

## FINAL TERMS

11 May 2018

### **BBVA GLOBAL MARKETS, B.V.**

*(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)*

(as "**Issuer**")

Issue of Series 719 USD 4,060,000 Range Accrual Fund Linked Notes due 2021 (the "**Notes**")

under the €4,000,000,000

Structured Medium Term Note Programme

guaranteed by

### **BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

*(incorporated with limited liability in Spain)*

(as "**Guarantor**")

These Notes are not intended for, and are not to be offered to, the public in any jurisdiction of the EEA.

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

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

**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 ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), 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, the "Prospectus Directive"). Consequently no key information document required by Regulation (EU) No 1286/2014 (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.

## **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Notes (and, together with the applicable Annex(es), the "**Conditions**") set forth in the Base Prospectus dated 21 July 2017 and the supplement to it dated 14 August 2017, 21 September 2017, 22 November 2017, 4 December 2017 and 8 March 2018 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). 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 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 the websites of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and the Central Bank of Ireland (<http://www.centralbank.ie>).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or under any state securities laws, and the Notes may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person. Furthermore, the Notes do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the U.S. Commodity Exchange Act, as amended (the "**CEA**"), and trading in the Notes has not been approved by the U.S. Commodity Futures Trading Commission (the "**CFTC**") pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the Notes. For a description of the restrictions on offers and sales of the Notes, see "*Subscription and Sale*" in the Base Prospectus.

As used herein, "**U.S. person**" includes any "**U.S. person**" or person that is not a "**non-United States person**" as either such term may be defined in Regulation S or in regulations adopted under the CEA.

- |           |  |  |
|-----------|--|--|
| <b>1.</b> | (a) Issuer:  | BBVA Global Markets, B.V.  |
|           | (b) Guarantor:   | Banco Bilbao Vizcaya Argentaria, S.A.  |
|           | (c) Principal Paying Agent:  | Deutsche Bank AG, London Branch  |
|           | (d) Registrar:   | Not applicable   |
|           | (e) Transfer Agent:  | Not applicable   |
|           | (f) Calculation Agent:   | Banco Bilbao Vizcaya Argentaria, S.A.  |
| <b>2.</b> | (a) Series Number:   | 719  |
|           | (b) Tranche Number:  | 1  |
|           | (c) Date on which the Notes will be consolidated and form a single Series: | Not applicable   |
|           | (d) Applicable Annex(es):  | Annex 1: Payout Conditions<br>Annex 5: Fund Linked Conditions  |
| <b>3.</b> | Specified Notes Currency or Currencies:                                    | US Dollar ("USD")  |
| <b>4.</b> | Aggregate Nominal Amount:  |  |
|           | (a) Series:  | USD 4,060,000  |
|           | (b) Tranche:   | USD 4,060,000  |
| <b>5.</b> | Issue Price:   | 97.50 per cent. of the Aggregate Nominal Amount  |
| <b>6.</b> | (a) Specified Denomination(s):   | USD 150,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 299,000. No Notes in definitive form shall be issued with a denomination above USD 299,000 |

- |     |     |                                      |  |
|-----|-----|--------------------------------------|--|
|     | (b) | Minimum Tradable Amount:             | Not applicable   |
|     | (c) | Calculation Amount:                  | USD 1,000  |
| 7.  | (a) | Issue Date:                          | 11 May 2018  |
|     | (b) | Interest Commencement Date:          | Issue Date   |
| 8.  |     | Maturity Date:                       | 10 May 2021 or if that is not a Business Day the immediately succeeding Business Day (the “ <b>Scheduled Maturity Date</b> ”) or such later date for redemption determined as provided in the Fund Linked Conditions   |
| 9.  |     | Interest Basis:                      | Applicable   |
|     |     |                                      | Reference Item Linked Interest:<br>Fund Linked Interest  |
|     |     |                                      | (See paragraph 18 below)   |
| 10. |     | Redemption Basis:                    | Fund Linked Redemption   |
| 11. |     | Reference Item(s):                   | The following Reference Item(s)(k) ( <i>from k=1 to k=4</i> ) will apply for Interest and Redemption determination purposes:<br><br>For k=1, iShares Russell 2000 Exchange Trade Fund Share (see paragraph 26 below)<br><br>For k=2, Financial Select Sector SPDR Exchange Traded Fund Share (see paragraph 26 below)<br><br>For k=3, Consumer Staples SPDR Exchange Traded Fund Share (see paragraph 26 below)<br><br>For k=4, Health Care Select Sector SPDR Exchange Traded Fund Share (see paragraph 26 below) |
| 12. |     | Put/Call Options:                    | Not applicable   |
| 13. |     | Settlement Exchange Rate Provisions: | Not applicable   |
| 14. |     | Status of the Notes:                 | Senior   |
| 15. |     | Knock-in Event:                      | Not applicable   |
| 16. |     | Knock-out Event:                     | Not applicable   |
| 17. |     | CNY Provisions:                      | Not applicable   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |  |           |            |
|-----|--|-----------|------------|
| 18. |  | Interest: | Applicable |
|-----|--|-----------|------------|

(i) Interest Period End Date(s): As per General Condition 4(b)

(ii) Business Day Convention for Interest Period End Date(s): Not applicable

(iii) Interest Payment Date(s):

i	Interest Payment Date
1	10 August 2018
2	13 November 2018
3	11 February 2019
4	10 May 2019
5	12 August 2019
6	12 November 2019
7	10 February 2020
8	11 May 2020
9	10 August 2020
10	10 November 2020
11	10 February 2021
12	10 May 2021

(iv) Business Day Convention for Interest Payment Date(s): Following Business Day Convention

(v) Minimum Interest Rate: Not applicable

(vi) Maximum Interest Rate: Not applicable

(vii) Day Count Fraction: 1/1

(viii) Determination Date(s): Not applicable

(ix) Rate of Interest: In respect of each Interest Payment Date (from i=1 to i=12 the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:

**Rate of Interest (x) - Range Accrual**

$$(Rate) * \frac{n}{N}$$

Where:

**“Coupon Barrier 1”** means 75 per cent

**“Coupon Barrier Value”** means RI Value

**“n”** means, in respect of a Coupon Valuation Date, the number of Range Accrual Days in the relevant Range Period on which the Range Accrual Coupon Condition is satisfied

**“N”** means for each Coupon Valuation Date, the total number of Range Accrual Days in the relevant Range Period

**"Range Accrual Coupon Condition"** will, subject as provided below, be deemed satisfied if, in respect of Reference Item k=1 to k=4, that the Coupon Barrier Value for such Reference Item for the relevant Range Accrual Day in the applicable Range Period is equal to or greater than Coupon Barrier 1 .

In respect of each Reference Item (k) and a Range Accrual Day which is a Disrupted Day, for such Reference Item (k), the Coupon Barrier Value for such Reference Item (k) on such day shall be the Coupon Barrier Value for such Reference Item (k) on the immediately preceding Scheduled Trading Day that was not a Disrupted Day. The above provisions with regard to the consequences of a Disrupted Day or a day not being a Scheduled Trading Day will prevail over consequences provided for in any applicable Annex.

**"Range Accrual Day"** means a Scheduled Trading Day.

**“Range Period”** means, in respect of any Coupon Valuation Date, the period from but excluding the immediately preceding Coupon Valuation Date (or if none, the Strike Date) to, and including, such Coupon Valuation Date.

**“Rate”** means, in respect of a Coupon Valuation Date, 1.59 per cent.

**"RI Value"** means, in respect of a Reference Item and a ST Valuation Date (i) the RI Closing Value for the Reference Item in respect of a ST Valuation Date, divided by (ii) the Initial Closing Price

**“ST Valuation Date”** means each Coupon Valuation Date, Range Accrual Day, Automatic Early Redemption Valuation Date, and the Redemption Valuation Date.

<b>19.</b>	<b>Fixed Rate Note Provisions:</b>	Not applicable
<b>20.</b>	<b>Floating Rate Note Provisions:</b>	Not applicable
<b>21.</b>	<b>Specified Interest Amount Note Provisions:</b>	Not applicable
<b>22.</b>	<b>Zero Coupon Note Provisions:</b>	Not applicable
<b>23.</b>	<b>Index Linked Interest Provisions:</b>	Not applicable
<b>24.</b>	<b>Equity Linked Interest Provisions:</b>	Not applicable
<b>25.</b>	<b>Inflation Linked Interest Provisions:</b>	Not applicable
<b>26.</b>	<b>Fund Linked Interest Provisions:</b>	Applicable, for the purposes of determining the "Rate of Interest" specified in item 17(ix)
	(i) Fund/Fund Basket(s):	Reference Items k=1 to k=4 inclusive:  k=1: iShares Rusell 2000 The iShares Rusell 2000 Fund is an Exchange Traded Fund  k=2: Financial Select Sector SPDR The Financial Select Sector SPDR Fund is an Exchange Traded Fund  k=3: Consumer Staples Select Sector SPDR The Consumer Discretionary Select Sector SPDR Fund is an Exchange Traded Fund  k=4: Health Care Select Sector SPDR The Health Care Select Sector SPDR Fund is an Exchange Traded Fund
	(ii) Fund Shares:	k=1: A unit of iShares Rusell 2000 ISIN: US4642876555 Bloomberg Code: IWM US <Equity>  k=2: A unit of Financial Select Sector SPDR ISIN: US81369Y6059 Bloomberg Code: XLF US <Equity>  k=3: A unit of Consumer Staples Select Sector SPDR ISIN: US81369Y3080 Bloomberg Code: XLP US <Equity>  k=4: A unit of Health Care Select Sector SPDR ISIN: US81369Y2090 Bloomberg Code: XLV US <Equity>
	(iii) Exchange:	NYSE Arca

- (iv) Related Exchange: All Exchanges
- (v) Exchange Business Day: Applicable: (All Fund Share Basis)
- (vi) Scheduled Trading Day: Applicable: (All Fund Share Basis)
- (vii) Strike Date: 3 May 2018
- (viii) Strike Period and Strike Dates: Not applicable
- (ix) Averaging: Averaging does not apply to the Notes
- (x) Observation Date: Not applicable
- (xi) Observation Period: Not applicable

(xii) Coupon Valuation Date(s)/Period(s):	i	Coupon Valuation Date
	1	3 August 2018
	2	5 November 2018
	3	4 February 2019
	4	3 May 2019
	5	5 August 2019
	6	4 November 2019
	7	3 February 2020
	8	4 May 2020
	9	3 August 2020
	10	3 November 2020
	11	3 February 2021
	12	3 May 2021

- (xiii) Valuation Time: As set out in Fund Linked Condition 7
- (xiv) Fund Service Provider: As set out in Fund Linked Condition 7
- (xv) Fund Documents: In respect of any Fund Share, the constitutive and governing documents, subscription agreements and other agreements of the Fund specifying the terms and conditions relating to such Fund Share

(xvi)	Fund Business Day:	(All Fund Share Basis)
(xvii)	Initial Calculation Date:	Not applicable
(xviii)	Final Calculation Date:	Not applicable
(xix)	Calculation Date(s):	Not applicable
(xx)	Exchange Rate:	Not applicable
(xxi)	NAV Barrier:	Not applicable
(xxii)	NAV Trigger Percentage:	Not applicable
(xxiii)	NAV Trigger Period:	Not applicable
(xxiv)	Number of NAV Publication Days:	Five
(xxv)	Basket Trigger Level:	Not applicable
(xxvi)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xxvii)	Extraordinary Fund Event:	As set out in Fund Linked Condition 4
(xxviii)	Additional Extraordinary Fund Event:	The following Additional Disruption Fund Event applies to the Notes:  Change in Law  The Trade Date is 3 May 2018  Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable
(xxix)	Delayed Payment Cut-Off Date:	As set out in Fund Linked Condition 6
<b>27.</b>	<b>Foreign Exchange (FX) Rate Linked Interest Provisions:</b>	Not applicable
<b>28.</b>	<b>Reference Item Rate Linked Interest/Redemption:</b>	Not applicable
<b>29.</b>	<b>Combination Note Interest:</b>	Not applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>30.</b>	<b>Final Redemption Amount:</b>	Calculation Amount * Final Payout
<b>31.</b>	<b>Final Payout:</b>	Applicable

**Redemption (vi) – Digital**



(A) If the Final Redemption Condition is satisfied in respect of the Redemption Valuation Date:

100%; or

(B) Otherwise:

100% - 133.33333% \* Max [0; 75% - FR Value]

Where:

“Final Redemption Condition” means, in respect of the Redemption Valuation Date, that the Final Redemption Value on such Redemption Valuation Date, as determined by the Calculation Agent, is equal to or greater than the Final Redemption Condition Level

“Final Redemption Condition Level” means 75 per cent.

“Final Redemption Value” means, in respect of the Redemption Valuation Date, the Worst Value

“FR Value” means Worst Value

32. Automatic Early Redemption:

Applicable

ST Automatic Early Redemption

(i) Automatic Early Redemption Event: In respect of any Automatic Early Redemption Valuation Date from (j)=1 to (j)=11, the AER Value is: greater than or equal to the Automatic Early Redemption Price

(ii) AER Value: Worst Value

(iii) Automatic Early Redemption Payout: The Automatic Early Redemption Amount shall be determined in accordance with the following formula:

Calculation Amount \* AER Percentage

(iv) Automatic Early Redemption Price: 100 per cent.

(v) Automatic Early Redemption Range: Not applicable

(vi) AER Percentage: 100 per cent.

(vii) Automatic Early Redemption Date(s):

j	Automatic Early Redemption Date
1	10 August 2018

2	13 November 2018
3	11 February 2019
4	10 May 2019
5	12 August 2019
6	12 November 2019
7	10 February 2020
8	11 May 2020
9	10 August 2020
10	10 November 2020
11	10 February 2021

(viii) AER Additional Rate:

Not applicable

(ix) Automatic Early Redemption  
Valuation Date(s):

j	Automatic Early Redemption Valuation Date
1	3 August 2018
2	5 November 2018
3	4 February 2019
4	3 May 2019
5	5 August 2019
6	4 November 2019
7	3 February 2020
8	4 May 2020
9	3 August 2020
10	3 November 2020
11	3 February 2021

(x) Automatic Early Redemption Scheduled Closing Time  
Valuation Time:

(xi) Averaging: Averaging does not apply to the Notes.

**33. Issuer Call Option:** Not applicable

<b>34. Noteholder Put:</b>	Not applicable
<b>35. Early Redemption Amount:</b>	As set out in General Condition 6
<b>36. Index Linked Redemption:</b>	Not applicable
<b>37. Equity Linked Redemption:</b>	Not applicable
<b>38. Inflation Linked Redemption:</b>	Not applicable
<b>39. Fund linked Redemption:</b>	Applicable
(i) Fund/Fund Basket:	See paragraph 26 (i) above
(ii) Fund Shares:	See paragraph 26 (ii) above
(iii) Exchange:	See paragraph 26 (iii) above
(iv) Related Exchange:	See paragraph (iv) above
(v) Exchange Business Day:	Applicable: (All Fund Shares Basis)
(vi) Scheduled Trading Day:	Applicable: (All Fund Shares Basis)
(vii) Strike Date:	See paragraph 26 (vii) above
(viii) Strike Period:	Not applicable
(ix) Averaging:	Averaging does not apply to the Notes
(x) Observation Date:	Not applicable
(xi) Observation Period:	Not applicable
(xii) Redemption Valuation Date:	3 May 2021
(xiii) Valuation Time:	As set out in Fund Linked Condition 7
(xiv) Fund Service Provider:	See paragraph 26 (xiv) above
(xv) Fund Documents:	See paragraph 26 (xv) above
(xvi) Fund Business Day:	(All Fund Share Basis)
(xvii) Initial Calculation Date:	Not applicable
(xviii) Final Calculation Date:	Not applicable
(xix) Calculation Date(s):	Not applicable
(xx) Exchange Rate:	Not applicable
(xxi) NAV Barrier:	Not applicable

(xxii)	NAV Trigger Percentage:	Not applicable
(xxiii)	NAV Trigger Period:	Not applicable
(xxiv)	Basket Trigger Level:	Not applicable
(xxv)	Number of NAV Publication Days:	Five
(xxvi)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xxvii)	Extraordinary Events:	As set out in the Fund Linked Conditions
(xxviii)	Additional Extraordinary Fund Event:	The following Additional Disruption Fund Event applies to the Notes:  Change in Law  The Trade Date is 3 May 2018  Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable
(xxix)	Delayed Payment Cut-off Date:	As set out in Fund Linked Condition 6
<b>40.</b>	<b>Credit Linked Redemption:</b>	Not applicable
<b>41.</b>	<b>Foreign Exchange (FX) Rate Linked Redemption:</b>	Not applicable
<b>42.</b>	<b>Reference Item Rate Linked Redemption:</b>	Not applicable
<b>43.</b>	<b>Combination Note Redemption:</b>	Not applicable
<b>44.</b>	<b>Provisions applicable to Instalment Notes:</b>	Not applicable
<b>45.</b>	<b>Provisions applicable to Physical Delivery:</b>	Not applicable
<b>46.</b>	<b>Provisions applicable to Partly Paid Notes; amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:</b>	Not Applicable
<b>47.</b>	<b>Variation of Settlement:</b>	The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 5(b)(ii).
<b>48.</b>	<b>Payment Disruption Event:</b>	Not applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |  |  |
|--|--|
| <b>49. Form of Notes:</b>  | Bearer Notes:<br><br>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event excluding the exchange event described in paragraph (iii) of the definition in the permanent Global Note |
| <b>50. New Global Note:</b>  | No   |
| <b>51. (i) Financial Centre(s):</b>  | Not applicable   |
| <b>(ii) Additional Business Centre(s):</b>   | Not applicable   |
| <b>52. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):</b> | No   |
| <b>53. Redenomination, renominalisation and reconventioning provisions:</b>  | Not applicable   |
| <b>54. Prohibition of Sales to EEA Retail Investors:</b>   | Applicable   |

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Christian Malensen

Duly authorised  
**Authorised Signatory**  
**Firma Autorizada**

Signed on behalf of the Guarantor:

By: \_\_\_\_\_

Duly authorised  
**MARIAN COSCARÓN TOMÉ**  
**Authorised Signatory**  
**Firma Autorizada**

## PART B -OTHER INFORMATION

### 1 Listing and Admission to trading

Irish Stock Exchange's Official List

Application has been made for the Notes to be admitted to trading on Irish Stock Exchange's regulated market with effect from the issue date.

### 2 Ratings

Ratings:

The Notes have not been rated. The rating of the Guarantor is:

S&P: A-

Moody's: Baa1

Fitch: A-

The rating of the Issuer is:

S&P: A-

Each of S&P, Moody's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

### 3 Interests of Natural and Legal Persons Involved in the Issue

Save for any fees payable to the Dealer, 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 " <i>Use of Proceeds</i> " section in the Base Prospectus  |
| (ii)  | Estimated net proceeds:   | USD 3,958,500  |
| (iii) | Estimated total expenses: | The estimated total expenses that can be determined as of the issue date are up to EUR 600 consisting of listing fees, such expenses exclude certain out-of-pocket expenses incurred or to be incurred by or on behalf of the issuer in connection with the admission to trading |

**5 Performance of Fund, Explanation of Effect on Value of Investment and Other Information concerning the Underlying**

The past and future performance, the volatility and background information about each Exchange Traded Fund Share can be obtained from the corresponding Bloomberg Screen Page as set out in paragraph 26(ii) above.

For a description of any adjustments and disruption events that may affect any Reference Items and any adjustment rules in relation to events concerning the Reference Items (if applicable) please see Annex 5 in the Issuer's Base Prospectus.

The Issuer does not intend to provide post-issuance information

**6 Operational Information**

- (i) ISIN Code: XS1820747647
- (ii) Common Code: 182074764
- (iii) CUSIP: Not applicable
- (iv) Valoren Code: Not applicable
- (v) Other Code(s): Not applicable
- (vi) Any clearing system(s) other than Euroclear, Clearstream Luxembourg and the DTC approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Not applicable
- (vii) Delivery: Delivery against payment
- (viii) Additional Paying Agent(s) (if any): Not applicable
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: No.

**7 DISTRIBUTION**

- 7.1 Method of distribution: Non-syndicated
- 7.2
  - (i) If syndicated, names of Managers: Not applicable
  - (ii) Date/Description of Subscription Agreement: Not applicable
  - (iii) Stabilisation Manager(s) (if any): Not applicable
- 7.3 If non-syndicated, name and address of relevant Dealer: Banco Bilbao Vizcaya Argentaria,S.A.  
C/Sauceda, 28

28050 Madrid, Spain

7.4 U.S. Selling Restrictions:

The Notes are only for offer and sale outside the United States in offshore transactions to non-U.S. persons in reliance on Regulation S under the Securities Act and may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person.

Each initial purchaser of the Notes and each subsequent purchaser or transferee of the Notes shall be deemed to have agreed with the issuer or the seller of such Securities that (i) it will not at any time offer, sell, resell or deliver, directly or indirectly, such Securities so purchased in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person and (ii) it is not purchasing any Securities for the account or benefit of any U.S. person.

Reg. S Compliance Category 2; TEFRA D

7.5 U.S. "Original Issue Discount" Legend:

Not applicable

7.6 Non-Exempt Offer:

Not Applicable

The Issuer is only offering to and selling to the Dealer(s) pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer(s) will be made by the Dealer(s) or persons to whom they sell, and/or otherwise make arrangements with, including the Financial Intermediaries. The Issuer shall not be liable for any offers, sales or purchase of Notes by the Dealer(s) or Financial Intermediaries in accordance with the arrangements in place between any such Dealer or any such Financial Intermediary and its customers.