

## PRICING SUPPLEMENT

15 December 2010

**European Bank for Reconstruction and Development  
USD 240,000,000 Callable Zero Coupon Notes due 21 December 2040  
issued pursuant to a Global Medium Term Note Programme**

### 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 Base Prospectus dated 11 August 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This Pricing Supplement 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 such Base Prospectus. Full information on the Issuer and the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus. The Base Prospectus 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:	United States Dollar (" <b>USD</b> ")
2	Nominal Amount:	USD 240,000,000
3	Type of Note:	Zero Coupon
4	Issue Date:	21 December 2010
5	Issue Price:	21.916260 per cent.
6	Maturity Date:	21 December 2040
7	Fungible with existing Notes:	No

#### FORM OF THE NOTES

8	Form of Note:	Bearer
9	New Global Note:	No
10	Specified Denomination(s):	USD 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 and thereafter permanent Global Note exchangeable only upon an Exchange Event
12	(a) Talons for future Coupons to be attached to definitive Bearer Notes:	No

- |    |     |  |                |
|----|-----|--|----------------|
|    | (b) | Date(s) on which the Talons mature:          | Not Applicable |
| 13 | (a) | 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:   | Not Applicable   |
| 16 | <b>Fixed Rate Notes:</b>  | Not Applicable   |
| 17 | <b>Zero Coupon Notes:</b>   |  |
|    | (a)   | Accrual Yield: 5.19 per cent. per annum  |
|    | (b)   | Reference Price: 21.916260 per cent.   |
|    | (c)   | Other formula or basis for determining Amortised Face Amount: Not Applicable                                     |
|    | (d)   | Business Day Convention: Modified Following Business Day   |
|    | (e)   | Day Count Fraction in relation to Early Redemption Amounts and late payment: Conditions 5(d)(iii) and 5(h) apply |
| 18 | <b>Floating Rate Notes and Indexed Notes:</b>   | Not Applicable   |
| 19 | If ISDA Determination:  | Not Applicable   |
| 20 | If Screen Rate Determination:   | Not Applicable   |
| 21 | If Indexed:   | Not Applicable   |
| 22 | If Rate of Interest not to be determined by ISDA or Screen Rate Determination or by reference to an Index or Formula: | Not Applicable   |
| 23 | General Provisions for Floating Rate Notes and Indexed Notes:   | Not Applicable   |

**PROVISIONS REGARDING PAYMENTS/DELIVERIES**

- |    |  |                        |
|----|--|------------------------|
| 24 | Definition of "Payment Day" for the purpose of Condition 6(e) if different to that set out in Condition 6: | Condition 6(e) applies |
| 25 | Dual Currency Notes:   | Not Applicable         |
| 26 | Physically Settled Notes:  | Not Applicable         |

**PROVISIONS REGARDING REDEMPTION/MATURITY**

27 (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 Early Termination Date (as defined below) at the relevant Optional Redemption Amount (as set out below) per Specified Denomination by giving notice to the Agent of such redemption not less than five (5) Business Days (as defined below) prior to the relevant Optional Early Termination Date.

The Agent shall give notice of such redemption to the holders of the Notes as soon as is 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 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, New York City and Frankfurt am Main.

**"Modified Following Business Day Convention"** means that where an Optional Early Termination Date would otherwise fall on a day which is not a Business Day, then such Optional Early Termination Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event such Optional Early Termination Date shall be brought forward to the immediately preceding Business Day.

**"Optional Early Termination Date"** means 21 December 2011 and every second (2<sup>nd</sup>) year thereafter, from (and including) 21 December 2013 to (and including) 21 December 2039, subject to adjustment in accordance with the Modified Following Business Day Convention.

**"Optional Redemption Amount"** means the amount specified in the Annex attached hereto opposite to the corresponding Optional Early Termination Date.

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|----|--|---|
|    | (b) Redemption at Noteholder's option:   | No  |
| 28 | (a) Final Redemption Amount for each Note ( <i>other than</i> an Indexed or Formula Note where the index or formula applies to the redemption amount): | 100.00 per cent. of the Specified Denomination (equivalent to USD 100,000 per Specified Denomination) |
|    | (b) Final Redemption Amount for each Indexed Note where the Index or Formula applies to the Final Redemption Amount:                                   | Not Applicable  |
| 29 | Instalment Note:   | Not Applicable  |
| 30 | Early Redemption Amount for each Note payable on an event of default:  | Condition 5(d) shall apply  |

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

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|----|--|--|
| 31 | Method of distribution:  | Non-syndicated   |
| 32 | If Syndicated, names and addresses of Managers or, if Non-Syndicated name and address of Dealer:   | DZ BANK AG<br>Deutsche Zentral-Genossenschaftsbank,<br>Frankfurt am Main<br>Platz der Republik<br>60265 Frankfurt am Main<br>Federal Republic of Germany |
| 33 | Date of Syndication Agreement:   | Not Applicable   |
| 34 | Stabilising Manager(s):  | Not Applicable   |
| 35 | Non-exempt Offer:  | Not Applicable   |
| 36 | Additional selling restrictions:   | Not Applicable   |
| 37 | Details of additional/alternative clearing system approved by the Issuer and the Agent:  | Not Applicable   |
| 38 | Intended to be held in a manner which would allow Eurosystem eligibility:  | No   |
| 39 | Common Code:   | 056862226  |
|    | ISIN Code:   | XS0568622269   |
|    | CUSIP Number:  | Not Applicable   |
| 40 | Listing:   | Official List of the UK Listing Authority and trading on the Regulated Market  |
| 41 | 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 redenominalisation and/or consolidation (provided they are fungible) with other Notes denominated in euro.

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|----|-------------------------|----------------|
| 42 | Additional Information: | Not Applicable |
| 43 | Total Commissions:      | None           |

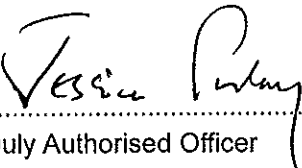
This Pricing Supplement comprises the pricing supplement required for issue and admission to trading on the London Stock Exchange of the Notes described herein pursuant to the Euro 30,000,000,000 Global Medium Term Note Programme of European Bank for Reconstruction and Development (as from 21 December 2010).

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

For and on behalf of

**EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**

By:  .....  
Duly Authorised Officer

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

AK  
CWP

## **PART B – OTHER INFORMATION**

- 1      **LISTING**      Application has been made by the issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's Regulated Market with effect from 21 December 2010. No assurance can be given that such listing and admission to trading will be obtained on or prior to 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 Ratings Services, a division of The McGraw-Hill Companies, Inc. (together with any affiliates or their successors, "S&P") since 1991, an Aaa credit rating from Moody's Corporation (together with any of its affiliates or their successors, "Moody's") since 1992 and an AAA credit rating from Fitch Ratings Limited (together with any of its affiliates or their successors, "Fitch") since 2002. 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     | See "Use of Proceeds" wording in the Base Prospectus |
| (ii)   Estimated net proceeds:   | USD 52,599,024                                       |
| (iii)  Estimated total expenses: | £3,850   |
- 5      **Fixed Rate Notes only – YIELD**  
Indication of yield:                      Not Applicable
- 6      ***Floating Rate Notes only* - HISTORIC INTEREST RATES**  
Not Applicable

7 ***Index-Linked or other variable-linked Notes only*** - 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 **Dual Currency Notes only** - PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

9 **TERMS AND CONDITIONS OF THE OFFER**

Not Applicable

**Annex**

<b>Optional Early Termination Date</b>	<b>Optional Redemption Price (%)</b>	<b>Optional Redemption Amount per Specified Denomination (USD)</b>
21 December 2011	23.053710	23,053.71
21 December 2013	25.508780	25,508.78
21 December 2015	28.225300	28,225.30
21 December 2017	31.231120	31,231.12
21 December 2019	34.557030	34,557.03
21 December 2021	38.237140	38,237.14
21 December 2023	42.309150	42,309.15
21 December 2025	46.814800	46,814.80
21 December 2027	51.800280	51,800.28
21 December 2029	57.316680	57,316.68
21 December 2031	63.420540	63,420.54
21 December 2033	70.174420	70,174.42
21 December 2035	77.647540	77,647.54
21 December 2037	85.916510	85,916.51
21 December 2039	95.066070	95,066.07