

Date: 18<sup>th</sup> February 2011

## **APPLICABLE FINAL TERMS**

**ESPIRITO SANTO INVESTMENT p.l.c.**  
(incorporated with limited liability in Ireland)

**EUR Auto Callable Euro Stoxx 50 Notes due in 23<sup>rd</sup> February 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.

- |                                                      |                                                      |
|------------------------------------------------------|------------------------------------------------------|
| 1. Issuer:                                           | Espirito Santo Investment p.l.c.                     |
| 2. (i) Series Number:                                | 541                                                  |
| 3. Specified Currency or Currencies:                 | EUR                                                  |
| 4. Aggregate Nominal Amount:                         | EUR 1,363,000                                        |
| 5. (i) Issue Price for the Aggregate Nominal Amount: | 95,7008437 per cent. of the Aggregate Nominal Amount |
| (ii) Net Proceeds for the Aggregate Nominal Amount:  | EUR 1,304,402.50                                     |
| 6. Specified Denominations:                          | EUR 1,000                                            |

7. (i) Issue Date for the Initial Nominal Amount: 23<sup>rd</sup> February 2011
- (ii) Interest Commencement Date (if different from the Issue Date): 23<sup>rd</sup> February 2011
8. Maturity Date: 23<sup>rd</sup> February 2014, subject to adjustment in accordance with the Following Business Day Convention and subject to the Early Redemption Conditions
9. Interest Basis: Not Applicable
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**

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**

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

24. Final Redemption Amount of each Note: For  $i = 3$  (Maturity Date), Pay-Off 1 or Pay-Off 2 or Pay-Off 3:

- If  $\frac{\text{Index}^3}{\text{Index}^0} - 1 \geq 0\%$  then

Pay-Off 1 = Redemption Amount =  $100\% \times \text{NA} + \text{Variable Coupon} \times 3 \times \text{NA}$

- If  $-40\% \leq \frac{\text{Index}^3}{\text{Index}^0} - 1 < 0\%$  then

Pay-Off 2 = Redemption Amount =  $100\% \times \text{NA}$

- If  $\frac{\text{Index}^3}{\text{Index}^0} - 1 < -40\%$  then

Pay-Off 3 = Redemption Amount =  $\frac{\text{Index}^3}{\text{Index}^0} \times \text{NA}$

Where:

**Variable Coupon:**

- 9.00%, if the official closing price of the Underlying Index on the 23<sup>rd</sup> August 2011 is above 90% of  $\text{Index}^0$  ;
- otherwise
- 18.00%, if the official closing price of the Underlying Index on the 23<sup>rd</sup> August 2011 is at or below 90% of  $\text{Index}^0$  ;

NA = Aggregate Nominal Amount ("Amount")

$\text{Index}^0$  = the official closing price of the Underlying Index on 18th February 2011

$\text{Index}^3$  : is the official closing price of the Underlying Index on Observation Date 3

25. Early Redemption Amount(s) 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 6 (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: TARGET2 and London

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) Business day Convention:

- Exchange Business Day Convention: Following Business Day Convention;

- Payment Business Day Convention: Following Business Day Convention;

(ii) Early Redemption Conditions:

On each Early Redemption Date *i* (from *i=1,2*)

For *i=1* (23<sup>rd</sup> February 2012), if

$$\frac{Index^1}{Index^0} - 1 \geq 0\%$$

then Redemption Amount = NA + (Variable Coupon x NA)

and the issue will be cancelled;

otherwise Coupon Amount = 0% x NA and the issue continues to the next Early Redemption Date;

For *i=2* (23<sup>rd</sup> February 2013), if

$$\frac{Index^2}{Index^0} - 1 \geq 0\%$$

then Redemption Amount = NA + (Variable Coupon x 2 x NA)

and the issue will be cancelled;

otherwise Coupon Amount = 0% x NA and the issue continues to the Maturity Date;

Where:

NA = Aggregate Nominal Amount ("Amount")

$Index^0$  = is the official closing price of the Underlying Index on 18th February 2011

$Index^i$  : is the official closing price of the Underlying Index on Observation Date  $i$  (for  $i=1,2$ )

**Underlying Index:**

Index	Bloomberg code
Euro Stoxx 50 – Price Return Index	SX5E Index

**(iii) Other terms and definitions:**

**Observation Dates and Early Redemption Dates:**

$i$	Observation Date $i$	Early Redemption Date $i$ and Maturity Date
1	16 <sup>th</sup> January 2012	23rd February 2012
2	16 <sup>th</sup> January 2013	23rd February 2013
3	16 <sup>th</sup> January 2014	23rd February 2014

If any Date is not an exchange business day for the Underlying Index, the Date will be moved to the following Exchange Business Day.

**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

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 (Public Offer Jurisdictions) during the period from the Issue Date until 23<sup>rd</sup> January 2014 (Offer Period). See further Paragraph 10 of Part B below.

37. Additional Selling Restrictions:

Not Applicable

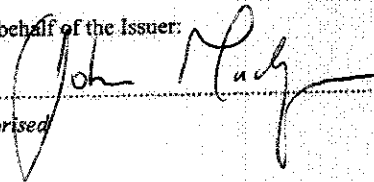
**PURPOSE OF FINAL TERMS**

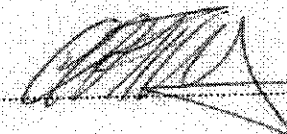
These Final Terms comprise the final terms required for issue of the Notes described herein pursuant to the €2,500,000,000 Euro Medium Term Note Programme of Espirito Santo Investment plc. and Banco Espirito Santo de Investimento, S.A.

**RESPONSIBILITY**

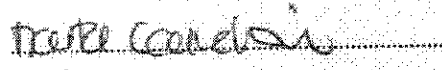
The Issuer and Banco Espirito Santo de Investimento, S.A. accept responsibility for the information contained in these Final Terms.


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


Marta Carvalho  
DRF - Fixed Income  
Assistant Vice President

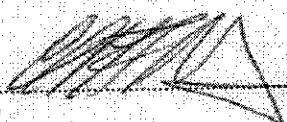
Carlos Nogueira  
Treasury  
Director

**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

Marta Carvalho  
DRF - Fixed Income  
Assistant Vice President

Carlos Nogueira  
Treasury  
Director

**PART B - OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING:**

Application should be made by the Issuer (or on its behalf) for the Notes to be admitted to trading and listing 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 1,304,402.50
- (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:** XS0588749498
- (ii) **Common Code:** 58874949
- (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**

**Offer Price:** Issue Price

**Other Information:** The Issuer is fully owned by Banco Espirito Santo de Investimento, S.A. which has a rating for Long Term Issues of A- given by Standard & Poor's.