

Date: 15th April 2011

APPLICABLE FINAL TERMS

ESPIRITO SANTO INVESTMENT p.l.c.

**EUR BES HEALTH CARE 2011-2014 Notes due on 20th April 2014 (the "Notes")
issued pursuant to the € 2,500,000,000 Euro Medium Term Note Programme**

With the benefit of a Keep Well Agreement
provided by

BANCO ESPIRITO SANTO DE INVESTIMENTO, S.A.

The Offering Circular referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a Relevant Member State) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 35 of Part A below, provided such person is one of the persons mentioned in Paragraph 35 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

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

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Offering Circular dated 21 July 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the Prospectus Directive). 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 Offering Circular. Full information on the relevant Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular is available for viewing at <http://www.esinvestment.com> and during normal business hours at Rua Alexandre Herculano, 38, 1269-161 Lisbon and copies may be obtained at the same address. The Offering Circular also comprises listing particulars for the purposes of giving information with regard to the issue of Notes with a maturity of less than 365 days as commercial paper of the Issuer under the Programme during the period of twelve months after the date thereof. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Contractual Terms and the Offering Circular.

The definitions and provisions contained in the 2006 ISDA Definitions, the 2002 ISDA Equity Derivatives Definitions and the 2006 ISDA Fund Derivatives Definitions, as published by the International Swaps and Derivatives Association, Inc., are incorporated into this Final Terms (the "Final Terms"). In the event of any inconsistency between the Definitions and this Final Terms, this Final Terms will govern.

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|--------------------------------------|----------------------------------|
| 1. Issuer: | Espirito Santo Investment p.l.c. |
| 2. (i) Series Number: | 552 |
| 3. Specified Currency or Currencies: | EUR |
| 4. Aggregate Nominal Amount: | EUR 7,520,000 |

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|-----|---|---|
| 5. | (i) Issue Price for the Aggregate Nominal Amount: | 100 per cent. of the Aggregate Nominal Amount |
| | (ii) Net Proceeds for the Aggregate Nominal Amount: | EUR 7,520,000 |
| 6. | Specified Denominations: | EUR 1,000 |
| 7. | (i) Issue Date for the Aggregate Nominal Amount: | 20 th April 2011 |
| | (ii) Interest Commencement Date (if different from the Issue Date): | 20 th April 2011 |
| 8. | Maturity Date: | 20 th April 2014, subject to adjustment in accordance with the Following Business Day. |
| 9. | Interest Basis: | Indexed Linked Redemption |
| 10. | Redemption/Payment Basis: | Indexed Linked Redemption |
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Status of the Notes: | Senior |
| 14. | Method of distribution: | Non-syndicated |
| 15. | Governing Law: | English law |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|---|----------------|
| 16. | Fixed Rate Note Provisions: | Not Applicable |
| 17. | Floating Rate Note Provisions: | Not Applicable |
| 18. | Zero coupon Note Provisions: | Not Applicable |
| 19. | Indexed Note Provisions: | Not Applicable |
| 20. | Dual Currency Note Provisions: | Not Applicable |
| 21. | Credit Linked Notes/First to Default Linked Notes provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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|-----|---------------|----------------|
| 22. | Issuer Call: | Not Applicable |
| 23. | Investor Put: | Not Applicable |

24. Final Redemption Amount

Redemption Amount on the Maturity Date:

$$100\% \times NA + 100\% \times \text{Max} [3\%; 110\% \times \text{Final Performance}] \times NA$$

Where:

$$\text{Final Performance} = \frac{1}{n} \sum_{i=1}^n \frac{\text{Index}^i}{\text{Index}^{\text{Initial}}} - 1$$

NA = Aggregate Nominal Amount

$i = 1, \dots, n$: observation dates when Index Performance > 0

n = number of observation dates when Index Performance > 0

$$\text{Index Performance } e_t = \frac{\text{Index}^t}{\text{Index}^{\text{Initial}}} - 1$$

Index^t : Official Closing Price of the Underlying Index on each observation date t ($t=1$ to $t=12$)

$\text{Index}^{\text{initial}}$: Official Closing Price of the Underlying Index on the Issue Date

Underlying Index: Health Care Select Sector SPDR Fund (Bloomberg Code: XLV UP Equity)

i.e. Final Performance is equal to the arithmetic average of the POSITIVE quarterly observations for the Index Performance e_t . If $n=0$, then the Final Performance is 0%.

- 25. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7(e)):**

Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 26. (a) Form of Notes:**

Bearer form, Permanent Global Note exchangeable for Definitive Notes only upon an Exchange Event.

- (b) New Global Note:**

No

- 27. Additional Financial Centre(s) or other special provisions relating to Payment Dates:**

Business Days for payments: London and TARGET2

- 28. Talons for further coupons to be attached to Definitive Notes (and dates on which such talons mature):**

No

29. **Details relating to Partly Paid Notes:**
amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
30. **Details relating to Instalment Notes:**
 (i) **Instalment Amount(s):** Not Applicable
 (ii) **Instalment Date(s):** Not Applicable
31. **Other final terms:**
 (i) **Exchange Business days Convention:** Following
 (ii) **Payment Business days Convention:** Following
 (iii) **Observation Dates:**

t	Observation Dates	t	Observation Dates
1	13 th July 2011	7	13 th January 2013
2	13 th October 2011	8	13 th April 2013
3	13 th January 2012	9	13 th July 2013
4	13 th April 2012	10	13 th October 2013
5	13 th July 2012	11	13 th January 2014
6	13 th October 2012	12	13 th April 2014

(iv) Other Terms:

If any determination is required, it will be made by the Calculation Agent. Whenever the Calculation Agent is required to act or to exercise judgment, it will do so in good faith and in a commercially reasonable manner, including by reference to the relevant ISDA Definitions.

Calculation Agent: Banco Espirito Santo de Investimento, S.A.

DISTRIBUTION

32. **If syndicated, names and addresses of Managers and underwriting commitments:** Not Applicable
33. **If non syndicated, name and address of relevant Dealer:**
 Banco Espirito Santo de Investimento, S.A.
 Rua Alexandre Herculano, 38
 1269-161 Lisbon, Portugal
 See further Paragraph 10 of Part B below
34. **Total commission and concession:** Not Applicable
35. **U.S. Selling Restrictions:** Tefra C
36. **Non exempt Offer:**
 An offer of the Notes may be made by the Managers (together with the Managers, the Financial Intermediaries) other than pursuant to Article 3(2) of the Prospectus Directive in Ireland the United Kingdom and Portugal (Public Offer Jurisdictions) during the period from 24th March 2011 until 14th April 2011 (Offer Period). See further Paragraph 10 of Part B below.
37. **Additional Selling Restrictions:** Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue of the Notes described herein pursuant to the €2,500,000,000 Euro Medium Term Note Programme of Espirito Santo Investment plc. and Banco Espirito Santo de Investimento, S.A.

RESPONSIBILITY

The Issuer and Banco Espirito Santo de Investimento, S.A. accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

By:

Duly authorised

Signed on behalf of Banco Espirito Santo de Investimento, S.A.:

By:

Duly authorised

By:

Duly authorised

Sofia Gomes
Debt Capital Markets Origination
Associate

Marta Carvalheiro
DRF - Fixed Income
Assistant Vice President

KEEP WELL AGREEMENT

Banco Espirito Santo de Investimento, S.A. hereby confirms that the Keep Well Agreement executed on 25 July 2007 (as amended and/or supplemented and/or restated from time to time) will apply in relation to the Notes of this Series.

Signed on behalf of Banco Espirito Santo de Investimento, S.A.:

By:

Duly authorised

By:

Duly authorised

Sofia Gomes
Debt Capital Markets Origination
Associate

Marta Carvalheiro
DRF - Fixed Income
Assistant Vice President

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

Irish Stock Exchange

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Irish Stock Exchange with effect from the Issue Date.

2. RATINGS
Ratings:

Not Applicable

3. INTEREST OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, as far as the Issuer is aware, no person involved in the issue of 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 will be applied by the Issuer in the ordinary course of its business, which includes making a profit
- (ii) **Estimated Net Proceeds for the Aggregate Nominal Amount:** EUR 7,520,000
- (iii) **Estimated total expenses:** None
5. **YIELD (Fixed Rate Notes Only):** Not applicable
6. **HISTORIC INTEREST RATES (Floating Rate Notes only):** Not applicable

7. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING (Index Linked Notes only)
Not applicable

8. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (Dual Currency Notes only):

9. OPERATIONAL INFORMATION

- (i) **ISIN Code:** XS0606206364
- (ii) **Common Code:** 60620636
- (iii) **Any clearing system(s) other than Euroclear bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification numbers:** Not applicable
- (iv) **Delivery:** Delivery against payment
- (v) **Names and addresses of additional Paying Agent(s) (if any):** Banco Espirito Santo de Investimento, S.A.
- (vi) **Intended to be held in a manner which would allow Eurosystem eligibility:** No

10. TERMS AND CONDITIONS OF THE OFFER

- Re-offer Price:** Issue Price
- Other Information:** The Maximum Aggregate Nominal Amount is EUR 10,000,000