

## **MiFID II product governance / Professional investors and ECPs only target market:**

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. 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.

For the purposes of this provision, the expression "manufacturer" means the Dealer.

European Bank for Reconstruction and Development (the "Issuer") does not fall under the scope of application of MiFID II. Consequently, the Issuer does not qualify as an "investment firm", "manufacturer" or "distributor" for the purposes of MiFID II.

## **Pricing Supplement**

23 October 2019

**European Bank for Reconstruction and Development**  
**USD 15,000,000 AMD Linked Floating Rate Notes due 24 October 2022 (the "Notes")**  
**issued pursuant to the European Bank for Reconstruction and Development**  
**EUR 45,000,000,000 Global Medium Term Note Programme for the issue of notes**

### **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 Offering Circular dated 3 July 2012 (the "Offering Circular"), as supplemented by the Supplementary Offering Circular dated 22 July 2019 (the "Supplementary Offering Circular"). This Pricing Supplement must be read in conjunction with such Offering Circular as so supplemented. Full information on the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular as so supplemented. The Offering Circular and the Supplementary Offering Circular are available for viewing and copies may be obtained from the Issuer at One Exchange Square, London, EC2A 2JN, United Kingdom.

#### **SUMMARY OF THE NOTES**

<b>1</b>	Specified Currency:	United States Dollars ("USD")
<b>2</b>	Nominal Amount:	USD 15,000,000
<b>3</b>	Type of Note:	Floating Rate
<b>4</b>	Issue Date:	24 October 2019
<b>5</b>	Issue Price:	100.00 per cent. of the Nominal Amount

- 6 Maturity Date: 24 October 2022
- 7 Fungible with existing Notes: No

#### FORM OF THE NOTES

- 8 Form of Note: Registered
- 9 New Global Note: No
- 10 (a) Specified Denomination: USD 200,000 and integral multiples of USD 1,000 in excess thereof
- (b) Calculation Amount: USD 1,000 (see the provisions set out in Annex A and B hereto)
- 11 Exchange of Bearer Notes: Not Applicable
- 12 (a) Talons for future Coupons to be attached to definitive Bearer Notes: Not Applicable
- (b) Date(s) on which the Talons mature: Not Applicable
- 13 (a) Depositary for and registered holder of Registered Global Note: Registered Global Note to be deposited with a common depositary for Euroclear and Clearstream, Luxembourg and registered in the name of Citivic Nominees Limited as nominee for the common depositary
- (b) Exchange of Registered Global Note: Registered Global Note will only be exchangeable for definitive Registered Notes upon 45 days' written notice in the limited circumstances as described on page 42 of the Offering Circular

#### PROVISIONS RELATING TO INITIAL PAYMENT

- 14 Partly Paid Notes: Not Applicable

#### PROVISIONS RELATING TO INTEREST

- 15 Interest Commencement Date: Issue Date
- 16 Fixed Rate Notes: Not Applicable
- 17 Zero Coupon Notes: Not Applicable
- 18 Floating Rate Notes and Indexed Notes: Applicable. See the provisions set out in Annex A and Annex B hereto.
- (a) Manner in which Rate of Interest is to be determined: Screen Rate Determination
- (b) Margin(s): -0.90 per cent per annum

- (c) Minimum Rate of Interest (if any): 0.0 per cent. per annum
- (d) Maximum Rate of Interest (if any): Not Applicable
- (e) Floating Day Count Fraction: Actual/365

**19** If Screen Rate Determination:

- (a) Reference Rate: 6 month AMD T-Bill-CBA (as defined in Annex B hereto)
- (b) Relevant Screen Page: T-Bill-CBA Screen Page (as defined in Annex B hereto)
- (c) Interest Determination Date: In respect of an Interest Period, the day falling two (2) Business Days prior to the commencement of such Interest Period.

**20** General Provisions for Floating Rate Notes and Indexed Notes:

- (a) Specified Period (or, in the case of Notes where the Interest Payment Date(s) are fixed, the Interest Payment Date(s)): The Interest Payment Dates are 24 April and 24 October in each year, starting from and including 24 April 2020, to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention.
- (b) Business Day Convention: Modified Following Business Day Convention
- (c) Business Day definition if different from that in Condition 4(b)(i): Condition 4(b)(i) applies. For the avoidance of doubt, New York City shall be the principal business centre and London and Yerevan shall be additional business centres.
- (d) Calculation of interest to be adjusted in accordance with Business Day Convention specified above: Yes
- (e) Terms relating to calculation of Interest Amount: Interest payable in USD; see the Annexes hereto.
- (f) Party responsible for calculation of the Interest Amount: The Calculation Agent; see the Annexes hereto.
- (g) Party responsible for making any determinations ancillary to or in connection with the calculation of the Interest Amount, including Rate of Interest (if applicable): See the Annexes hereto. The Calculation Agent is responsible for determining the Rate of Interest applicable to each Interest Period.

- |     |  |                |
|-----|--|----------------|
| (h) | Any amendment to the definition in Condition 4(b)(iii) of Euro-zone: | Not Applicable |
|-----|--|----------------|

**PROVISIONS REGARDING PAYMENTS/DELIVERIES**

- |           |  |  |
|-----------|--|--|
| <b>21</b> | Definition of "Payment Day" for the purpose of Condition 6(e) if different to that set out in Condition 6: | Condition 6(e) applies and for the avoidance of doubt, New York shall be the principal business centre. London and Yerevan shall be additional business centres. |
| <b>22</b> | Dual Currency Notes:   | Not Applicable   |
| <b>23</b> | Physically Settled Notes:  | Not Applicable   |

**PROVISIONS REGARDING REDEMPTION/MATURITY**

- |           |   |   |
|-----------|---|---|
| <b>24</b> | (a) Redemption at Issuer's option:  | No  |
|           | (b) Redemption at Noteholder's option:  | No  |
| <b>25</b> | (a) Final Redemption Amount per Calculation Amount ( <i>other than</i> an Indexed or Formula Note where the index or formula applies to the redemption amount): | Subject to the provisions set out in Annex A hereto                         |
|           | (b) Final Redemption Amount for each Indexed Note where the Index or Formula applies to the Final Redemption Amount:  | Not Applicable  |
| <b>26</b> | Instalment Note:  | Not Applicable  |
| <b>27</b> | Early Redemption Amount for each Note payable on an event of default:   | Condition 5(d) applies, subject to the provisions set out in Annex A hereto |

**DISTRIBUTION, CLEARING AND SETTLEMENT PROVISIONS**

- |           |  |   |
|-----------|--|---|
| <b>28</b> | Method of distribution:  | Non-syndicated  |
| <b>29</b> | If Syndicated, names and addresses of Managers or, if Non-Syndicated name and address of the Dealer: | Merrill Lynch International<br>2 King Edward Street<br>London, EC1A 1HQ<br>United Kingdom |
| <b>30</b> | Date of Syndication Agreement:   | Not Applicable  |
| <b>31</b> | Stabilising Manager(s):  | None  |
| <b>32</b> | Additional selling restrictions:   | Not Applicable  |

- 33 Details of additional/alternative clearing system approved by the Issuer and the Agent: Euroclear and Clearstream, Luxembourg only
- 34 Intended to be held in a manner which would allow Eurosystem eligibility: No
- 35 Common Code: 206910127  
 ISIN: XS2069101272  
 CUSIP Number: Not Applicable
- 36 Listing: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the UK Listing Authority and to be admitted to trading on the Regulated Market of the London Stock Exchange.
- 37 In the case of Notes denominated in the currency of a country that subsequently adopts the euro in accordance with the Treaty establishing the European Community, as amended by the Treaty on European Union, whether the Notes will include a redenomination clause providing for the redenomination of the Specified Currency in euro (a "Redenomination Clause"), and, if so specified, the wording of the Redenomination Clause in full and any wording in respect of redenominalisation and/or consolidation (provided they are fungible) with other Notes denominated in euro. Not Applicable
- 38 (i) Additional Information: The provisions set out in the Annexes hereto shall apply to the Terms and Conditions in accordance herewith.
- (ii) Investment Considerations: **Armenian Dram Exchange Risk**  
 The Final Redemption Amount, Early Redemption Amount (if applicable) and the Interest Amounts on the Notes are linked to Armenian Dram, the lawful currency of the Republic of Armenia ("AMD"). Currency exchange rates may be volatile and will affect the return to the holder of the Notes. The Government of the Republic of Armenia can from time to time intervene in the foreign exchange market. These interventions or other governmental actions could adversely affect the

value of the Notes in U.S. Dollars, as well as the actual yield (in U.S. Dollar terms) on the Notes and the amounts payable on the Notes. Even in the absence of governmental action directly affecting currency exchange rates, political or economic developments in the Republic of Armenia or elsewhere could lead to significant and sudden changes in the exchange rate between the AMD and the U.S. Dollar.

**Notes are not liquid Instruments**

There may exist at times only limited markets for the Notes resulting in low or non-existent volumes of trading in the Notes, and therefore a lack of liquidity and price volatility of the Notes.

**39** Total Commissions: 0.3% of the Nominal Amount

This Pricing Supplement comprises the pricing supplement required for issue and admission to trading on the London Stock Exchange plc's Regulated Market of the Notes described herein pursuant to the Euro 45,000,000,000 Global Medium Term Note Programme of European Bank for Reconstruction and Development as from 24 October 2019, or as soon as practicable thereafter.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement other than the information contained under the heading "MIFID II product governance / Professional investors and ECPs only target market".

For and on behalf of

**EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**

By:

.....  
Duly Authorised Officer



.....  
**CITIBANK, N.A.**  
(as Agent)

## **PART B – OTHER INFORMATION**

- 1 LISTING**
- Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the UK Listing Authority and trading on the London Stock Exchange plc's Regulated Market with effect from 24 October 2019 or as soon as practicable thereafter. No assurance can be given that such listing and admission to trading will be obtained on such date, or, if obtained, that it will be maintained.
- 2 RATINGS**
- The Issuer and/or its debt obligations have been assigned an AAA credit rating from Standard & Poor's Credit Market Services Europe Limited ("**S&P**"), an Aaa credit rating from Moody's Investors Service Limited ("**Moody's**") and an AAA credit rating from Fitch France S.A.S. ("**Fitch**"). As defined by S&P, an "AAA" rating means that the ability of the Issuer to meet its financial commitment on its obligations is extremely strong. As defined by Moody's, an "Aaa" rating means that the Issuer's ability to meet its financial obligations is judged to be of the highest quality, with minimal credit risk. As defined by Fitch, an "AAA" rating denotes the lowest expectation of credit risk and means that the Issuer has an exceptionally strong capacity for timely payment of its financial commitments.
- 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**
- Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.
- 4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
- (i) Reasons for the offer: The net proceeds of the issue of the Notes (which is expected to be USD 14,955,000) will be included in the ordinary capital resources of the Issuer and used in its ordinary operations.
- (ii) Estimated net proceeds: USD 14,955,000.
- (iii) Estimated total expenses: £10,000
- 5 HISTORIC INTEREST RATES**
- Not Applicable
- 6 PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**
- Not Applicable
- 7 PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**
- In the circumstances described in the Annexes hereto, the amount of principal and/or interest received by holders of the Notes is affected by the USD/AMD foreign exchange rate. Information in respect of the USD/AMD foreign exchange rate can also be found on the Central

Bank of Armenia website (<http://www.cba.am/en/sitepages/ExchangeArchive.aspx>) or any successor page.



## Annex A

### Calculation of Interest Amount, Final Redemption Amount and Early Redemption Amount

The Final Redemption Amount or the Early Redemption Amount, as applicable, per Calculation Amount will be payable in USD on the Maturity Date or Early Redemption Date, as applicable, and determined by the Calculation Agent as follows, on the corresponding Exchange Reference Rate Fixing Date:

*Calculation Amount in AMD divided by the Exchange Reference Rate on the applicable Exchange Reference Rate Fixing Date, and rounded up to the nearest cent.*

*The Calculation Amount in AMD is AMD 476,570, which is calculated as the Calculation Amount of USD 1,000 multiplied by 476.57, which is a USD/AMD exchange rate set on 16 October 2019, by reference to the Central Bank of Armenia and published on their website: <http://www.cba.am/en/sitepages/ExchangeArchive.aspx>.*

The Interest Amount per Calculation Amount will be determined by the Calculation Agent in accordance with the provisions of Annex B.

The Calculation Agent shall, as soon as possible on the corresponding Exchange Reference Rate Fixing Date, notify the Issuer and the Agent of its determination of the Final Redemption Amount, the Early Redemption Amount and Interest Amount payable per Calculation Amount on the Maturity Date, Early Redemption Date or relevant Interest Payment Date (as applicable), whereupon the Agent as soon as practicable thereafter (but in no event later than one (1) Business Day after receipt of the aforementioned notice from the Calculation Agent) notify the Noteholders thereof (in accordance with Condition 13 of the Notes).

#### Price Source Disruption Event provisions

If the Exchange Reference Rate is not available for any reason under the designated source or on any successor page on any Exchange Reference Rate Fixing Date, then the Calculation Agent shall determine that a Price Source Disruption Event (a "**Price Source Disruption Event**") has occurred, and shall promptly, but in no event later than on the originally scheduled Exchange Reference Rate Fixing Date, inform the Issuer and the Agent of such occurrence whereupon the Agent shall as soon as practicable thereafter (but in no event later than one (1) Business Day after receipt of the aforementioned notice from the Calculation Agent) notify the Noteholders thereof (in accordance with Condition 13 of the Notes).

If a Price Source Disruption Event has occurred, then the Calculation Agent shall determine the Exchange Reference Rate on the relevant Exchange Reference Rate Fixing Date as:

1) The "USD/AMD Bloomberg close (CMPL)" meaning the USD/AMD Bloomberg close mid-rate (Composite London), which is expressed as the amount of Armenian Dram per one United States Dollar, or if such rate not available then, the Exchange Reference Rate shall be determined as:

2) the arithmetic mean of such firm quotes (expressed as the number of AMD per one USD) from the Reference Dealers as the Calculation Agent is able to obtain for the sale of AMD and the purchase of USD at or about 4.15 p.m. (Yerevan time) on the applicable Exchange Reference Rate Fixing Date for settlement in two Business Days provided however, that if four Reference Dealers provide firm quotes the highest and the lowest of such quotes will be disregarded to calculate the arithmetic mean, and if fewer than four (but at least two) Reference Dealers provide such firm quotes then USD/AMD Rate shall be the arithmetic mean of the quotes actually obtained. If none or only one, of the Reference Dealers provides such a firm quote, the relevant Exchange Reference Rate shall be determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner.

For the purposes of this Annex A and Annex B:

“**AMD**” means Armenian Dram, the lawful currency of the Republic of Armenia.

“**Business Day**” means, any day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Yerevan, London and New York City;

“**Calculation Agent**” means DLM Finance B.V. in accordance with the provisions of the Calculation Agency Agreement entered into between the Issuer and the Calculation Agent dated 23 October 2019 (as amended and/or supplemented from time to time). All references to the Calculation Agent shall include any successor or successors to DLM Finance B.V. as Calculation Agent in respect of the Notes;

“**Early Redemption Date**” means the date on which the Notes become due and payable pursuant to Condition 5(d);

“**Exchange Reference Rate**” means the USD/AMD rate of exchange, expressed as the amount of AMD per one USD, for settlement on the next Yerevan Business Day determined by the Central Bank of Armenia and published on their website: <http://www.cba.am/en/sitepages/ExchangeArchive.aspx> (or successor website) at approximately 3:45 p.m. Yerevan time on the Exchange Reference Rate Fixing Date;

“**Exchange Reference Rate Fixing Date**” means the date which is two Business Days prior to each of the applicable Interest Payment Date, Early Redemption Date or Maturity Date.

“**Reference Dealers**” means up to four leading dealers, banks or banking corporations which regularly deal in the USD/AMD foreign exchange market, as selected by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner; and

“**Yerevan Business Day**” means any day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Yerevan, Republic of Armenia.

## Annex B

### Additional Terms Relating to the Interest Amount Determination

#### Interest Amount

Interest will be calculated in accordance with the formula set out below, per Calculation Amount in AMD, provided however, that the Interest Amounts per Calculation Amount will, subject to the provisions of Annex A, be paid on each Interest Payment Date in USD converted from AMD at the applicable Exchange Reference Rate, and rounded up to the nearest cent.

As soon as possible on or after the corresponding Interest Determination Date (but in no event later than the Business Day immediately following the Interest Determination Date), the Calculation Agent shall notify the Agent and the Issuer of the Interest Amount, whereupon the Agent shall as soon as practicable thereafter (but in no event later than one (1) Business Day after receipt of the aforementioned notice from the Calculation Agent) notify the Noteholders thereof (in accordance with Condition 13 of the Notes).

The Interest Amount is calculated as follows:

$$\text{Max} \{ ( [ D \times \text{RI} \times N ] / 365 ); 0 \}$$

Where:

**D** Calculation Amount in AMD;

**RI** 6-month AMD T-Bill-CBA (expressed as a percentage) minus 0.90 per cent; and

**N** The actual number of days in the respective Calculation Period calculated from and including the first day of such period (being the Issue Date or the previous Interest Payment Date as applicable) to but excluding the next Interest Payment Date or the Maturity Date, as applicable.

For the purposes of these provisions:

**"6 month AMD T-Bill-CBA"** means the rate per annum for a period of 6 months ("**180 day**"), which appears on the T-Bill-CBA Screen Page as of 11:00 a.m., Yerevan time on an Interest Determination Date.

In case the 6-month AMD T-Bill-CBA is not available for any reason on the T-Bill-CBA Screen Page on an Interest Determination Date in respect of a Calculation Period, the rate for such Calculation Period shall be:

(i) The lower of:

(a) the percentage rate per annum that is the arithmetic mean (rounded upwards to two decimal places) of the mid-rates calculated by the Calculation Agent from the bid and offer rates per annum quoted by at least two Reference Banks at the request of the Calculation Agent, (calculated on Actual/365 basis) in relation to the sale and purchase of Armenian Government bonds with maturities of 6 months, and in an amount equal to a Representative Amount, at which each Reference Bank is willing to enter into transactions between 1:00 pm and 2:00 pm, Yerevan time on the relevant Interest Determination Date, provided that, if four or more such quotations are provided, the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest) will be disregarded in calculating the arithmetic mean. If less than four (but at least two) such quotations are provided the arithmetic mean of such quotations will be calculated. The Calculation Agent will inform the

Issuer and the Agent of the bid and offer rates per annum quoted by the Reference Banks whereupon the Agent shall as soon as practicable thereafter (but in no event later than one (1) Business Day after receipt of the aforementioned notice from the Calculation Agent) notify the Noteholders thereof (in accordance with Condition 13 of the Notes);

and

- (b) the Lombard Repo Rate,  
or if it is not possible to determine the rate of interest in accordance with the above paragraph (i) as none or only one quote was obtained by the Reference Banks,
- (ii) the rate for the next Calculation Period shall be determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner.

**"Lombard Repo Rate"** is the target interest rate set by the Central Bank of Armenia which appears on the T-Bill-CBA Screen Page as of 11 a.m., Yerevan time on the Interest Determination Date.

**"Reference Banks"** means up to five leading banks of good credit standing that are active in the Armenian Government bond market selected by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner.

**"Representative Amount"** means an amount that is equal to the Nominal Amount of the Notes.

**"T-Bill-CBA Screen Page"** means,

- (ii) in respect of the 6 month AMD T-Bill-CBA, the display page designated: <https://www.cba.am/en/sitepages/fmofinancialmarkets.aspx> on the website of the Central Bank of Armenia (the **"CBA"**) (in the Excel file "Yield Curve (Daily)", under "Yield Curve for Bills", for the Term designated "180 day"); and
- (iii) in respect of the Lombard Repo Rate, the display page designated: <https://www.cba.am/EN/SitePages/fmompiinterestrates.aspx> on the website of the CBA under "MP Instruments Interest Rates".

In respect of either of the above, if such page on such service designated for the purpose of displaying the relevant rate, or if such service ceases to be available or the relevant rate ceases to be available on such service, the successor page on such service or, as the case may be, the page that displays the relevant rates on another service as specified by the Calculation Agent will be applicable.