

Appendix A8

Final terms and pricing supplement

Appendix A8 - Final terms and pricing supplement

Part I – General introduction	A8-3
Part II – Introduction to Pro Forma 1	A8-7
Part III – Pro Forma 1	A8-9
Part IV – Notes relating to Pro Forma 1	A8-26
Part V – Introduction to Pro Forma 2	A8-31
Part VI – Pro Forma 2	A8-33
Part VII – Notes relating to Pro Forma 2	A8-46
Part VIII – Introduction to Pro Forma 3	A8-51
Part IX – Pro Forma 3	A8-52
Part X – Notes relating to Pro Forma 3	A8-66

Part I - General Introduction

1. Below are suggested pro formas: *September
2018*
 - (a) **Pro forma 1** - Final terms for medium term note programmes for use in connection with issues of securities with a denomination of less than €100,000 to be admitted to trading on an EEA regulated market and/or offered to the public in the EEA, based on the requirements of Annex V of the Prospectus Directive implementing Regulation;
 - (b) **Pro forma 2** - Final terms for medium term note programmes for use in connection with issues of securities with a denomination of at least €100,000 to be admitted to trading on an EEA regulated market, based on Annex XIII of the Prospectus Directive implementing Regulation; and
 - (c) **Pro forma 3** - A pricing supplement for medium term note programmes for use in connection with issues of securities which are not subject to the Prospectus Directive.
2. The pro formas have been prepared with the help of the ICMA members and a group of City of London capital markets law firms and have been circulated to a number of other law firms prior to publication. The ICMA is extremely grateful for the advice and assistance it has received. *September
2015*

3. The pro formas are appropriate for most medium term note programmes for which the base prospectus is approved in the United Kingdom. ICMA also understands that they are appropriate for most medium term note programmes for which the base prospectus is approved in many other EEA Member States, in particular since the Prospectus Directive was intended to be a maximum harmonisation directive creating a uniform approach to base prospectuses and final terms throughout the EEA. However, it should be noted that there remain potential local law issues in individual EEA Member States, including in relation to the particular implementation of the Prospectus Directive or amendments to it in those Member States, or local market practices or competent authority approaches which may mean that modifications to the pro formas may be appropriate. The endnotes to the pro formas aim to give some further guidance in this regard. *September 2015*
- 3A. The pro formas may require amendment in due course to reflect the UK's withdrawal from the European Union and/or the full implementation of the Prospectus Regulation in July 2019. *September 2018*
4. The purpose of the pro formas is to assist market efficiency by providing a generally accepted standard format and to assist the market with the implementation of the requirements of the Prospectus Directive, Regulation and amendments made to them. They are an assessment of the legal requirements and practices but will be subject to change as actual practice develops. *September 2015*
5. The pro formas have not been approved by any competent authority. They are not legal advice and it is for issuers and their advisers to decide how to comply with the requirements in the context of the provisions of their programmes and the characteristics of particular drawdowns under them, as well as applicable national laws and regulations. *September 2015*
6. The pro formas are intended to be as helpful as possible at the time of their publication. They may not, however, contain all language appropriate in every situation. In particular, when using the ICMA pro formas to assist with the production of pro forma final terms within a base prospectus, it is important to check that all amendments and/or additions necessary are made in order that the pro formas conform to the conditions of the bonds and other aspects of the base prospectus. For example, language relating to the "Prohibition of Sales to EEA Retail Investors" in the pro formas is intended to interact with any PRIIPs Regulation selling restrictions and legends set out in the base prospectus. See further Appendix A13. *September 2018*
7. The numbering of the pro formas is designed to retain a reference to all material items while producing a final document which is as short as possible. Where a heading requires a number of additional items to be included, these should be in the form of sub-paragraphs designated (i), (ii) and so on, without the numbering being affected. *September 2015*

8. Pro formas 1 and 2 above reflect the Prospectus Directive requirements applicable to final terms prepared in conjunction with a base prospectus approved on or after 1 July 2012. The Prospectus Directive implementing Regulation requires a base prospectus to indicate which information will be included in the final terms and to include a template form of final terms (Article 22(5)(1) and (1a)). The base prospectus will therefore need to contain the relevant form or forms of the final terms. The Prospectus Directive implementing Regulation provides that the final terms shall only contain the information items from the various securities note schedules according to which the base prospectus is drawn up which are listed as Categories B and C in Annex XX of the Prospectus Directive implementing Regulation (with the base prospectus providing the general principles where relevant), together with any permitted "additional information" set out in Annex XXI and any replication of or reference to options already provided for in the base prospectus which are applicable to the individual issue (Article 22(4)). The Prospectus Directive implementing Regulation also provides that final terms may determine which options, with regard to Category A, B and C information items disclosed in the base prospectus, are applicable to the individual issue (Article 22(1a)). It expressly provides, however, that the final terms may not amend or replace information in the base prospectus (Article 22(4)). For programmes which envisage issues of debt securities having a denomination below €100,000 as well as €100,000 or above, it will be appropriate to include both forms 1 and 2 in the base prospectus.

*September
2018*

9. If the revised pro formas are included by way of an amendment to an existing programme, careful consideration should be given to conforming changes in the terms and conditions in the base prospectus that are necessary as a result of the A, B and C categorisations in Annex XX of the Prospectus Directive implementing Regulation referred to above.

*September
2018*

10. Issuers and their advisers should be aware that if securities are offered to the public on a non-exempt basis in the EEA or admitted to trading on an EEA regulated market, it is the issuer's responsibility to ensure that final terms are (a) filed with (i) the competent authority that approved the base prospectus, and (ii) the competent authority of the host Member State(s), as soon as practicable and, if possible, in advance of the beginning of the public offer or admission to trading, in accordance with Article 5(4) of the Prospectus Directive and (b) published in accordance with Article 14 of the Prospectus Directive and Article 33 of the Prospectus Directive implementing Regulation.

*September
2018*

11. When forwarding final terms to a relevant competent authority, issuers, their agents or advisers should take care to ensure that the authority is aware of the purpose of the filing and in particular whether it is intended that the securities are to be admitted to trading on a regulated market and, if so, from what date. Final terms should not be submitted to a competent authority without specific instructions to do so and a clear understanding of the purpose of that submission. Application for admission to trading and/or submission in respect of a non-exempt offer of notes should not be made in circumstances where a supplement to the base prospectus is required until such time as the supplement has been approved and published in accordance with the Prospectus Directive. *September 2015*
12. It may also be appropriate to include Pro forma 3 in the base prospectus where an issuer envisages issuing securities in a scenario where the Prospectus Directive does not apply (i.e. where securities are not being admitted to trading on a regulated market and are being offered on an exempt basis). *September 2015*
13. If an issue originally documented under a different form or version of one of the pro formas is increased, careful consideration should be given to the appropriate form of documentation for the increase, although differences in the form of final terms alone are not a bar to doing a tap issue by way of final terms. The pro forma final terms in the current base prospectus, which would ordinarily be the first port of call for documenting the further issue, will have been drafted to reflect the Prospectus Directive implementing Regulation (with its more restrictive approach on final terms) as it stands after 1 July 2012. Whilst that pro forma is drafted to complete the conditions set out in the current base prospectus, it may not work in all respects with the conditions of 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. *September 2018*

Part II - Introduction to Pro Forma 1

1. The attached pro forma Final Terms is intended to be used in circumstances where the Euro Medium Term Note Programme:

September 2015

 - (i) is subject to the Prospectus Directive, i.e. where the relevant Prospectus has been approved by a competent authority for the purpose of issuing Notes which are to be admitted to trading on an EEA regulated market and/or offered to the public (within the meaning of the Prospectus Directive) in the EEA in circumstances where a prospectus is required under the Prospectus Directive (i.e. a “non-exempt offer”) and where the Notes issued in the drawdown have a denomination of less than €100,000; and
 - (ii) includes terms and conditions for the issue of fixed rate, floating rate and zero coupon notes.

2. The disclosure is based on Annex V of the Prospectus Directive implementing Regulation ((EC) No 809/2004, as amended (the “**Prospectus Regulation**”). Where an Issuer intends to issue securities other than fixed rate, floating rate (including fixed to floating rate) and zero coupon notes, all relevant provisions should be included in the Conditions with relevant options and placeholders included in the pro forma Final Terms in the base prospectus or consideration should, instead, be given to adopting a Pricing Supplement (see the ICMA pro forma Pricing Supplement for use in connection with issues of securities which are not subject to the Prospectus Directive).

September 2018

3. The following pro forma Final Terms reflects the Prospectus Directive requirements applicable to final terms prepared in conjunction with a base prospectus approved on or after 1 July 2012 and replaces the pro forma Final Terms published in June 2007.

September 2015

4. The Prospectus Regulation requires a base prospectus to indicate which information will be included in the final terms and to include a template form of final terms (Article 22(5)(1) and (1a)). The base prospectus will therefore need to contain the relevant form or forms of the final terms.

September 2015

5. The Prospectus Regulation provides that the final terms shall only contain the information items from the various securities note schedules according to which the base prospectus is drawn up which are listed as Categories B and C in Annex XX of the Prospectus Regulation (with the base prospectus providing the general principles where relevant), together with any permitted “additional information” set out in Annex XXI and any replication of or reference to options already provided for in the base prospectus which are applicable to the individual issue (Article 22(4)). The Prospectus Regulation also provides that final terms may determine which options, with regard to Category A, B and C information items disclosed in the base prospectus, are applicable to the individual issue (Article 22(1a)). It expressly provides, however, that the final terms may not amend or replace information in the base prospectus (Article 22(4)).

September 2015

Part III - Pro Forma 1

ICMA pro forma final terms for use in connection with issues of securities with a denomination of less than €100,000 to be admitted to trading on an EEA regulated market and/or offered to the public on a non-exempt basis in the EEA

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The 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 European Economic Area (“**EEA**”). 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**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation 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 Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]^A

September
2018

[Legends relating to the MiFID II product governance regime may be included here. Information is available on the ICMA MiFID II/R in primary markets webpage: <https://www.icmagroup.org/Regulatory-Policy-and-Market-Practice/Primary-Markets/primary-market-topics/mifid-ii-r-in-primary-markets/>.]

Final Terms dated •

[Name of Issuer]

Legal entity identifier (LEI): []^B

Issue of **[Aggregate Nominal Amount of Tranche]** **[Title of Notes]**

[Guaranteed by **[Name of Guarantor]**]

under the **[insert Programme Amount]** **[Debt Issuance Programme]**

[Euro Medium Term Note Programme]

[Any person making or intending to make an offer of the Notes may only {do so}:]

PD Reg September
22.4 + 2018
26.5 -
comprehen-
sibility

September
2018

<p>(i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 8(vii) of Part B below, provided such person is a Dealer, Manager or Authorised Offeror (as such term is defined in the [Base] Prospectus) and that such offer is made during the Offer Period specified for such purpose therein and that any conditions relevant to the use of the [Base] Prospectus are complied with; or</p>	<p>XXI Add. Info</p>	<p>September 2018</p>
<p>(ii) otherwise)* in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.}**</p>		<p>September 2015</p>
<p>Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.</p>		<p>September 2015</p>
<p>The expression "Prospectus Directive" means Directive 2003/71/EC (as amended or superseded) and includes any relevant implementing measure in the relevant Member State.}]***</p>		<p>September 2018</p>
<p>* <i>Include this wording where a non-exempt offer of Notes is anticipated.</i></p>		<p>September 2015</p>
<p>** <i>Where the UKLA is approving the prospectus and the prospectus has not been prepared in accordance with the requirements of UKLA Technical Note 632.1, this language should be deleted and replaced with the following language: "offer Notes to any legal entity which is a qualified investor as defined in the Prospectus Directive."</i></p>		<p>September 2015</p>
<p>*** <i>Do not include this wording in the pro forma final terms if the base prospectus contains PRIIPs Regulation selling restriction and legend Option 1 (a blanket prohibition on marketing and sales to EEA retail investors in respect of all issuance under the programme). See further Appendix A13, 2.1.</i></p>		<p>September 2018</p>
<p><i>If the base prospectus contains PRIIPs Regulation selling restriction and legend Option 2:</i></p>		
<ul style="list-style-type: none"> • <i>include this language in the pro forma final terms in square brackets;</i> • <i>delete this language from the final terms if the "Prohibition of Sales to EEA Retail Investors" legend is included in the final terms (because the Notes potentially constitute "packaged" products and no key information document will be prepared) and the "Prohibition of Sales to EEA Retail Investors" is specified to be "Applicable".</i> 		
<p><i>See further Appendix A13, 2.2.</i></p>		

6. **[Floating Rate Notes only - HISTORIC INTEREST RATES**

September
2015

Details of historic [LIBOR/EURIBOR/*replicate other as specified in the Conditions*] rates can be obtained from [Reuters].]

V 4.7 (ix)
Cat C

7. **OPERATIONAL INFORMATION**

September
2018

ISIN: []

V 4.1 (ii)
Cat C

Common Code: []

[CUSIP: []]

[CINS: []] ²⁶

CFI^{26A}: [[]/Not Applicable]

FISN^{26B}: [[]/Not Applicable]

(If the CFI and/or FISN is not required, requested or available, it/they should be specified to be "Not Applicable".)

Any clearing system(s) other than [DTC,] [Not Applicable/give name(s) and number(s)]

V 4.3 (ii)
Cat C

Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Delivery: Delivery [against/free of] payment

V 5.1.6
Cat C

Names and addresses of additional Paying Agent(s) (if any): []

V 5.4.2
Cat C

(viii) Offer period:	[Specify date] until [specify date]	XXX 1.3 Cat C
(ix) 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)]	XXX 2A.1 Cat C
(x) General Consent:	[Not Applicable][Applicable]	XXX 2B PD Reg 22.1a
(xi) Other Authorised Offeror Terms:	[Not Applicable][Add here any other Authorised Offeror Terms] <i>(Authorised Offeror Terms should only be included here where General Consent is Applicable)</i>	XXX 1.5 Cat C
[(xii) Prohibition of Sales to EEA Retail Investors:	[Applicable][Not Applicable] <i>(If the Notes clearly do not constitute "packaged" products, or the Notes do constitute "packaged" products and a key information document will be prepared, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared, "Applicable" should be specified.)</i> ^{31A}	V 5.2.1 Cat A PD Reg 22.1a

[9. TERMS AND CONDITIONS OF THE OFFER³²

September
2015

Offer Price:	[Issue Price][specify]	V 5.3.1 (i) Cat C
Conditions to which the offer is subject:	[Not Applicable/give details]	V 5.1.1 Cat C
Description of the application process:	[Not Applicable/give details]	V 5.1.3 Cat C
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	[Not Applicable/give details]	V 5.1.4 Cat C
Details of the minimum and/or maximum amount of application:	[Not Applicable/give details]	V 5.1.5 Cat C

Part IV - Notes relating to Pro Forma 1

- A. *Where the base prospectus includes PRIPs Regulation selling restriction Option 1 (a blanket prohibition on marketing and sales to EEA retail investors in respect of all issuance under the programme), include this legend in the pro forma final terms without square brackets. See further Appendix A13, 2.1.* September 2018
- Where the base prospectus includes PRIPs Regulation selling restriction Option 2:*
- *include this legend in square brackets in the pro forma final terms; and*
 - *this legend should be included on the front of the final terms if the Notes potentially constitute “packaged” products and no key information document will be prepared or the issuer wishes to prohibit offers to EEA retail investors for any other reason, in which case the “Prohibition of Sales to EEA Retail Investors” in Part B, item 8(xii) should also be specified to be “Applicable”.*
- See further Appendix A13, 2.2.*
- B. *Consider inserting the issuer’s LEI here. Where the LEI was not included on an application to a stock exchange at the point of programme establishment or update it may be required at the point of submission to a stock exchange of the final terms on a drawdown and may also be required when drawdown final terms are published/uploaded to the relevant Officially Appointed Mechanism. Including the LEI in the overview section of a base prospectus and on the front page of the pro forma final terms may therefore ensure it is readily available when required.* September 2018
1. *The relevant competent authority may require that this introductory wording is deleted. Deletion of the wording is unlikely to be problematic. It has, however, been retained in this pro forma as it serves as a useful reminder of the EEA public offer selling restriction. Also, note that “Prospectus Directive” does not need to be specifically defined in the pro forma final terms in the base prospectus where it is defined in the Conditions or elsewhere.* September 2015
2. *This should reflect the name of the document.* September 2015
3. *Leave blank in the pro forma final terms in the base prospectus.* September 2015
4. *Only include details of a supplement in which the Conditions have been amended or information added for the purposes of all future issues under the Programme.* September 2015

5. *Include details of the actual method by which the base prospectus, once approved, will be published in the pro forma final terms in the base prospectus. Final terms and any supplement to the base prospectus must be published in accordance with Article 14 of the Prospectus Directive and Article 33 of the Prospectus Directive implementing Regulation. Article 33 states that the publication method for the final terms does not need to be the same as that used for the base prospectus, as long as one of the methods indicated in Article 14 is used. Article 16 states that a supplement must be published with at least the same arrangements as were applied when the original base prospectus was published.*

September
2018

Article 14 specifies the following alternative methods of publication:

- (a) *by insertion in one or more newspapers of the kind specified in Article 14(2)(a);*
- (b) *in printed form to be made available, free of charge, to the public at:*
 - (i) *the offices of the market on which the securities are being admitted to trading; or*
 - (ii) *at the registered office of the issuer and at the offices of the financial intermediaries placing or selling the securities, including paying agents; or*
- (c) *in electronic form on the issuer's website or, if applicable, on the website of the financial intermediaries placing or selling the securities, including paying agents; or*
- (d) *in an electronic form on the website of the regulated market where the admission to trading is sought; or*
- (e) *in electronic form on the website of the competent authority of the home Member State if the said authority has decided to offer this service.*

If publication is made in accordance with (a) or (b), publication must also be made in accordance with (c). This means that electronic publication will always be required (under either (c), (d) or (e)).

As well as filing the final terms with the home Member State, they must also be filed with the competent authority of the host Member State(s). In addition, a home Member State (and some host Member States) may require publication of a notice stating how the final terms or any supplement have been made available and where they can be obtained by the public. Other local law requirements may also apply, see note 31 below.

6. *Where a competent authority requires the removal of the Issuer and Guarantor name placeholders from the pro forma in the base prospectus this should not, where there is only one Issuer or Guarantor, be problematic as their names are included in the final terms heading. The name placeholders are necessary in a multi issuer/guarantor programme, however, to identify the relevant Issuer/Guarantor.*

September
2015

23. *Include the name of the relevant regulated market, for example the Bourse de Luxembourg, the London Stock Exchange's Regulated Market or the Regulated Market of the Irish Stock Exchange and, if relevant, to admission to an official list, for example the official list of the UK Listing Authority. In general, competent authorities are likely to require that the pro forma final terms in the base prospectus actually lists out the relevant markets where an issuer may want to list, with final terms for a drawdown picking from those listed options. Where a non-regulated market listing is likely to be sought (e.g. on the Freiverkehr) in addition to a regulated market listing or in conjunction with a non-exempt offer, consider whether it is possible to list out those details in the pro forma final terms in the base prospectus. This may depend on competent authority approach. If the notes are not to be admitted to trading on a regulated market nor offered to the public on a non-exempt basis, consider using the Pro Forma Pricing Supplement contained in the ICMA Primary Market Handbook (see A8).* September 2015
24. *Where the UKLA are approving the base prospectus, they may require that the pro forma final terms in the base prospectus should provide for the specific rating agency entity that may rate notes under the programme or use the defined term for that entity (although credit ratings assigned to securities is a Category C disclosure item) so that the ratings disclosure in the final terms matches the statement required to be included in a prospectus by the Credit Rating Agency Regulation.* September 2015
25. *Exactly what will need to be inserted in the pro forma final terms in the base prospectus will depend on the approach of the competent authority on yield at the time of drafting.* September 2015
26. *A CUSIP number is applicable to securities cleared through DTC and a CINS number is a US-allocated number relevant to securities traded on an international basis and underwritten outside the US and Canada. The Agent would normally apply for these.* September 2015
- 26A. *A CFI is a Classification of Financial Instruments code. Further information is available on the ANNA website: <https://www.anna-web.org/>.* September 2018
- 26B. *A FISN is a Financial Instrument Short Name. Further information is available on the ANNA website: <https://www.anna-web.org/>.* September 2018
27. *Include if the programme allows a choice between NGNs, NSS or CGNs or if the Programme specifies NGNs or NSS only. Where the UKLA are approving the base prospectus this information should not be included in the pro forma final terms in the base prospectus but should, instead, be provided to the ICSDs separately at the time of issue. Furthermore, where any other competent authority requires the deletion of this information from pro forma final terms, again it should be provided to the ICSDs separately at the time of an issue. This enables the ICSDs to complete their operational checks on eligibility criteria.* September 2015
28. *Where the programme provides for notes which may be issued through a domestic clearing system, this wording will need to be amended to reflect the fact that notes issued through a domestic clearing system may also be ECB eligible.* September 2015

29. *Where the UKLA are approving the base prospectus, the pro forma final terms within it will not be permitted to include (i) Method of distribution and (ii) Stabilisation Manager(s). Furthermore, the UKLA may require that the Distribution section is expanded such that each requirement in paragraph 5.4.3 of Annex V is addressed as a separate line item.* September 2015
30. *Where the UKLA are approving the base prospectus, the placeholder in the pro forma final terms within it should be entitled "Public offer where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus", instead of "Non-exempt Offer".* September 2015
31. *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.* September 2015
- The start date for non-exempt offers will typically be no earlier than the publication date of the Final Terms. The start date in certain jurisdictions may need to be delayed until after compliance with any local requirements (e.g. publication of newspaper notices) and accordingly may not necessarily be an actual date. For example, instead of a specific date it could be expressed as "the business day following publication of the [relevant notice]" or similar. The end date will be as agreed between the Issuer and the Managers.*
- 31A. *Include this wording where the base prospectus includes PRIIPs Regulation selling restriction and legend Option 2. See further Appendix A13, 2.2. Otherwise, do not include this wording.* September 2018
32. *Consider the circumstances in which the items specified below need to be completed or marked "Not Applicable" by reference to the requirements of the relevant home and/or host member states where any non-exempt public offer is being made, in compliance with the Prospectus Directive, as implemented in such member states. Note that if sub-paragraph 8(vi) above is marked as Not Applicable (because the offer is an exempt offer) then section 9 can be deleted.* September 2015
33. *This placeholder would need to be included in the pro forma final terms in the base prospectus if it is intended that notes issued under the programme will be admitted to the London Stock Exchange's Order book for Retail Bonds where there is a requirement for market makers.* September 2015

Part V - Introduction to Pro Forma 2

1. The attached pro forma Final Terms is intended to be used in circumstances where the Euro Medium Term Note Programme:

September 2015

 - (i) is subject to the Prospectus Directive, i.e. where the relevant Prospectus has been approved by the competent authority for the purpose of issuing Notes which are to be admitted to trading on an EEA regulated market and/or offered to the public (within the meaning of the Prospectus Directive) in the EEA and where the Notes issued in the drawdown have a denomination of at least €100,000 (i.e. an “exempt offer”); and
 - (ii) includes terms and conditions for the issue of fixed rate, floating rate and zero coupon notes.
2. The disclosure is based on Annex XIII of the Prospectus Directive implementing Regulation ((EC) No 809/2004, as amended (the **“Prospectus Regulation”**). Where an Issuer intends to issue securities other than fixed rate, floating rate (including fixed to floating rate) and zero coupon notes, all relevant provisions should be included in the Conditions with relevant options and placeholders included in the pro forma Final Terms in the base prospectus or consideration should, instead, be given to adopting a Pricing Supplement (see the ICMA pro forma Pricing Supplement for use in connection with issues of securities which are not subject to the Prospectus Directive).

September 2018
3. The attached pro forma Final Terms reflects the Prospectus Directive requirements applicable to final terms prepared in conjunction with a base prospectus approved on or after 1 July 2012 and replaces the pro forma Final Terms published in June 2007.

September 2015
4. The Prospectus Regulation requires a base prospectus to indicate which information will be included in the final terms and to include a template form of final terms (Article 22(5)(1) and (1a)). The base prospectus will therefore need to contain the relevant form or forms of the final terms.

September 2015
5. The Prospectus Regulation provides that the final terms shall only contain the information items from the various securities note schedules according to which the base prospectus is drawn up which are listed as Categories B and C in Annex XX of the Prospectus Regulation (with the base prospectus providing the general principles where relevant), together with any permitted “additional information” set out in Annex XXI and any replication of or reference to options already provided for in the base prospectus which are applicable to the individual issue (Article 22(4)). The Prospectus Regulation also provides that final terms may determine which options, with regard to Category A, B and C information items disclosed in the base prospectus, are applicable to the individual issue (Article 22(1a)). It expressly provides, however, that the final terms may not amend or replace information in the base prospectus (Article 22(4)).

September 2015

Part VI - Pro Forma 2

ICMA pro forma final terms for medium term note programmes for use in connection with issues of securities with a denomination of at least €100,000 to be admitted to trading on an EEA regulated market

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The 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 European Economic Area (“**EEA**”). 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**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation 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 Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”).^a Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]^b

September
2018

[Legends relating to the MiFID II product governance regime may be included here. Information is available on the ICMA MiFID II/R in primary markets webpage: <https://www.icmagroup.org/Regulatory-Policy-and-Market-Practice/Primary-Markets/primary-market-topics/mifid-ii-r-in-primary-markets/>.]

September
2018

Final Terms dated •

[Name of Issuer]

Legal entity identifier (LEI): []^c

Issue of **[Aggregate Nominal Amount of Tranche] [Title of Notes]**

[Guaranteed by **[Name of Guarantor]**]

under the **[insert Programme Amount] [Debt Issuance Programme]**

[Euro Medium Term Note Programme]

PD Reg 22.4
+ 26.5 -
comprehen-
sibility
September
2018

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus¹ dated ●² [and the supplement(s) to it dated ●]³ which [together] constitute[s] a base prospectus (the “[**Base**] Prospectus”) for the purposes of [Directive 2003/71/EC (as amended or superseded, the “[**Prospectus Directive**”)]/[the Prospectus Directive]. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the [Base] Prospectus. Full information on the Issuer [, the Guarantor(s)] 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 has been published on [Issuer’s/financial intermediaries’/ regulated market/ competent authority] website.⁴

September
2018

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 a post- 1 July 2012 approved base prospectus to tap a previous issue under a pre- 1 July 2012 approved base prospectus, the final terms in the post- 1 July 2012 base prospectus will take a different form due to the more restrictive approach to final terms. 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.

September
2015

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “[**Conditions**”]) set forth in the Prospectus¹ dated [original date] [and the supplement(s) to it dated ●]³ which are incorporated by reference in the Prospectus dated [current date]. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of [Directive 2003/71/EC (as amended or superseded, the “[**Prospectus Directive**”)]/[the Prospectus Directive] and must be read in conjunction with the Prospectus dated [current date] [and the supplement(s) to it dated ●], which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive (the “[**Base**] Prospectus”), save in respect of the Conditions which are extracted from the Prospectus dated [original date] [and the supplement(s) to it dated ●]³. Full information on the Issuer [, the Guarantor(s)] and the offer of the Notes is only available on the basis of the combination of these Final Terms, the [Base] Prospectus [and the supplement(s) dated ●]. The [Base] Prospectus has been published on [Issuer’s/financial intermediaries’/ regulated market/ competent authority] website.⁴

September
2018

[Save for any fees payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. 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 the Guarantor] and [its/their] 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 16 of the Prospectus Directive.)]²⁵

4. **[Fixed Rate Notes only – YIELD]**

XIII 4.10(i) September
Cat C 2015

Indication of yield: []
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

5. **OPERATIONAL INFORMATION**

September
2018

ISIN: [] XIII 4.2(ii)
Cat C

Common Code: []

[CUSIP: []]

[CINS: []]²⁶

CFI^{26A}: [[]/Not Applicable]

FISN^{26B}: [[]/Not Applicable]

(If the CFI and/or FISN is not required, requested or available, it/they should be specified to be “Not Applicable”.)

Any clearing system(s) other than [DTC,] [Not Applicable/give name(s) and number(s)] XIII 4.4(ii)
Cat C

Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Delivery: Delivery [against/free of] payment

6. DISTRIBUTION²⁹

- (i) Method of distribution: [Syndicated/Non-syndicated]
- (ii) If syndicated:
- (A) Names of Managers: [Not Applicable/*give names*]
- (B) Stabilisation Manager(s) (if any): [Not Applicable/*give names*] PD Reg
22.4(c)
- (iii) If non-syndicated, name of Dealer: [Not Applicable/*give name*]
- (iv) US Selling Restrictions: [Reg. S Compliance Category [1/2/3]; [Rule 144A;] TEFRA C/ TEFRA D/ TEFRA not applicable] PD Reg
22.4(c)
XIII 4.14
Cat A
PD Reg
22.1a
- [(v) Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable] PD Reg
22.4(c)
XIII 4.14 Cat
A, PD Reg
22.1a
- (If the Notes clearly do not constitute "packaged" products or the Notes do constitute "packaged" products and a key information document will be prepared, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared, "Applicable" should be specified.)³⁰*

Part VII - Notes relating to Pro Forma 2

- A. *Because a PD selling restriction is not required where the programme contains a blanket prohibition on the issue of notes with a denomination of less than EUR 100,000 or equivalent, the third limb of the definition of retail investor (which relates to the PD public offer regime) does not need to be included where the programme contains such blanket prohibition.* September 2018
- B. *Where the base prospectus includes PRIIPs Regulation selling restriction Option 1 (a blanket prohibition on marketing and sales to EEA retail investors in respect of all issuance under the programme), include this legend in the pro forma final terms without square brackets. See further Appendix A13, 2.1.* September 2018
- Where the base prospectus includes PRIIPs Regulation selling restriction Option 2:*
- *include this legend in square brackets in the pro forma final terms; and*
 - *legend to be included on front of the final terms if the Notes potentially constitute “packaged” products and no key information document will be prepared or the issuer wishes to prohibit offers to EEA retail investors for any other reason, in which case the “Prohibition of Sales to EEA Retail Investors” in Part B, item 6(v) should be specified to be “Applicable”.*
- See further Appendix A13, 2.2.*
- C. *Consider inserting the issuer’s LEI here. Where the LEI was not included on an application to a stock exchange at the point of programme establishment or update it may be required at the point of submission to a stock exchange of the final terms on a drawdown and may also be required when drawdown final terms are published/uploaded to the relevant Officially Appointed Mechanism. Including the LEI in the overview section of a base prospectus and on the front page of the pro forma final terms may therefore ensure it is readily available when required.* September 2018
1. *This should reflect the name of the document.* September 2015
2. *Leave blank in the pro forma final terms in the base prospectus.* September 2015
3. *Only include details of a supplement in which the Conditions have been amended or information added for the purposes of all future issues under the Programme.* September 2015

4. *Include details of the actual method by which the base prospectus, once approved, will be published in the pro forma final terms in the base prospectus. Final terms and any supplement to the base prospectus must be made available to the public and published in accordance with Article 14 of the Prospectus Directive and Article 33 of the Prospectus Directive implementing Regulation. Article 33 states that the publication method for the final terms does not need to be the same as that used for the base prospectus, as long as one of the methods indicated in Article 14 is used. Article 16 states that a supplement must be published with at least the same arrangements as were applied when the original base prospectus was published.*

Article 14 specifies the following alternative methods of publication:

- (a) by insertion in one or more newspapers of the kind specified in Article 14(2)(a);*
- (b) in printed form to be made available, free of charge, to the public at:
 - (i) the offices of the market on which the securities are being admitted to trading; or*
 - (ii) at the registered office of the issuer and at the offices of the financial intermediaries placing or selling the securities, including paying agents; or**
- (c) in electronic form on the issuer's website or, if applicable, on the website of the financial intermediaries placing or selling the securities, including paying agents; or*
- (d) in an electronic form on the website of the regulated market where the admission to trading is sought; or*
- (e) in electronic form on the website of the competent authority of the home Member State if the said authority has decided to offer this service.*

If publication is made in accordance with (a) or (b), publication must also be made in accordance with (c). This means that electronic publication will always be required (under either (c), (d) or (e)).

As well as filing the final terms with the home Member State, they must also be filed with the competent authority of the host Member State(s).

5. *Where a competent authority requires the removal of the Issuer and Guarantor name placeholders from the pro forma in the base prospectus this should not, where there is only one Issuer or Guarantor, be problematic as their names are included in the final terms heading. The name placeholders are necessary in a multi Issuer/Guarantor programme, however, to identify the relevant Issuer/Guarantor.*

26. A CUSIP number is applicable to securities cleared through DTC and a CINS number is a US-allocated number relevant to securities traded on an international basis and underwritten outside the US and Canada. The Agent would normally apply for these. September 2015
- 26A. A CFI is a Classification of Financial Instruments code. Further information is available on the ANNA website: <https://www.anna-web.org/>. September 2018
- 26B. A FISN is a Financial Instrument Short Name. Further information is available on the ANNA website: <https://www.anna-web.org/>. September 2018
27. Include if the programme allows a choice between NGNs, NSS or CGNs or if the programme specifies NGNs or NSS only. Where the UKLA are approving the base prospectus this information should not be included in the pro forma final terms in the base prospectus but should, instead, be provided to the ICSDs separately at the time of issue. Furthermore, where any other competent authority requires the deletion of this information from pro forma final terms, again it should be provided to the ICSDs separately at the time of an issue. This enables the ICSDs to complete their operational checks on eligibility criteria. September 2015
28. Where the programme provides for notes which may be issued through a domestic clearing system, this wording will need to be amended to reflect the fact that notes issued through a domestic clearing system may also be ECB eligible. September 2015
29. Where the UKLA are approving the base prospectus it may not be possible to include 6 (i) to (iii). September 2015
30. Include this wording where the base prospectus includes PRIIPs Regulation selling restriction and legend Option 2. See further Appendix A13, 2.2. Otherwise, do not include this wording. September 2018

Part IX - Pro Forma 3

ICMA pro forma pricing supplement for medium term note programmes for use in connection with issues of securities which are not subject to the Prospective Directive

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH
DIRECTIVE 2003/71/EC FOR THE ISSUE OF NOTES DESCRIBED
BELOW

September
2015

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The 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 European Economic Area (“**EEA**”). 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**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation 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 Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”) ^A. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.] ^B

September
2018

[Legends relating to the MiFID II product governance regime may be included here. Information is available on the ICMA MiFID II/R in primary markets webpage: <https://www.icmagroup.org/Regulatory-Policy-and-Market-Practice/Primary-Markets/primary-market-topics/mifid-ii-r-in-primary-markets/>.]

September
2018

Pricing Supplement dated •

[Name of Issuer]

Legal entity identifier (LEI): []^C

September
2018

Issue of **[Aggregate Nominal Amount of Tranche] [Title of Notes]**

[Guaranteed by **[Name of Guarantor]**]

under the **[insert Programme Amount] [Debt Issuance Programme]**

[Euro Medium Term Note Programme]

PART A – CONTRACTUAL TERMS

[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 any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.]*

September
2018

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the [Prospectus]¹ dated [date]² [and the supplement to it dated •] (the [**“Prospectus”**]). Full information on the Issuer [, the Guarantor(s)] and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus. Copies of the Prospectus may be obtained from [address].³

September
2015

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **“Conditions”**) set forth in the [Prospectus] dated [original date] [and the supplement dated •]⁴ which are incorporated by reference in the [Prospectus].**

September
2015

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote guidance for completing the Pricing Supplement.]

September
2015

* *Do not include this wording in the pro forma final terms if the base prospectus contains PRIIPs Regulation selling restriction and legend Option 1 (a blanket prohibition on marketing and sales to EEA retail investors in respect of all issuance under the programme). See further Appendix A13, 2.1.*

September
2018

If the base prospectus contains PRIIPs Regulation selling restriction and legend Option 2:

- include this language in the pro forma final terms in square brackets;*
- delete this language from the final terms if the “Prohibition of Sales to EEA Retail Investors” legend is included in the final terms (because the Notes potentially constitute “packaged” products and no key information document will be prepared) and the “Prohibition of Sales to EEA Retail Investors” is specified to be “Applicable”.*

See further Appendix A13, 2.2.

** *Only include this language where it is a fungible issue and the original Tranche was issued under a [Prospectus] with a different date.*

September
2018

PART B – OTHER INFORMATION

1. **LISTING**²⁰ [Application has been made by the Issuer (or on its behalf) for the Notes to be listed on [specify relevant market - note this must not be a regulated market]²⁰ with effect from [].] [Application is expected to be made by the Issuer (or on its behalf) for the Notes to be listed on [specify relevant market - note this must not be a regulated market]²⁰ with effect from [].] [Not Applicable.]
(Where documenting a fungible issue need to indicate that original Notes are already admitted to trading.) September 2015
2. **RATINGS**
Ratings: The Notes to be issued have been rated: September 2015

[S & P: []]
[Moody's: []]
[[Fitch: []]
[[Other]: []]
(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. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER** September 2015

[Save for any fees payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. 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 the Guarantor] and [its/their] affiliates in the ordinary course of business. *(Amend as appropriate if there are other interests)*]
4. **OPERATIONAL INFORMATION** September 2018

ISIN: []
Common Code: []
[CUSIP: []]²¹
[CINS: []]
CFI^{21A}: [[]/Not Applicable]

FISN ^{21B} :	[[] /Not Applicable] <i>(If the CFI and/or FISN is not required, requested or available, it/they should be specified to be "Not Applicable".)</i>
Any clearing system(s) other than [DTC,] Euroclear Bank S.A./N.V and Clearstream Banking, société anonyme and the relevant identification number(s):	[Not Applicable/give name(s) and number(s)]
Delivery:	Delivery [against/free of] payment
Names and addresses of additional Paying Agent(s) (if any):	[]
[Intended to be held in a manner which would allow Eurosystem eligibility ^{22 23}	[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 the ICSDs acting as common safekeeper)] <i>[include this text for registered notes]</i> 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./]

[No. Whilst the designation is specified as “no” at the date of this Pricing Supplement, 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 the ICSDs as common safekeeper [(and registered in the name of a nominee of one of the ICSDs 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.]]

5. DISTRIBUTION

September
2018

- (i) Method of distribution: [Syndicated/Non-syndicated]
- (ii) If syndicated, names of Managers: [Not Applicable/*give names*]
- (iii) Stabilisation Manager(s) (if any): [Not Applicable/*give names*]
- (iv) If non-syndicated, name of Dealer: [Not Applicable/*give name*]
- (v) US Selling Restrictions: [Reg. S Compliance Category [1/2/3]; [Rule 144A;] TEFRA C/ TEFRA D/ TEFRA not applicable]
- (vi) Additional selling restrictions: [Not Applicable/*give details*]
- [(vii) Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]

(If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a key information document will be prepared, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)²⁴

Part X - Notes relating to Pro Forma 3

- A. *Because a PD selling restriction is not required where the programme contains a blanket prohibition on the issue of notes with a denomination of less than EUR 100,000 or equivalent, the third limb of the definition of retail investor (which relates to the PD public offer regime) does not need to be included where the programme contains such blanket prohibition.* September 2018
- B. *Where the base prospectus includes PRIIPs Regulation selling restriction Option 1 (a blanket prohibition on marketing and sales to EEA retail investors in respect of all issuance under the programme), include this legend in the pro forma final terms without square brackets. See further Appendix A13, 2.1.* September 2018
- Where the base prospectus includes PRIIPs Regulation selling restriction Option 2:*
- *include this legend in square brackets in the pro forma final terms; and*
 - *legend to be included on front of the final terms if the Notes potentially constitute “packaged” products and no key information document will be prepared or the issuer wishes to prohibit offers to EEA retail investors for any other reason, in which case the “Prohibition of Sales to EEA Retail Investors” should be specified to be “Applicable”.*
- See further Appendix A13, 2.2.*
- C. *Whilst a pricing supplement is for use where Notes are not to be admitted to a regulated market, stock exchanges may still request the issuer’s LEI where Notes are to be listed on a multi-lateral trading facility (MTF). Therefore, consider inserting the issuer’s LEI here.* September 2018
1. *This should reflect the name of the document.* September 2015
2. *Leave blank in the pro forma Pricing Supplement in the base prospectus.* September 2015
3. *As this is a pro forma Pricing Supplement for securities that are not subject to the Prospectus Directive (because they are not admitted to trading on a regulated market in the EEA and/or are offered within one of the Prospectus Directive exemptions) it is not appropriate to refer to the copies posted on any stock exchange’s website.* September 2018
4. *Only include details of a supplement in which the Conditions have been amended or information added for the purposes of all future issues under the Programme.* September 2015

17. Note that the ICMSA Recommendation with respect to requirements for Payment Business Days (090428/11) (which can be accessed from the Publications page of the International Capital Markets Services Association website at www.icmsa.org) gives guidance regarding the financial centres to be open for payments. September 2015
18. A number of countries (for example, Iceland, Spain, Portugal and Italy) may require tax certification to enable interest to be paid gross by issuers. Consider including a term providing for tax certification where applicable. September 2015
19. Consider including if third party information is provided, for example in relation to an index or its components, an underlying security or the issuer of an underlying security. September 2015
20. Include the name of the relevant stock exchange and/or market, for example the Euro MTF market of the Luxembourg Stock Exchange, which is not a regulated market (as defined in the Prospectus Directive) within the EEA. If the notes are to be admitted to trading on such a regulated market, this ICMA Pro Forma Pricing Supplement must not be used and one of the alternative Pro Forma Final Terms contained in the ICMA Primary Market Handbook should be considered instead (see A8-III or A8-VI). September 2018
21. A CUSIP number is applicable to securities cleared through DTC and a CINS number is a US-allocated number relevant to securities traded on an international basis and underwritten outside the US and Canada. The Agent would normally apply for these. September 2015
- 21A. A CFI is a Classification of Financial Instruments code. Further information is available on the ANNA website: <https://www.anna-web.org/>. September 2018
- 21B. A FISN is a Financial Instrument Short Name. Further information is available on the ANNA website: <https://www.anna-web.org/>. September 2018
22. Include if the programme allows a choice between NGNs, NSS or CGNs or if the programme specifies NGNs or NSS only. September 2015
23. Where the programme provides for notes which may be issued through a domestic clearing system, this wording will need to be amended to reflect the fact that notes issued through a domestic clearing system may also be ECB eligible. September 2015
24. Include this wording where the base prospectus includes PRIIPs Regulation selling restriction and legend Option 2. See further Appendix A13, 2.2. Otherwise, do not include this wording. September 2018