

## **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**

31 January 2020

**European Bank for Reconstruction and Development**  
**USD 3,000,000 (AZN linked) Amortising 4.50 per cent. Notes due 17 January 2025**  
**(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, as supplemented by the Supplementary Offering Circular dated 22 July 2019 (together, the "**Offering Circular**"). This Pricing Supplement must be read in conjunction with such Offering Circular. Full information on the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. The Offering Circular is 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 Dollar (" <b>USD</b> ")
<b>2</b>	Nominal Amount:	USD 3,000,000
<b>3</b>	Type of Note:	Fixed Rate
<b>4</b>	Issue Date:	4 February 2020
<b>5</b>	Issue Price:	100.00 per cent. of the Nominal Amount

6 Maturity Date: 17 January 2025, subject to adjustment in accordance with the Following Business Day Convention

7 Fungible with existing Notes: No

#### FORM OF THE NOTES

8 Form of Note: Registered

9 New Global Note: No

10 Specified Denomination: USD 100,000. The principal amount outstanding in respect of the value of the Specified Denomination will decrease as the Reference AZN Redemption Amount is paid out on the Fixed Interest Dates, starting from 17 April 2020, as set out in the column 'Value in USD for each Specified Denomination' in the table in the Annex 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) Depository for and registered holder of Registered Global Note: Registered Global Note to be deposited with a common depository for Euroclear and Clearstream, Luxembourg and registered in the name of Citivic Nominees Limited as nominee for the common depository.

(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: Applicable

(a) Fixed Rate of Interest: 4.50 per cent. per annum, payable quarterly in arrear. The amount of interest payable per Specified Denomination on each Fixed Interest Date shall be an amount in USD calculated on the corresponding Reference AZN Amount for the relevant Fixed Interest Period, as further detailed in the Annex hereto (the "**Interest Amount**").

(b)	Fixed Interest Date:	17 January, 17 April, 17 July and 17 October, in each year, from and including 17 April 2020 to but excluding 17 January 2025, subject to the provisions set out in the Annex hereto. The amount due and payable on the first Fixed Interest Date shall be calculated on the Reference AZN Amount and for the first Fixed Interest Period as specified in the Annex hereto.
(c)	Initial Broken Amount per Specified Denomination:	
(d)	Final Broken Amount per Specified Denomination:	Not Applicable
(e)	Fixed Day Count Fraction:	Actual/360
(f)	Business Day Convention:	Following Business Day Convention
(g)	Business Day definition if different from that in Condition 4(a)(iii):	Condition 4(a)(iii) applies and, for the avoidance of doubt, New York shall be the principal financial centre. London and Baku shall be additional business centres.
(h)	Calculation of interest to be adjusted in accordance with Business Day Convention specified above:	Yes
<b>17</b>	Zero Coupon Notes:	Not Applicable
<b>18</b>	Floating Rate Notes and Indexed Notes:	Not Applicable

#### PROVISIONS REGARDING PAYMENTS/DELIVERIES

<b>19</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 financial centre. London and Baku shall be additional business centres.
<b>20</b>	Dual Currency Notes:	Not Applicable
<b>21</b>	Physically Settled Notes:	Not Applicable

#### PROVISIONS REGARDING REDEMPTION/MATURITY

<b>22</b>	(a) Redemption at Issuer's option:	Not Applicable
	(b) Redemption at Noteholder's option:	Not Applicable
<b>23</b>	(a) Final Redemption Amount per Specified Denomination ( <i>other</i>	As set out in the Annex hereto.

than an Indexed or Formula Note where the index or formula applies to the redemption amount):

- (b) Final Redemption Amount for each Indexed Note where the Index or Formula applies to the Final Redemption Amount: Not Applicable
- 24** Instalment Note: Not Applicable
- 25** Early Redemption Amount for each Note payable on an event of default: Condition 5(d) applies, subject to the provisions set out in the Annex hereto

#### **DISTRIBUTION, CLEARING AND SETTLEMENT PROVISIONS**

- 26** Method of distribution: Non-syndicated
- 27** If Syndicated, names and addresses of Managers or, if Non-Syndicated name and address of the Dealer: ING Bank N.V.  
Foppingadreef 7  
1102 BD Amsterdam  
The Netherlands
- 28** Date of Syndication Agreement: Not Applicable
- 29** Stabilising Manager(s): None
- 30** Additional selling restrictions: The Dealer has represented, warranted and agreed that it will not, directly or indirectly, offer or sell the Notes in the Republic of Azerbaijan except as permitted by the laws of the Republic of Azerbaijan.
- 31** Details of additional/alternative clearing system approved by the Issuer and the Agent: Euroclear and Clearstream, Luxembourg only
- 32** Intended to be held in a manner which would allow Eurosystem eligibility: No
- 33** Common Code: 211317116  
ISIN: XS2113171164  
CUSIP Number: Not Applicable
- 34** Listing: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Financial Conduct Authority and trading on the Regulated Market of the London Stock Exchange plc.
- 35** 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, Not Applicable

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 redenominationalisation and/or consolidation (provided they are fungible) with other Notes denominated in euro.

**36** Additional Information:

(i)

The provisions set out in the Annex hereto shall apply to the Terms and Conditions in accordance herewith.

(ii) Investment Considerations:

**Azerbaijani Manat Exchange Risk**

The Final Redemption Amount, Early Redemption Amount (if applicable) and the Interest Amounts on the Notes are linked to Azerbaijani Manat, the lawful currency of the Republic of Azerbaijan ("AZN"). Currency exchange rates may be volatile and will affect the return to the holder of the Notes. The Government of the Republic of Azerbaijan 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 USD, as well as the actual yield (in USD 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 Azerbaijan or elsewhere could lead to significant and sudden changes in the exchange rate between AZN and USD.

**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.

**37** Total Commissions:

1.19 per cent. 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 4 February 2020, or as soon as practicable thereafter.

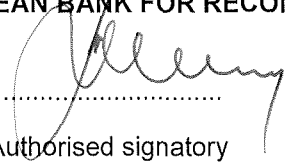
**RESPONSIBILITY**

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:

  
.....  
Authorised signatory

.....  
**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 Financial Conduct Authority and trading on the London Stock Exchange plc's Regulated Market with effect from 4 February 2020 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 the section headed "Subscription and Sale" in the Offering Circular, 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 3,000,000) will be included in the ordinary capital resources of the Issuer and used in its ordinary operations.
- (ii) Estimated net proceeds: USD 3,000,000
- (iii) Estimated total expenses: £10,000

### **5 YIELD**

Indication of yield: 4.50 per cent. per annum

Calculated as 100 per cent. (i.e. Issue Price) of Fixed Rate of Interest (i.e. 4.50 per cent.) on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **6 HISTORIC INTEREST RATES**

Not Applicable

**7 PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

**8 PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

In the circumstances described in the Annex hereto, the amount of principal and/or interest received by holders of the Notes is affected by the USD/AZN foreign exchange rate. Information in respect of the USD/AZN foreign exchange rate can be found on the Central Bank of the Republic of Azerbaijan website (<https://www.cbar.az/currency/rates>) or any successor source.



## Annex

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

The Final Redemption Amount per Specified Denomination will be payable in USD on the Maturity Date and will be determined by the Calculation Agent on the relevant Rate Fixing Date, as follows, rounded up to the nearest cent:

AZN 8,500 *divided by* the Exchange Reference Rate

The Early Redemption Amount per Specified Denomination will be payable in USD on the Early Redemption Date and will be determined by the Calculation Agent on the relevant Rate Fixing Date, as follows, rounded up to the nearest cent:

Reference AZN Amount *divided by* the Exchange Reference Rate

On each Fixed Interest Date, Noteholders will receive in respect of the relevant Fixed Interest Period, the following amounts in USD per Specified Denomination: (i) the Interest Amount, plus (ii) the USD equivalent of the Reference AZN Redemption Amount as determined by the Calculation Agent on the relevant Rate Fixing Date (the "**Amortising Amount**") (subject to the Disruption Event Provisions below) rounded up to the nearest cent. Such amount shall be calculated as follows:

- (i) (Fixed Rate of Interest x Reference AZN Amount x Fixed Day Count Fraction) *divided by* the Exchange Reference Rate; plus
- (ii) Reference AZN Redemption Amount *divided by* the Exchange Reference Rate.

As soon as possible on or after the corresponding Rate Fixing Date (but in no event later than the Business Day immediately following the Rate Fixing Date), the Calculation Agent shall notify the Agent and the Issuer of the relevant Exchange Reference Rate.

The Calculation Agent shall notify the Issuer, the Agent and the Noteholders of its determination of the Final Redemption Amount, the Early Redemption Amount, the Interest Amount and the Amortising Amount payable per Specified Denomination on the Maturity Date, Early Redemption Date or relevant Fixed Interest Date (as applicable), as soon as practicable after such determination (but in no event later than one Business Day prior to the Maturity Date, Early Redemption Date and/or relevant Fixed Interest Date, as applicable).

### Disruption Event Provisions

If the Exchange Reference Rate is not available for any reason on any 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 inform the Issuer, the Agent and the Noteholders of such occurrence.

The Calculation Agent shall then determine the Exchange Reference Rate on the next Business Day on the following basis:

- (i) The Exchange Reference Rate shall then be determined by the Calculation Agent using firm quotes (expressed as the number of AZN per one USD) from Reference Dealers as the Issuer is able to obtain for the sale of AZN and the purchase of USD between 11.00 a.m. and 4.00 p.m. (Baku time) on the Business Day following the Rate Fixing Date, for settlement on the next Baku Business Day;
- (ii) If fewer than two quotations are provided, the Exchange Reference Rate will be determined by the Calculation Agent in its sole discretion, acting in good faith and in an impartial and in a commercially reasonable manner in accordance with its normal

procedures for determining such exchange rate (or a comparable exchange rate) at such time.

For the purposes of this Annex:

**“Calculation Agent”** means ING Bank N.V. in accordance with the provisions of the Calculation Agency Agreement entered into between the Issuer and the Calculation Agent dated 1 April 1998 (as amended and/or supplemented from time to time). All references to the Calculation Agent shall include any successor or successors to ING Bank N.V. as Calculation Agent in respect of the Notes;

**“Early Redemption Date”** means the date (if any) on which the Notes become due and payable pursuant to Condition 9;

**“Exchange Reference Rate”** means, in respect of a Rate Fixing Date, the USD/AZN rate of exchange, expressed as the amount of AZN per one USD as determined by the Central Bank of the Republic of Azerbaijan and published on their website: <https://www.cbar.az/currency/rates> or any successor page, at approximately 3.45 p.m. (Baku time) on such Rate Fixing Date. This information is also available on the Bloomberg page under ticker “AZN CBAZ Curncy”. In case of any discrepancy between the USD/AZN rate of exchange as published on the Bloomberg page and as published on the Central Bank of the Republic of Azerbaijan website (or on any successor page or source in respect of either them), the USD/AZN rate of exchange as published on the Central Bank of the Republic of Azerbaijan website (or its successor page) will prevail;

**“Rate Fixing Date”** means the date which is two Business Days prior to the applicable Fixed Interest Date, any Early Redemption Date or the Maturity Date; and

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

The **“Reference AZN Amount”** and **“Reference AZN Redemption Amount”** are determined per Specified Denomination by reference to the following table:

Fixed Interest Period (from and including)	Fixed Interest Period (to but excluding)	Fixed Interest Date	Value in USD for each Specified Denomination	Reference AZN Amount	Reference AZN Redemption Amount
4-Feb-20	17-Apr-20	17-Apr-20	100,000	170,000	8,500
17-Apr-20	17-Jul-20	17-Jul-20	95,000	161,500	8,500
17-Jul-20	17-Oct-20	17-Oct-20	90,000	153,000	8,500
17-Oct-20	17-Jan-21	17-Jan-21	85,000	144,500	8,500
17-Jan-21	17-Apr-21	17-Apr-21	80,000	136,000	8,500
17-Apr-21	17-Jul-21	17-Jul-21	75,000	127,500	8,500
17-Jul-21	17-Oct-21	17-Oct-21	70,000	119,000	8,500
17-Oct-21	17-Jan-22	17-Jan-22	65,000	110,500	8,500
17-Jan-22	17-Apr-22	17-Apr-22	60,000	102,000	8,500
17-Apr-22	17-Jul-22	17-Jul-22	55,000	93,500	8,500
17-Jul-22	17-Oct-22	17-Oct-22	50,000	85,000	8,500
17-Oct-22	17-Jan-23	17-Jan-23	45,000	76,500	8,500
17-Jan-23	17-Apr-23	17-Apr-23	40,000	68,000	8,500

17-Apr-23	17-Jul-23	17-Jul-23	35,000	59,500	8,500
17-Jul-23	17-Oct-23	17-Oct-23	30,000	51,000	8,500
17-Oct-23	17-Jan-24	17-Jan-24	25,000	42,500	8,500
17-Jan-24	17-Apr-24	17-Apr-24	20,000	34,000	8,500
17-Apr-24	17-Jul-24	17-Jul-24	15,000	25,500	8,500
17-Jul-24	17-Oct-24	17-Oct-24	10,000	17,000	8,500
17-Oct-24	17-Jan-25	17-Jan-25	5,000	8,500	8,500

For the avoidance of doubt, the Fixed Interest Period dates above are subject to adjustment in accordance with the Following Business Day Convention and the Reference AZN Amounts and Reference AZN Redemption Amounts are calculated by using the initial Exchange Reference Rate as at 28 January 2020 set at AZN 1.70 per USD 1.00.

In addition, the figures specified in the table above are, for the avoidance of doubt, intended to reflect the position immediately prior to the relevant payments having been made in respect of the corresponding Fixed Interest Date and, in respect of the final row, the Maturity Date.