

Date: 29th April 2013

APPLICABLE FINAL TERMS

ESPIRITO SANTO INVESTMENT p.l.c.

EUR 1Y Reverse Convertible WO BBVA, SAN due on 07th May 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, as so supplemented, 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) as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State) (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 29 June 2012, as supplemented on 6 November 2012 and 25 January 2013, which constitutes a base prospectus for the purposes of Directive 2003/71/EC (the Prospectus Directive) as amended (which includes the amendments made by Directive 2010/73/EU (the 2010 PD Amending Directive) to the extent that such amendments have been implemented in a Member State). 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, as so supplemented. 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, as so supplemented. The Offering Circular and the supplement to the Offering Circular are 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.

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|---|---|
| 1. Issuer: | Espirito Santo Investment p.l.c. |
| 2. (i) Series Number: | 718 |
| 3. Specified Currency or Currencies: | EUR |
| 4. Aggregate Nominal Amount | EUR 1,000,000 |
| 5. (i) Issue Price for the Aggregate Nominal Amount: | 98.35 per cent. of the Aggregate Nominal Amount |
| (ii) Net Proceeds for the Aggregate Nominal Amount: | EUR 983,500 |
| 6. Specified Denominations: | EUR 1,000 |

7. (i) Issue Date for the Aggregate Nominal Amount: 06th May 2013
- (ii) Interest Commencement Date (if different from the Issue Date): 06th May 2013
8. Maturity Date: 07th May 2014, subject to Following Business Day Convention
9. Interest Basis: Fixed Rate Notes
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: Applicable
- (i) Rate of Interest: 2.05% (flat coupon)
- (ii) Interest Payment Date: Quarterly, commencing on and including 07th of August 2013 to and including the Maturity Date, subject to adjustment in accordance with the Following Business Day Convention. (07th August 2013, 07th November 2013, 07th February 2014 and 07th May 2014)
- (iii) Fixed Day Count Fraction: Not Applicable
- (iv) Calculation Agent: Banco Espírito Santo de Investimento, S.A.
17. Floating Rate Note Provisions: Not Applicable
18. Zero coupon Note Provisions: Not Applicable
19. Indexed Note Provisions: Please refer to points 25. Final Redemption Amount and 32. Other final terms
20. Dual Currency Note Provisions: Not Applicable
21. Credit Linked Notes/First to Default Linked Notes: Not Applicable
22. Credit Linked Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

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

25. Final Redemption Amount:

Case 1 or Case 2, subject to Early Redemption Conditions:

- **Case 1** = If $\text{Min}_{i=1}^2 \left[\frac{\text{Share}_i^f}{\text{Share}_i^0} - 1 \right] \geq -40\%$ then

Redemption Amount = 100% x NA, otherwise

- **Case 2** = If $\text{Min}_{i=1}^2 \left[\frac{\text{Share}_i^f}{\text{Share}_i^0} - 1 \right] < -40\%$ then

Redemption Amount = $\text{NA} \times \text{Min}_{i=1}^2 \left[\frac{\text{Share}_i^f}{\text{Share}_i^0} \right]$,

Where,

NA = Aggregate Nominal Amount

Share⁰_i = Official Closing Price of the Underlying Share i on the Strike Fixing Date

Share^f_i = Official Closing Price of the Underlying Share i on Observation Date;

Underlying Shares:

i	Underlying Shares	Bloomberg Code
1	Banco Bilbao Vizcaya Argentaria SA	BBVA SM <Equity>
2	Banco Santander SA	SAN SM <Equity>

Strike Fixing Date: 25th April 2013

Observation Date: 29th April 2014

If any of these dates is not a Exchange Business Day the date will be adjusted to the Following Exchange Business Day for both Underlying Shares.

26. 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

27. (a) Form of Notes:

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

(b) New Global Note:

No

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

Business Days for payments: London, TARGET2

29. Talons for further coupons to be attached to Definitive Notes (and dates on which such talons mature): No
30. 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
31. Details relating to Instalment Notes:
 (i) Instalment Amount(s): Not Applicable
 (ii) Instalment Date(s): Not Applicable
32. Other final terms:
- (i) Business day Convention: - Exchange Business Day Convention: Following Business Day Convention (in block);
 - Payment Business Day Convention: Following Business Day Convention;
- (ii) 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 Espírito Santo de Investimento, S.A.
- DISTRIBUTION**
33. If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
34. If non syndicated, name and address of relevant Dealer: Banco Espírito Santo de Investimento, S.A.
 Rua Alexandre Herculano, 38
 1269-161 Lisbon, Portugal
 See further Paragraph 10 of Part B below
35. Total commission and concession: Not Applicable
36. U.S. Selling Restrictions: Tefra C
37. Non exempt Offer: An offer of the Notes may be made by the Dealer or by other parties authorised by the Dealer (together with the Dealer, 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 the Issue Date until 07th april 2014. See further Paragraph 11 of Part B below.
38. 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: *Pete Flynn*
Duly authorised

By: *[Signature]*
Duly authorised

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

By: *Marta Carvalho*
Duly authorised

By: *[Signature]*
Duly authorised

Marta Carvalho
DRF - Fixed Income
Director

Carlos Nogueira
Treasury
Senior Managing 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: *Marta Carvalho*
Duly authorised

By: *[Signature]*
Duly authorised

Marta Carvalho
DRF - Fixed Income
Director

Carlos Nogueira
Treasury
Senior Managing Director

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 or around 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 983,500.
- (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)**
Not applicable
9. **INFORMATION IN RELATION TO THE REFERENCE ENTITY(IES), EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ENTITY(IES) (Credit Linked Notes only)**
Not applicable
10. **OPERATIONAL INFORMATION**
- (i) **ISIN Code:** XS0923378128
- (ii) **Common Code:** 92337812
- (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 Espírito Santo de Investimento, S.A.
- (vi) **Intended to be held in a manner which would allow Eurosystem eligibility:** No

11. TERMS AND CONDITIONS OF THE OFFER

- Re-offer Price: Issue Price
- Other Information: The Maximum Aggregate Nominal Amount is EUR 15,000,000