●] per cent.

Cap: [●] per cent.

Floor: [●] per cent.

Performance Value: Performance Value  
[1/2/3/4/5/6/7/8/9/10]

FI Redemption [specify]  
Valuation Dates:

Averaging: [Applicable/Not Applicable]

Averaging Dates: [specify] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]

Initial Settlement Price: [[●]/

[Initial Closing Value: [Applicable/Not Applicable]

Strike Date: [●] [Currency Convention: [As per Foreign Exchange (FX) Rate-Linked Note Condition 7]/[Modified Following Currency Convention]/[Preceding Currency Convention] (N.B. only applicable to Foreign Exchange (FX) Rate-Linked Interest Notes)]]/

[Initial Average Value: [Applicable/Not Applicable]

Strike Days: [●]

[Averaging Date Consequences: [Applicable/Not Applicable]

Strike Period: [●]]

FI Constant [●] per cent.  
Percentage 1

**[FI Inflation Notes (see Payout Condition 1.3(ii):**

FI Redemption [●]  
Valuation Date(s):

Strike Date: [●]]

**[Vanilla Call Notes (see Payout Condition 2.2(a)(i):**

Gearing<sub>(i)</sub>: [●] per cent. (specify in each case in respect of (i) in this section where different)

Floor Percentage<sub>(i)</sub>: [●] per cent.



Final Redemption *[Specify]*  
Value:

Strike Percentage<sup>(i)</sup>:  per cent.

Constant Percentage 1:  per cent.

SPS Redemption   
Valuation Date(s):

SPS Redemption   
Valuation Period:

Underlying Reference *[specify]*[Strike Price Closing  
Strike Price: Value]

Strike Date: *[specify]*[Not Applicable]

Maximum Value: [Not Applicable]

Minimum Value: [Not Applicable]

**[Certi plus: Generic Knock-in Notes (see Payout Condition 2.2(b)(i):**

Gearing Up:  per cent.

Option Up: [Up Call][Up Put]

Up Final Redemption Value: *[Specify]*

Up Strike Percentage:  per cent.

Up Floor Percentage:  per cent.

Constant Percentage 1:  per cent.

Gearing Down:  per cent.

Option Down: [Down Call][Down Put]

Down Final Redemption Value: *[Specify]*

Down Strike Percentage:  per cent.

Down Floor Percentage:  per cent.

Constant Percentage 2:  per cent.

Floor Percentage: [●] per cent.

Final Redemption Value: [*specify*]

Strike Percentage: [●] per cent.

SPS Redemption Valuation Date(s): [●]

SPS Redemption Valuation Period: [●]

Underlying Reference Strike Price: [*specify*][Strike Price Closing Value]

Strike Date: [*specify*][Not Applicable]

Maximum Value: [●][Not Applicable]

Minimum Value: [●][Not Applicable]

**[SPS Securizer Notes (see Payout Condition 2.2(c)(i)):**

SPS Lock-in Condition: ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]

SPS Lock-in Level: [●]

SPS Lower Lock-in Level: [●][Not Applicable]

SPS Lock-in Value: [Underlying Reference Closing Price Value / Underlying Reference Intraday Price Value]

Final Redemption Value: [*Specify*]

Constant Percentage 1 [●] per cent.

Constant Percentage 2 [●] per cent.

SPS Lock-in Valuation Date(s): [●]

SPS Lock-in Valuation Period: [●][Not Applicable]

SPS Redemption Valuation Date(s): [●]

Underlying Reference [Specify][Strike Price Closing  
Strike Price: Value]

[Strike Date: [Specify][Not Applicable]]

Maximum Value: [●][Not Applicable]

Minimum Value: [●][Not Applicable]]

**[SPS Capped Twin Win Notes (see Payout Condition 2.2(c)(ii)):**

SPS Twin Win Upper [●]  
Barrier Level:

SPS Twin Win Lower [●]  
Barrier Level:

SPS Twin Win Value: [Specify]

Final Redemption [Specify]  
Value:

Strike Percentage(i): [●] per cent.

Constant Percentage 1: [●] per cent.

Constant Percentage 2: [●] per cent.

SPS Redemption [●]  
Valuation Date(s):

Underlying Reference [specify][Strike Price Closing  
Strike Price: Value]

Strike Date: [specify][Not Applicable]

Maximum Value: [●][Not Applicable]

Minimum Value: [●][Not Applicable]]

**[SPS Athena Notes (see Payout Condition 2.2(c)(iii)):**

SPS Athena Barrier [●]  
Level:

SPS Athena Barrier [Specify]  
Value:

Final Redemption [Specify]  
Value:

Constant Percentage 1: [●] per cent.

Constant Percentage 2: [●] per cent.

	SPS Redemption	[●]
	Valuation Date(s):	
	Underlying Reference Strike Price:	[specify][Strike Price Closing Value]
	Strike Date:	[specify][Not Applicable]
	Maximum Value:	[●][Not Applicable]
	Minimum Value:	[●][Not Applicable]
28.	<b>Automatic Early Redemption<sup>6</sup>:</b>	[Applicable/Not Applicable]
		[Insert if applicable: [Foreign Exchange (FX) Rate-Linked Note Condition 5 applies.][Underlying Interest Rate-Linked Note Condition 7 applies.][Equity Index-Linked Note Condition 6 applies.]
(a)	Automatic Early Redemption Event:	[As per Foreign Exchange (FX) Rate-Linked Note Condition 5] [Target Automatic Early Redemption] [FI Underlying Automatic Early Redemption] [FI Coupon Automatic Early Redemption] [Standard Automatic Early Redemption: "greater than"/"greater than or equal to"/"less than"/"less than or equal to"] [SPS AER Valuation - [Applicable] [Not Applicable]: "greater than"/"greater than or equal to"/"less than"/"less than or equal to"]
(b)	Automatic Early Redemption Valuation Time:	[specify]
(c)	Automatic Early Redemption Payout:	[Target Automatic Early Redemption (see Payout Condition 1.4(a)):  Final Interest Rate: [Capped and Guaranteed Applicable][Capped and Guaranteed Not Applicable][Capped Only][Guaranteed Only]]  [[FI Underlying Automatic Early Redemption (see Payout Condition 1.4(b)):  Accrual to Automatic Early Redemption: [Applicable/Not Applicable]]  [FI Coupon Automatic Early Redemption (see Payout Condition 1.4(c)):  Coupon Cap: [●] per cent.]  [SPS Automatic Early Redemption Payout (see Payout Condition 2.3:

<sup>6</sup> Only applicable in relation to Foreign Exchange (FX) Rate-Linked Notes, Underlying Interest Rate-Linked Notes and Equity Index-Linked Notes.

AER Rate: [●] (*specify in respect of an Automatic Early Redemption Date/Period where different rates apply*)

[Not Applicable: Equity Index-Linked Note Condition 6 applies]

- (d) Automatic Early Redemption Date(s): [specify]
- (e) Automatic Early Redemption Level: [Not Applicable][specify]  
[specify] (*in respect of each Automatic Early Redemption Valuation Date where different levels apply*)
- (f) [Automatic Early Redemption Percentage/AER Redemption Percentage]: [[●] per cent.][Not Applicable]
- (g) Automatic Early Redemption Percentage Up: [[●] per cent.][Not Applicable]
- (h) Automatic Early Redemption Percentage Down: [[●] per cent.][Not Applicable]
- (i) Automatic Early Redemption Valuation [Date(s)/Period]: [specify]  
[AER 1 Redemption Valuation [Date(s)/Period]:  
[specify]]  
[AER 2 Redemption Valuation [Date(s)/Period]:  
[specify]]  
*(For Fixed Income payouts, consider whether this is the interest determination date (i.e. 2 business days prior to the Automatic Early Redemption Date)*
- (j) Elections in respect of SPS AER Valuation: [Not Applicable]/[Applicable:  
Automatic Early Redemption Event 1 [only] [and/or] [Automatic Early Redemption Event 2]]  
*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- AER Event 1 Underlying(s): [Specify]/[Not Applicable]
  - AER Event 1 Basket: [Applicable]/[Not Applicable]
  - Automatic Early Redemption Level 1: [Specify]  
*(Specify in respect of each Automatic Early Redemption Valuation Date where different levels apply)*

- AER Event 2 Underlying(s): [Specify]/[Not Applicable]
  - AER Event 2 Basket: [Applicable]/[Not Applicable]
29. **Inflation Index-Linked Redemption Notes:** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- [The Inflation Index-Linked Note Conditions at Schedule 2 to of the Conditions apply.]
- (a) Index/Indices: [●]  
[Composite/Non-composite]
  - (b) Cut-Off Date: [●] / [Not Applicable]
  - (c) Related Bond: [Applicable/Not Applicable] [*if applicable, specify:* [●] / [Fallback Bond]]
  - (d) Issuer of Related Bond: [●] / [Not Applicable]
  - (e) Fallback Bond: [Applicable] / [Not Applicable]
  - (f) Index Sponsor: [●]
  - (g) Related Bond Redemption Event: [Applicable] / [Not Applicable]
  - (h) Determination Date: [●]
  - (i) Optional Additional Disruption Events: [(The following Optional Additional Disruptions Events apply to the Notes:]  
[Increased Cost of Hedging]
  - (j) Trade Date: [●]
30. **Foreign Exchange (FX) Rate-Linked Redemption Notes:** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub paragraphs of this paragraph)*
- [The Foreign Exchange (FX) Rate-Linked Note Conditions at Schedule 3 to the Conditions apply.]
- (a) Relevant Screen Page: [*specify*]
  - (b) The relevant base currency (the "Base Currency") is: [*specify*]

- (c) The relevant subject [specify]  
[currency/currencies] ([each  
a]/[the] "**Subject Currency**")  
[is/are]:
- (d) Weighting: [specify]
- (e) Price Source: [specify]
- (f) Disruption Event: Specified Maximum Days of Disruption will be equal to  
[●]/[five]  
  
*(If no Specified Maximum Days of Disruption is stated,  
Specified Maximum Days of Disruption will be equal to  
five)*
- (g) Valuation Time: [specify]
- (h) Redemption Valuation Date: [specify] [Currency Convention: [As per Foreign  
Exchange (FX) Rate-Linked Note Condition  
7]/[Modified Following Currency  
Convention]/[Preceding Currency Convention]]
- (i) Delayed Redemption on the Occurrence of an Additional  
Disruption Event: [Applicable/Not Applicable]  
  
*[if applicable:*  
  
Principal Protection Termination Amount:  
[Applicable/Not Applicable]]
- (j) Averaging Date(s): [specify][Not Applicable] [Currency Convention: [As  
per Foreign Exchange (FX) Rate-Linked Note Condition  
7]/[Modified Following Currency  
Convention]/[Preceding Currency Convention]]
- (k) Strike Date(s): [specify][Not Applicable] [Currency Convention: [As  
per Foreign Exchange (FX) Rate-Linked Note Condition  
7]/[Modified Following Currency  
Convention]/[Preceding Currency Convention]]
- (l) Optional Additional Disruption Events: [The following Optional Additional Disruption Events  
apply to the Notes:]  
  
[Increased Cost of Hedging]
- (m) Trade Date: [●]
31. **Equity Index-Linked Redemption Notes:** [Applicable/Not Applicable]  
  
*(If not applicable, delete the remaining sub-paragraphs  
of this paragraph)*
- (a) Equity Index/Basket of Equity Indices: [●]

[The [●] Index is a Composite Index.]<sup>7</sup>

- (b) Index Currency: [specify]
- (c) Screen Page: [specify]
- (d) Specified Maximum Days of Disruption: [As per the Conditions][specify] Scheduled Trading Days
- (e) Averaging: Averaging [applies/does not apply] to the Notes. [The Averaging Dates are [●].]  
  
[In the event that an Averaging Date is a Disrupted Day, [Omission/Postponement/Modified Postponement] will apply.]  
  
[Modified Postponement]  
  
*(Only applicable if Modified Postponement is applicable as an Averaging election)*  
  
[Specified Maximum Days of Disruption will be equal to: [●]/[eight]]  
  
*(If no Specified Maximum Days of Disruption are stated, Specified Maximum Days of Disruption will be equal to eight)*
- (f) Redemption Valuation Date: [specify]
- (g) Observation Date(s): [The Observation Date(s) is/are [●]/Not Applicable].  
  
[In the event that an Observation Date is a Disrupted Date,[Omission/Postponement/Modified Postponement] [the provisions of Schedule 5] will apply.]
- (h) Observation Period: [specify/Not Applicable]
- (i) Exchange Business Day: [(All Indices Basis)/(Per Index Basis)/(Single Index Basis)]  
  
*(standard election is All Indices Basis)*
- (j) Scheduled Trading Day: [(All Indices Basis)/(Per Index Basis)/(Single Index Basis)]  
  
*(must match election made for Exchange Business Day)*
- (k) Exchange(s) and Index Sponsor:
  - (i) the relevant Exchange[s] [is/are] [●]; and
  - (ii) the relevant Index Sponsor is [●]

---

<sup>7</sup> Specify each Composite Index (if any).



- (l) Related Exchange: [specify/All Exchanges]
- (m) Weighting: [Not Applicable/The Weighting to be applied to each item comprising the Basket of Indices to ascertain the Settlement Price is [●]. Each such Weighting shall be subject to adjustment in the case of Equity Index Linked Notes]/[specify]. (N.B. Only applicable in relation to Cash Settled Notes relating to a Basket of Indices)
- (n) Valuation Time: [As per the Conditions]/[●] being the time specified on the Valuation Date or an Averaging Date or Observation Date as the case may be, for the calculation of the Settlement Price.] (N.B. If no time specified, the Valuation Time will be as per the Conditions)
- (o) Index Correction Period: [As per Equity Index Linked Note Condition 7/[specify]]
- (p) Optional Additional Disruption Events:
- (i) [The following Optional Additional Disruption Events apply to the Notes:]
- (Specify each of the following which applies)
- [Increased Cost of Hedging]
- [Increased Cost of Stock Borrow]
- [Loss of Stock Borrow]
- Trade Date: [●]
- (ii) [[The Maximum Stock Loan Rate in respect of [specify in relation to each relevant security] is [●].]
- (N.B. Only applicable if Loss of Stock Borrow is applicable)]
- (iii) [[The Initial Stock Loan rate in respect of [specify in relation to each relevant security] is [●].]
- (N.B. only applicable if Increased Cost of Stock Borrow is applicable)]
- (iv) Delayed Redemption on the Occurrence of Additional Disruption Event and/or Optional Additional Disruption Event: [Applicable/Not Applicable]
- [if applicable:
- Principal Protected Termination Amount: [Applicable/Not Applicable]]

(q) Market Disruption: Specified Maximum Days of Disruption will be equal to [●]/[eight]

*(If no Specified Maximum Days of Disruption are stated, Specified Maximum Days of Disruption will be equal to eight)*

(r) Delayed Redemption on the Occurrence of Index Adjustment Event: [Applicable/Not Applicable]  
[if applicable:

Principal Protected Termination Amount:  
[Applicable/Not Applicable]]

### 32. Early Redemption Amount

(a) Early redemption for taxation reasons: [Applicable/Not Applicable/As per Condition 7.2 for Euro Notes and Condition 6.2 for Luxembourg Notes]  
*(If Not Applicable, delete the remaining sub-paragraphs of this paragraph and insert "do not apply" in paragraph 39)*

[Early Redemption Amount per Calculation Amount payable on redemption: [100][●] per cent. of its nominal amount][Market Value less Costs] [Not Applicable]

Minimum Notice Period: *[insert period]*

Maximum Notice Period: *[[insert period]/Not Applicable]*

(b) Early redemption on event of default:

[Early Redemption Amount per Calculation Amount payable on redemption: [100][●] per cent. of its nominal amount][Market Value less Costs]

(c) Early redemption for illegality: [Applicable/Not Applicable]

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

Early Redemption Amount per Calculation Amount payable on redemption: [100][●] per cent. of its nominal amount][Market Value less Costs]

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

33. (a) If Euro Notes whether the Notes are Bearer Notes or Registered Notes: [Bearer/Registered]

(b) Form of the Notes: **[Bearer Notes]**

[Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes [at any time/only upon an Exchange Event].]

[Temporary Global Note exchangeable for Definitive Notes on and after the Exchange Date.]

[Permanent Global Note exchangeable for Definitive Notes at any time/only upon an Exchange Event.]]

*(N.B. the exchange at any time option should not be expressed to be applicable if the Specified Denomination of the Notes includes language substantially to the following effect: "[€100,000] and integral multiples of [€][1,000] in excess thereof up to and including [€199,000]". Furthermore, such Specified Denomination construction is not permitted in relation to any issuance of Notes which is to be represented on issue by a Permanent Global Notes exchangeable for Definitive Notes.)*

#### **[Registered Notes**

[Regulation S Global Certificate (US\$/€ [ ] nominal amount) registered in the name of a nominee for [DTC/a common depository for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg]]

34. [New Global Note][*delete if Registered Notes*]/[Issued under the new safekeeping structure][*delete if Bearer Notes*]: [Yes/No]  
*[If "No" is specified, ensure that "Not Applicable" is specified for Eurosystem eligibility in the relevant paragraph of section 10 of Part B of these Final Terms, and if "Yes" is specified, ensure that the appropriate specification is made thereto in respect of Eurosystem eligibility.]*
35. Additional Financial Centre(s): [Not Applicable/give details.] *(Note that this item relates to the date of payment, and not the end dates of Interest Periods for the purposes of calculating the amount of Interest, to which item 17 (j) relates)*
36. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): [Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No.]
37. Details relating to Instalment Notes:
- (a) Instalment Amount(s): [Not Applicable/give details]
- (b) Instalment Date(s): [Not Applicable/give details]

38. Redenomination, renominatisation and reconventioning provisions: [Not Applicable/The provisions in Condition [4 [*if Euro Notes*]]/[3 [*If Luxembourg Notes*] apply]
39. Taxation: The provisions in Condition [8 [*if Euro Notes*]]/[7 [*If Luxembourg Notes*]] [do not] apply

**THIRD PARTY INFORMATION**

[[ ] has been extracted from [ ]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by [*specify source*], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of the Issuer:

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing: [Official List of the Luxembourg Stock Exchange][Euronext Brussels][None]
- (b) Admission to trading: [Application [will be made][has been made] by the Issuer (or on its behalf) for the Notes to be [admitted to trading on the [[professional segment of the] Regulated Market of the Luxembourg Stock Exchange]] [admitted to trading on Euronext Brussels] [admitted to trading on [Specify relevant regulated market, third country market or MTF.]] [with effect from [●]].]
- [Not Applicable.]
- (Where documenting a fungible issue need to indicate that original securities are already admitted to trading.)*
- (Indicate the market on which securities of the same class are already admitted to trading or where application to trade has been made simultaneously.)*
- [●]\*
- (c) [Estimate of total expenses related to admission to trading:]\*

### 2. RATINGS

- Ratings: [Not Applicable] [The Notes to be issued have been rated/ The Programme under which the Notes will be issued has been rated:
- [S & P: [●]]
- [Moody's: [●]]
- [Fitch: [●]]
- [The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating]*
- [For the purpose of the foregoing, each of Moody's France S.A.S. ("**Moody's**"), S&P Global Ratings Europe Limited ("**S&P**"), and Fitch France S.A.S. ("**Fitch**") are established and operating in the European Community or the United Kingdom and registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the "**CRA Regulation**") as set out within the

list of registered CRAs dated [1 December 2015 / *insert date of latest update*] by ESMA (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>.)]

A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

*[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]\*\**

*(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)*

### 3. NOTIFICATION

[Not Applicable/ The [name of competent authority in home Member State] [has been requested to provide/has provided] (include first alternative for an issue which is contemporaneous with the establishment or update of the Programme and the second alternative for subsequent issues) the [names of competent authorities of host Member States] with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Regulation.]

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

[Save for any fees [of [*insert relevant fee disclosure*]] payable to the [Managers/Dealers] so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests. The [Managers/Dealers] and their 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. – *Amend as appropriate if there are other interests*]

*(When adding any other description, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 23 of the Prospectus Regulation.)*

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

(a) [Reasons for the offer] [See ["Use of Proceeds"] in the Base Prospectus/*Give details*]

*(See "Use of Proceeds" wording in Base Prospectus – if reasons for offer different from what is disclosed in the Base Prospectus, give details)*

(b) [Estimated net proceeds:] [●]

*(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.)*

(c) [Estimated total expenses:] [●]. (*Expenses are required to be broken down into each principal intended "use" and presented in order of priority of such "uses".\*\**)

6. [YIELD (*Fixed Rate Notes only*)

Indication of yield: [●]

7. [PERFORMANCE OF RATES (*Floating Rate Notes and Underlying Interest Rate-Linked Notes only*)]\*\*

Details of performance of [LIBOR/EURIBOR/SONIA] rates can be obtained, [but not] free of charge, from [Reuters/Bloomberg/give details of electronic means of obtaining the details of performance].]

8. [(*Inflation Index-Linked Notes, Foreign Exchange (FX) Rate-Linked Notes*) and (*Equity Index-Linked Notes*) – **PERFORMANCE OF [INFLATION INDEX/FOREIGN EXCHANGE (FX) RATE/EQUITY INDEX] – EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND OTHER INFORMATION CONCERNING THE UNDERLYING REFERENCE**

(a) [Information on past and further performance of the [inflation index/foreign exchange rate/interest rate/equity index] and its volatility:] [*Indicate where such information can be obtained.*]

(b) [Example of how the value of the investment is affected by the value of the underlying:] [*example(s)*]

(c) [Name of [inflation index/foreign exchange rate/equity index]:] [*specify*]

(d) [Information on [inflation index/foreign exchange rate/equity index]:] [*specify*]

(e) [Description of the interest rate:] [*specify*]

(f) [The underlying is a basket of underlyings:] [*disclosure of relevant weightings of each underlying in the basket*]

[*(When adding any other description, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 23 of the Prospectus Regulation.)*]

9. **DISTRIBUTION**

(a) Method of distribution: [Syndicated][Non-syndicated]

- (b) If syndicated, names [and addresses]\*\* of Managers [and underwriting commitments]\*\*: [Not Applicable/give names [and addresses and underwriting commitments]\*\*] (Include names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.)\*\*
- (c) [Date of [Subscription Agreement:]]\*\* [●]\*\*
- (d) Stabilisation Manager (if any): [Not Applicable/give name and address]
- (e) If non-syndicated, name [and address]\*\* of relevant Dealer: [Name [and address]\*\*]
- (f) [Total commission and concession:]\*\* [●] per cent. of the Aggregate Nominal Amount]\*\*
- (g) Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: [TEFRA D/TEFRA C/TEFRA not applicable]
- (h) Additional U.S. Federal Income Tax Considerations: [The Notes are [not] Specified Notes for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986. [Additional information regarding the application of Section 871(m) to the Notes will be available at [give name(s) and address(es) of Issuer contact]. [The Issuer will arrange for withholding under Section 871(m) to be imposed on any dividend equivalent payment at a rate of 30 per cent.]]

[As at the date of these Final Terms, the Issuer has not determined whether the Notes are Specified Notes for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986; however, indicatively it considers that they will [not] be Specified Notes for these purposes. **This is indicative information only subject to change and if the Issuer's final determination is different then it will give notice of such determination.** Please contact [give name(s) and address(es) of Issuer contact] for further information regarding the application of Section 871(m) to the Notes.]

*(The Notes will not be Specified Notes if they (i) are issued prior to 1 January 2023 and are not "delta-one" for tax purposes or (ii) do not reference any U.S. equity or any index that contains any component U.S. equity or otherwise provide direct or indirect exposure to U.S. equities. If the Notes reference a U.S. equity or an index that contains a component U.S. equity or otherwise provide direct or indirect exposure to U.S. equities and (i) are issued prior to 1 January, 2023 and provide a return that does not differ significantly from the return on*



*an investment in the underlying, or (ii) are issued on or after 1 January 2023, further analysis would be required.)*

[Payments on the Specified Notes are calculated by reference to [Net Dividends/Net Total Returns]. By purchasing a Specified Note, the parties agree that in calculating the relevant payment amount the Issuer has withheld, and the purchaser is deemed to have received 30 per cent. of any dividend equivalent payments (as defined in Section 871(m) of the Code) in respect of the relevant [U.S. securities/U.S. dividend paying index components]. The Issuer will not pay any additional amounts to the holder on account of the Section 871(m) amount deemed withheld.]

[For this purpose, "**Net Dividends**" means the dividends paid by an issuer of a security net of 30 per cent. U.S. federal withholding tax.]

[For this purpose "**Net Total Returns**" means the net total return of the U.S. source dividend paying components, as calculated by the Index Sponsor, of an index that reinvests U.S. source dividends paid by an issuer of a security that is a component of the index net of 30 per cent. U.S. withholding tax on such U.S. source dividends.]]

- (i) Non-exempt Offer where there is no exemption from the obligation under the Prospectus Regulation to publish a Prospectus: [Applicable] [Not Applicable] *(if not applicable, delete the remaining placeholders of this paragraph (i) and also paragraph 11 below)*
- Non-exempt Offer Jurisdictions: [Specify relevant State(s) where the Issuer intends to make Non-exempt Offers (from amongst France, Germany or Luxembourg, or any other jurisdiction from time to time), which must therefore be jurisdictions where the Base Prospectus and any supplements have been passported (in addition to the jurisdiction where approved and published)]
- Offer Period [specify period] (the "Offer Period").
- Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: [Insert names and addresses of financial intermediaries receiving consent (specific consent)]
- General Consent: [Not Applicable][Applicable]
- Other Authorised Offeror Terms: [Not Applicable][Add here any other Authorised Offeror Terms]

*(Authorised Offeror Terms should only be included here where General Consent is applicable.)*

*(N.B. Consider any local regulatory requirements necessary to be fulfilled so as to be able to make a Non-exempt Offer in relevant jurisdictions. No such offer should be made in any relevant jurisdiction until those requirements have been met. Non-exempt Offers may only be made into jurisdictions in which the base prospectus (and any supplement) has been notified/passported.)*

(j) Name and address of entities which have a firm commitment to act as intermediaries in secondary trading\*\*:

[specify][Not Applicable]

(k) Prohibition of Sales to EEA and UK Retail Investors:

[Applicable]

*(Insert if the Notes are not being offered, sold or otherwise made available to retail investors in the EEA or the UK and as a result no key information document is required pursuant to the PRIIPs Regulation)*

[Applicable other than in the jurisdiction(s) for which a key information document will be made available]

*(Insert if the Notes are not being offered, sold or otherwise made available to retail investors, except in the jurisdiction(s) for which a key information document will be made available)*

[Not applicable]

*(Insert if the Notes are being offered, sold or otherwise made available to retail investors and either (i) a key information document is not required pursuant to the PRIIPs Regulation or (ii) the Notes will only be offered, sold or otherwise made available to retail investors in the jurisdiction(s) where a key information document will be made available)*

(l) [EU Benchmark Regulation

EU Benchmark Regulation: Article 29(2) statement on benchmarks:

[Applicable: Amounts payable under the Notes are calculated by reference to *[insert name[s] of benchmark(s)]*, which *[is/are]* provided by *[insert name[s] of the administrator[s]]* – *if more than one specify in relation to each relevant benchmark*].

[As at the date of these Final Terms, *[insert name[s] of the administrator[s]]* *[is/are]* *[not]* included in the register of administrators and benchmarks established and maintained by the European Securities and Markets

Authority [{"ESMA"}] pursuant to article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) [(the "BMR")]. [As far as the Issuer is aware, [{"insert name of the benchmark"}] does not fall within the scope of the BMR by virtue of Article 2 of the BMR.]/[the transitional provisions in Article 51 of the BMR apply, such that the administrator is not currently required to obtain authorisation/registration]]. (*repeat as necessary*)]]

*(if Not Applicable, delete this sub-paragraph)*

## 10. OPERATIONAL INFORMATION

- (a) ISIN Code: [●]
- (b) Common Code: [●]
- (c) CFI [[See]/[include code], as updated, as set out on] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN/Not Applicable/Not Available]
- (d) FISN [[See]/[include code], as updated, as set out on] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN/Not Applicable/Not Available]
- (e) Intended to be held in a manner which would allow Eurosystem eligibility: [Yes/No/Not Applicable]

[[Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper[, and registered in the name of a nominee of one of Euroclear or Clearstream, Luxembourg acting as common safekeeper,][include this text for registered notes] and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]/

[Note that the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of Euroclear or Clearstream, Luxembourg as common safekeeper[, and registered in the name of a nominee of one of Euroclear or Clearstream,

Luxembourg acting as common safekeeper,][*include this text for registered notes*]. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]] [*include appropriate option if issued in NGN (in the case of bearer notes) or NSS form (in the case of registered form)*]

- (f) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): [Not Applicable/ (give name(s), address and number(s)]
- (g) Delivery: Delivery [against/free of] payment
- (h) Names and addresses of additional Paying Agent(s) (if any) and/or any alternative Registrar: [●]
- (i) Deemed delivery of clearing system notices for the purposes of Condition 14.1(a) (*in the case of Euro Notes*)/13.1 (*in the case of Luxembourg Notes*): Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the [second] [business] day after the day on which it was given to Euroclear and Clearstream, Luxembourg.

**11. [TERMS AND CONDITIONS OF THE OFFER**

*(Delete whole section if sub-paragraph 9(i) above is specified to be not applicable because there is no Non-exempt Offer)*

- (a) Offer Price: [Issue Price] [Not Applicable] [*specify*]
- (b) Conditions to which the offer is subject: [Not Applicable/*give details*]
- (c) Description of the application process: [Not Applicable/*give details*]
- (d) Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants: [Not Applicable/*give details*]
- (e) Details of the minimum and/or maximum amount of the application: [Not Applicable/*give details*]

- (f) Details of the method and time limits for paying up and delivering the Notes: [Not Applicable/*give details*]
- (g) Manner in and date on which results of the offer are to be made to the public: [Not Applicable/*give details*]
- (h) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: [Not Applicable/*give details*]
- (i) Whether tranche(s) have been reserved for certain countries: [Not Applicable/*give details*]
- (j) Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made: [Not Applicable/*give details*]
- (k) Amount of any expenses and taxes charged to the subscriber or purchaser: [Not Applicable/*give details*]  
*(If the Issuer is subject to MiFID II and/or PRIIPs such that it is required to disclose information relating to costs and charges, also include that information.)*
- (l) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: [The Authorised Offerors identified in paragraph 9 above and identifiable from the Base Prospectus/ None/*give details*]
- (m) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: [None/*give details*]  
*(Include details where the Notes are being admitted to [the London Stock Exchange's Order book for Retail Bonds/insert name of relevant regulated market having a market maker requirement.]*)

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**Notes:**

- \* Delete if the minimum denomination is less than €100,000  
 \*\* Delete if the minimum denomination is €100,000 or greater

**ANNEX**

**SUMMARY OF THE NOTES**

*[Issue specific summary to be inserted in the case of Notes issued with a minimum denomination of less than EUR100,000 (or its equivalent in another currency)]*