

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

22 November 2019

**European Bank for Reconstruction and Development  
EUR 20,000,000 Green Callable Fixed Rate Notes due 26 November 2049 (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**

- |    |                               |  |
|----|-------------------------------|--|
| 1. | Specified Currency:           | Euro (" <b>EUR</b> ")  |
| 2. | Nominal Amount:               | EUR 20,000,000   |
| 3. | Type of Note:                 | Fixed Rate   |
| 4. | Issue Date:                   | 26 November 2019   |
| 5. | Issue Price:                  | 100.00 per cent. of the Nominal Amount   |
| 6. | Maturity Date:                | 26 November 2049, subject to the Redemption at Issuer's Option provisions below. |
| 7. | Fungible with existing Notes: | No   |

## FORM OF THE NOTES

- |     |  |   |
|-----|--|---|
| 8.  | Form of Note:  | Bearer  |
| 9.  | New Global Note:   | Yes   |
| 10. | Specified Denomination:  | EUR 100,000   |
| 11. | Exchange of Bearer Notes:  | Temporary Global Note exchangeable for permanent Global Note on certification as to non-US beneficial ownership on or after 40 days after the Issue Date (the "Exchange Date") and thereafter permanent Global Note exchangeable only upon an Exchange Event. |
| 12. | (a) Talons for future Coupons to be attached to definitive Bearer Notes: | Yes. As the Notes have more than 27 coupon payments, talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made.  |
| 13. | (a) Depositary for and registered holder of Registered Global Note:      | Not Applicable  |
|     | (b) Exchange of Registered Global Note:                                  | Not Applicable  |

## PROVISIONS RELATING TO INITIAL PAYMENT

- |     |                    |    |
|-----|--------------------|----|
| 14. | Partly Paid Notes: | No |
|-----|--------------------|----|

## PROVISIONS RELATING TO INTEREST

- |     |   |   |
|-----|---|---|
| 15. | Interest Commencement Date:                           | Issue Date  |
| 16. | Fixed Rate Notes:                                     |   |
|     | (a) Fixed Rate of Interest:                           | 1.11 per cent. <i>per annum</i> payable annually in arrear on each Fixed Interest Date.   |
|     | (b) Fixed Interest Dates:                             | 26 November in each year from and including 26 November 2020, up to and including the Maturity Date, subject to the Redemption at Issuer's Option provisions below. |
|     | (c) Initial Broken Amount per Specified Denomination: | Not Applicable  |
|     | (d) Final Broken Amount per Specified Denomination:   | Not Applicable  |
|     | (e) Fixed Day Count Fraction:                         | 30/360  |

- (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. London shall be an additional business centre.
- (h) Calculation of interest to be adjusted in accordance with Business Day Convention specified above: No
17. Zero Coupon Notes: Not Applicable
18. Floating Rate Notes and Indexed Notes: Not Applicable

**PROVISIONS REGARDING PAYMENTS/DELIVERIES**

19. Definition of “Payment Day” for the purpose of Condition 6(e) if different to that set out in Condition 6: Condition 6(e) applies. London shall be an additional business centre.
20. Dual Currency Notes: Not Applicable
21. Physically Settled Notes: Not Applicable

**PROVISIONS REGARDING REDEMPTION/MATURITY**

22. (a) Redemption at Issuer’s Option: Yes.
- The Issuer has the right to redeem the Notes (in whole but not in part) on an Optional Redemption Date (as defined below) at the Optional Redemption Amount (as defined below) by giving notice to the Agent of such redemption not less than five (5) Business Days (as defined below) prior to the relevant Optional Redemption Date.
- The Agent shall give notice of such redemption to the holders of the Notes as soon as practicable, but in any event not later than two (2) Business Days thereafter in accordance with Condition 5(b) (except that the timing of such notice as referred to therein shall be amended as set out above).

*Where:*

“**Business Day**” means: (i) any day 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 London; and (ii) a day on which the TARGET System is open for settlement of payments in Euro.

“**Optional Redemption Amount**” means 100.00 per cent. per Specified Denomination.

“**Optional Redemption Date**” means 26 November 2021, 26 November 2023, 26 November 2025, 26 November 2027, 26 November 2029 and 26 November 2031, subject to adjustment in accordance with the Following Business Day Convention.

- |     |   |   |
|-----|---|---|
|     | (b) Redemption at Noteholder’s option:  | Not Applicable                              |
| 23. | (a) Final Redemption Amount per Specified Denomination (other than an Indexed or Formula Note where the index or formula applies to the redemption amount): | 100.00 per cent. per Specified Denomination |
|     | (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) shall apply                  |

#### **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 Dealer: | Natixis<br>47 quai d’Austerlitz<br>75013 Paris<br>France |
| 28. | Date of Syndication Agreement:   | Not Applicable   |
| 29. | Stabilising Manager(s)   | None   |

30. Additional selling restrictions: Not Applicable
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: Yes.  
 Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories as common safekeeper 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 satisfaction of the Eurosystem eligibility criteria.
33. Common Code: 208147501  
 ISIN Code: XS2081475019  
 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 UK Listing Authority and to be admitted to trading on the Regulated Market of the London Stock Exchange.
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, 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

36. Additional Information:

The language set out under the heading “Use of Proceeds” in the Offering Circular shall be replaced for these Notes by the following:

The proceeds of the issuance of the Notes which is expected to be EUR 20,000,000 will be used towards the Issuer’s environmental projects in accordance with and subject to the following provisions:

An amount equivalent to the net proceeds of the Notes will be allocated within the Issuer’s Treasury liquidity pool to a portfolio that is separately monitored by the Issuer. So long as any of the Notes are outstanding, if the overall balance of such portfolio exceeds the overall amount of the Issuer’s Green Project Portfolio (as defined below), the remaining balance may only be invested by the Issuer in certificates of deposits, commercial paper, bank deposits, repurchase transactions or other money-market instruments, as determined by the Issuer.

“**Green Project Portfolio**” means, as determined by the Issuer, the sum of all loans and investments that are funded, in whole or in part, by the Issuer and in respect of which the entire or substantially the entire amount disbursed or invested is directed at, as determined by the Issuer, any of the following areas: energy efficiency, renewable energy, water management, waste management, air pollution prevention and sustainable transport.

Examples of projects in the Green Portfolio include, without limitation, financings of:

- Renewable energy projects such as:
  - a) photovoltaic installations, and production of photovoltaic cells/modules;
  - b) installation of wind turbines;
  - c) construction of small hydro power plants and mini-hydro

cascades; and

d) geothermal and biomass energy facilities,

- Rehabilitation of transmission / distribution facilities to reduce total greenhouse gas ("GHG") emissions and allow for increased integration of renewable electricity in the grid, e.g. smart distribution networks;
- Modernisation of industrial installations to reduce total GHG emissions and other pollution;
- New technologies that result in significant reductions in GHG emissions;
- Greater efficiency in mass transportation, such as investment in fuel-efficiency (fleet replacement) or more energy efficient infrastructure;
- Methane capture on waste landfills and wastewater treatment plants;
- Rehabilitation of municipal water/wastewater infrastructure to improve drinking water quality and wastewater treatment and reduce water consumption and wastewater discharges;
- Improvements to solid waste management (minimalisation, collection, recovery, treatment, recycling, storage and disposal);
- Energy efficiency investments in existing buildings (insulation, lighting, heating/cooling systems);
- Investments to improve efficiency of industrial water use;
- Sustainable and stress-resilient agriculture, including investments in water-efficient irrigation; and
- Sustainable forest management, reforestation, watershed management, and the prevention

of deforestation and soil erosion.

The above examples are illustrative only and no assurance can be provided that investments in projects with these specific characteristics will be made.

37. Total Commissions: Not Applicable

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 26 November 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 / Retail investors, professional investors and ECPs target market".

For and on behalf of:

**EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT** *CB*

By: *Alban Filip*  
.....  
Authorised signatory



## PART B – OTHER INFORMATION

- 1     **LISTING**
- Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange’s Regulated Market with effect from 26 November 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 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 EUR 20,000,000.00) will be used as described in the provision above entitled “Additional Information”.
- (ii)   Estimated net proceeds:   EUR 20,000,000.00
- (iii)   Estimated total expenses:     £10,000
- 5     **YIELD**
- Indication of yield:            1.11 per cent. *per annum*
- 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**

Not Applicable