

Final Terms dated: 24 November 2014

BOOST ISSUER PUBLIC LIMITED COMPANY

(a public company incorporated with limited liability in Ireland)

Issue of

2,400 Boost Gilts 10Y 3x Leverage Daily ETP Securities
pursuant to the

Collateralised ETP Securities Programme

(the “**ETP Securities**”)

This document constitutes the Final Terms of the ETP Securities described herein.

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of ETP Securities in any Member State of the EEA which has implemented the Prospectus Directive (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 ETP Securities. Accordingly, any person making or intending to make an offer in that Relevant Member State of the ETP Securities may only do so 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. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of the ETP Securities in any other circumstances.

The expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU.

PART A – CONTRACTUAL TERMS

Terms used herein shall have the meanings given to them the terms and conditions set forth in the Base Prospectus dated 17 November 2014 (the “Base Prospectus”) which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the ETP Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus (and any supplement thereto).

Full information on Boost Issuer Public Limited Company (the “**Issuer**”) and the offer of the ETP Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus (together with any supplement thereto) is available on the website of the Issuer at <http://www.boostetp.com>. Terms used in these Final Terms bear the same meaning as in the Base Prospectus.

The particulars in relation to this issue of ETP Securities are as follows:

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|----|--|---------------------------------------|
| 1. | Class of ETP Securities to which these Final Terms apply: | Boost Gilts 10Y 3x Leverage Daily ETP |
| 2. | Tranche: | 1 |
| 3. | ETP Security Type: | Fixed Income Securities |
| 4. | Relevant Currency: | GBP |
| 5. | Principal Amount: | 200 pence |
| 6. | Number of ETP Securities to which these Final Terms apply: | 2,400 |
| 7. | Issue Date: | 25 November 2014 |
| 8. | Issue Price: | 10,000 pence |

9.	Form of ETP Securities:	Uncertificated Registered ETP Securities
10.	Initial Price:	10,000 pence
11.	Index:	Long Gilt Rolling Future Index Non-Leveraged Index
12.	Product Leverage Factor:	+3
13.	Annual Management Fee Rate:	0.30 per cent. per annum
14.	Daily Swap Rate:	0.00247 per cent. per day
15.	Interest Rate:	Not Applicable
16.	Funding Spread:	Not Applicable
17.	Return on Collateral:	SONIA
18.	Stock Borrow Rate:	Not Applicable
19.	Transaction Tax Rate:	Not Applicable
20.	Restrike Event Provisions	Applicable
21.	Severe Disruption Event Threshold:	20%
22.	Severe Overnight Gap Event Threshold:	20%
23.	Standard Trading Hours:	8:00 – 16:30 London time
24.	Exchange:	Not Applicable
25.	Related Exchange:	Not Applicable
26.	Multiple Exchange:	Not Applicable
27.	Price Source:	BNP Paribas (through Solactive)
28.	Valuation Time:	The time at which the official closing level of the Index is calculated and published by the Index Sponsor.
29.	Hedging Adjustment:	Applicable
30.	Restrike Threshold:	20%

The Issuer accepts the responsibility for the information contained in these Final Terms.

Signed on behalf of Boost Issuer Public Limited Company

By:

Duly authorised

For and on behalf of
CAPITA INTERNATIONAL FINANCIAL SERVICES (IRELAND) LIMITED
AS SECRETARY

PART B – OTHER INFORMATION

1. **Listing and admission to trading:** Application has been made to the London Stock Exchange for the Class of ETP Securities to which these Final Terms apply to be admitted to the official list of the London Stock Exchange and to be admitted to listing and trading on the Main Market of the London Stock Exchange.

2. **Notification** The Central Bank has provided the competent authorities of the United Kingdom, Germany and Italy with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

3. **Interests of natural and legal persons involved in the issue**

So far as the Issuer is aware, no person involved in the offer of the ETP Securities has an interest material to the offer.

Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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Distribution:

Non-exempt Offer:	Not Applicable
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4. **Additional Selling Restrictions:** Not Applicable

- Operational Information**

5. **Common Code:** IE00BKT09479

Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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SUMMARY OF THE PROGRAMME

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A-E (A.1-E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introduction and warnings

Element	Description of Element	Disclosure requirement
A.1	Standard Warning	<p>This summary should be read as an introduction to the base prospectus of the Issuer (as defined in B.1 below) dated 17 November 2014 (the "Base Prospectus"). Any decision to invest in the ETP Securities should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the ETP Securities.</p>
A.2	Disclosure of consent for use of the Base Prospectus for subsequent resale or final placement of securities by financial intermediaries	<p>If so specified in the Final Terms in respect of any Tranche of Securities, the Issuer consents to the use of the Base Prospectus by any Authorised Participant, (an "Authorised Offeror") in connection with any offer of ETP Securities that is not within an exemption from the requirement to publish a prospectus under the Prospectus Directive (a "Non-exempt Offer") during the offer period specified in the relevant Final Terms (the "Offer Period"), in the relevant Member State(s) and subject to the applicable conditions, in each case specified in the relevant Final Terms.</p> <p>The consent referred to above relates to Offer Periods occurring within 12 months from the date of the Base Prospectus.</p> <p>Any Authorised Offeror who wishes to use the Base Prospectus in connection with a Non-exempt Offer is required, for the duration of the relevant Offer Period, to publish on its website that it is using the Base Prospectus for such Non-exempt Offer in accordance with the consent of the Issuer and the conditions attached thereto. To the extent specified in the relevant Final Terms, a Non-exempt Offer may be made during the relevant Offer Period by any Authorised Offeror in any relevant Member State and subject to any relevant conditions, in each case as shall be specified in the relevant Final Terms. Information on the Terms and Conditions of the Non-exempt Offer will be published by that Authorised Offeror on its website at the relevant time. None of the Issuer or any of the Authorised Participants or other Authorised Offerors has any responsibility or liability for such information.</p> <p>Issue specific summary:</p> <p>The Issuer consents to the use of the Base Prospectus and the Final Terms by any Authorised Offeror in connection with the offer of the ETP Securities other than pursuant to Article 3(2) of the Prospectus Directive in Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg,</p>

the Netherlands, Norway, Portugal, Spain, Sweden and the United Kingdom during the period of 12 months from the date of the Base Prospectus, for so long as it is authorised to make such offers under MiFID and unless such consent is withdrawn prior to that date by notice published on the Issuer's Website.

Any Authorised Offeror who wishes to use the Base Prospectus and the applicable Final Terms in connection with an offer (other than offer pursuant to Article 3(2) of the Prospectus Directive in the relevant Member State(s)) of ETP Securities is required, for the duration of the applicable offer period, to publish on its website that it is using the Base Prospectus and the Final Terms for such offer in accordance with the consent of the Issuer and the conditions to which such consent is subject.

Section B – Issuer

<i>Element</i>	<i>Description of Element</i>	<i>Disclosure requirement</i>
B.1	Legal and Commercial Name of the Issuer	Boost Issuer Public Limited Company (the “ Issuer ”).
B.2	Domicile /Legal Form /Legislation /Country of Incorporation	The Issuer is a public limited liability company incorporated in Ireland under the Irish Companies Acts 1963 to 2013 with registered number 515981.
B.16	Control of Issuer	All the issued shares of the Issuer are directly or indirectly held by Capita Trustee Services Limited (the “ Share Trustee ”) under the terms of a Jersey law governed declaration of trust dated 28 September 2012 under which the Share Trustee holds the benefit of the shares on trust for charitable purposes. The Issuer is neither directly nor indirectly owned or controlled by any other party to the programme.
B.17	Issuer credit ratings	Not applicable - the Issuer has not been assigned a credit rating and it is not intended that any ETP Securities will be assigned credit ratings.
B.20	Special Purpose Vehicle	The Issuer has been established as a special purpose vehicle for the purposes of issuing collateralised exchange traded securities (“ ETP Securities ”).
B.21	Principal activities and global overview of parties	The Issuer's principal activity is the issuance and performance of collateralised exchange traded securities (“ ETP Securities ”). The Issuer has established a programme (the “ Programme ”), described in the Base Prospectus, under which classes of ETP Securities (each, a “ Class ”) may be issued from time to time.

The Law Debenture Trust Corporation p.l.c. will act as Trustee and Security Trustee in respect of each Class of ETP Securities. The Law Debenture Trust Corporation p.l.c.'s principal activity is the provision of independent fiduciary services.

The Bank of New York Mellon will act as Collateral Administrator in respect of each Class of ETP Securities. The Bank of New York Mellon's principal activity is financial services.

Boost Management Limited is the Manager in relation to Programme. Boost Management Limited's principal activity is the provision of administrative and management services to the Issuer.

Capita International Financial Services (Ireland) Limited will act as Issuing and Paying Agent in respect of each Class of ETP Securities. Capita International

Financial Services (Ireland) Limited's principal activity is the provision of business support services.

Capita IRG Trustees Limited will act as Registrar in respect of each Class of ETP Securities. Capita IRG Trustee Limited's principal activity is the provision of share plan and share dealing services.

WisdomTree Europe Ltd will act as Determination Agent in respect of each Class of ETP Securities. WisdomTree Europe Ltd's principal activity is carrying its duties as Determination Agent in relation to ETP Securities issued by the Issuer, providing certain advisory services to the Manager and providing marketing and support services for WisdomTree Issuer plc.

BNP Paribas Arbitrage S.N.C. is the Initial Swap Provider and the Initial Authorised Participant. BNP Paribas Arbitrage S.N.C.'s principal activities are dealing on its own account in equities and equity derivatives and stock borrowing and lending, receiving and transmitting orders for third parties, placement, underwriting and investment advice.

B.23 Key historical financial information

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2013

	<i>Notes</i>	2013
		€
ASSETS		
Cash and cash equivalents		11,415
Other receivables	7	21,941
Financial assets designated at fair value through profit or loss	6	30,455,928
		<hr/>
TOTAL ASSETS		30,489,284
		<hr/> <hr/>
LIABILITIES		
Other payables	8	22,595
Financial liabilities designated at fair value through profit or loss	6	30,455,928
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TOTAL LIABILITIES		30,478,523
		<hr/>
EQUITY		
Share capital	9	10,000
Retained earnings		761
		<hr/>
TOTAL EQUITY		10,761
		<hr/>
TOTAL EQUITY AND LIABILITIES		30,489,284
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B.24 Material adverse change

Not applicable – there has been no material adverse change in the prospects of the Issuer since 31 December 2013, the date of its last published audited

financial statements.

B.25 Description of underlying assets

The Issuer will enter into one or more swap transactions (each, a “**Swap Transaction**”) in relation to each Class of ETP Securities, each with a counterparty (a “**Swap Provider**”) that is a bank or financial institution (which for these purposes shall include any leading dealer or broker in instruments similar to the ETP Securities) incorporated, domiciled and regulated in the EEA which is rated, or whose obligations are guaranteed by an entity which is rated, at least BBB by Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc (“**S&P**”) and/or Baa2 by Moody’s Investors Service Ltd. (“**Moody’s**”) and/or BBB by Fitch Ratings Limited (“**Fitch**” and, together with S&P and Moody’s, the “**Rating Agencies**”) which has acceded to the Programme by entering into:

- (i) an ISDA 2002 Master Agreement, as published by the International Swaps and Derivatives Association, Inc. (“**ISDA**”), together with a Schedule thereto, between the Issuer and such Swap Provider (each, as amended and/or supplemented, and together with each index linked swap transaction (each a “**Swap Transaction**”) entered into thereunder, each confirmation of a Swap Transaction and the related Credit Support Document, a “**Swap Agreement**”);
- (ii) a 1995 Credit Support Annex (Transfer – English Law), as published by ISDA, or other form of credit support document, between the Issuer and such Swap Provider pursuant to which such Swap Provider will transfer certain bonds, equities and/or cash collateral (“**Eligible Collateral**”) to the Issuer according to movements in the aggregate value of the Swap Transactions entered into between the Issuer and that Swap Provider under the relevant Swap Agreement (a “**Credit Support Document**”);
- (iii) an agreement between the Issuer, the Security Trustee, such Swap Provider and the Collateral Administrator relating to the holding and administration of collateral delivered by such Swap Provider to the Issuer pursuant to the relevant Credit Support Document;
- (iv) an agreement pursuant to which the Issuer and such Swap Provider will agree certain arrangements in relation to the entry into and termination of Swap Transactions (the “**Swap Provider Agreement**”), which will, together with the collateral posted by each relevant Swap Provider to the Issuer under the Credit Support Document(s), constitute the underlying assets for that Class;
- (v) an agreement between, among others, the Issuer, the Manager, the Determination Agent, each Authorised Participant and each Swap Provider in relation to the operation of the Programme and each Class of ETP Securities other than those Classes to which the Revised Operating Procedures Agreement applies (the “**Operating Procedures Agreement**”); and
- (vi) an agreement between, among others, the Issuer, the Manager, the Determination Agent, each relevant Authorised Participant and each relevant Swap Provider in relation to the operation of the Programme as it relates to certain Classes of ETP Securities (“**APAC ETP Securities**”) listed in such agreement (the “**Revised Operating Procedures Agreement**”).

The Issuer has entered in to the documents listed above with the Initial Swap Provider, in the case of the documents listed in (i) to (v), on 30 November 2012, and in the case of the document listed in (vi) above, on 5 July 2013.

Each of the Rating Agencies (other than Standard & Poor’s Rating Services) has its registered office in the European Community and is registered under Art. 14(1) in connection with Art. 2(1) of Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit

rating agencies, as amended. Standard & Poor's Rating Services is not established in the European Community and has not been registered under Art. 14(1) in connection with Art. 2(1) of Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended.

Pursuant to the terms of each Swap Transaction entered into by the Issuer in relation to a Class of ETP Securities, (i) the Issuer will pay the proceeds of issuance of each tranche of that Class to the relevant Swap Provider (subject to such Swap Provider having delivered collateral to the Issuer in accordance with the Credit Support Document between them), and (ii) the relevant Swap Provider will pay to the Issuer amounts expected to correspond to each amount payable to the ETP Securityholders upon the redemption of ETP Securities of that Class and a periodic fee. However, the Swap Provider(s) do not guarantee payment by the Issuer to the ETP Securityholders of amounts due in respect of the ETP Securities, and no ETP Securityholder will have any claim against any Swap Provider in respect of amounts due in respect of any ETP Securities.

The Issuer will enter into one or more Swap Transactions in connection with a Class of ETP Securities in order that such Swap Transaction(s) will, together, produce funds to service all of the Issuer's payment obligations in respect of that Class. Each time ETP Securities are issued, redeemed or repurchased, corresponding Swap Transaction(s) will be entered into by the Issuer (or existing Swap Transaction(s) will be upsized) or terminated (or downsized), as applicable. Each such Swap Transaction will be in respect of a certain number of "Index Units". It is intended that, at all times, the aggregate number of Index Units in respect of the Swap Transaction(s) entered into by the Issuer in connection with a Class of ETP Securities will be equal to the outstanding number of ETP Securities of that Class (plus the number of ETP Securities of that Class that have been subscribed for but not yet issued, and minus the number of ETP Securities of that Class that have become subject to redemption but have not yet redeemed). The Issuer will decline a request for a further issuance of ETP Securities if it is unable to enter into or upsize the corresponding Swap Transaction(s). Swap Transactions shall be allocated among the Swap Providers in accordance with an allocation protocol.

If a Swap Agreement is terminated in certain circumstances, the Issuer will attempt to replace the Swap Transactions entered into in respect of a Class of ETP Securities under that Swap Agreement with replacement Swap Transactions with one or more other Swap Providers.

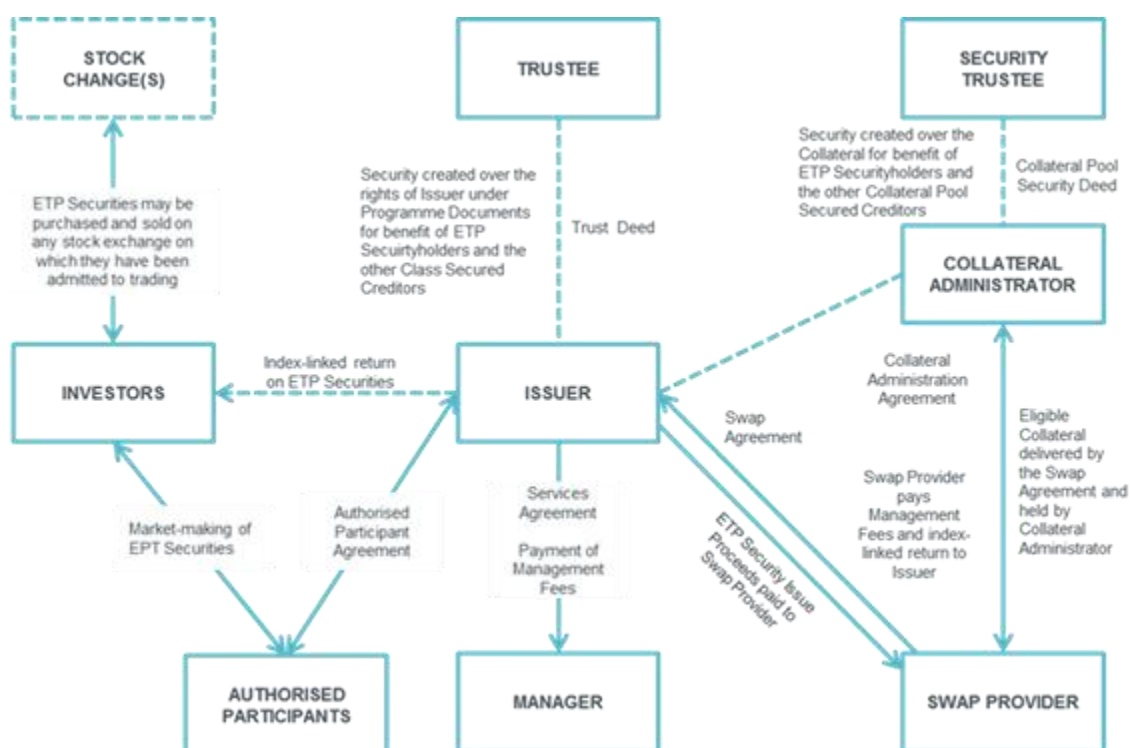
The obligations of each Swap Provider to the Issuer under a Swap Agreement will be collateralised by a Credit Support Document pursuant to which, on each business day, such Swap Provider will transfer Eligible Collateral (such transferred Eligible Collateral, "**Posted Collateral**") to the Issuer, and the Issuer will return Posted Collateral to such Swap Provider, according to daily movements in the aggregate value of the Swap Transactions entered into between the Issuer and that Swap Provider in relation to each Connected Class (as defined in C.8) of ETP Securities. Such collateral will be held with The Bank of New York Mellon in its capacity as the Collateral Administrator, pursuant to a collateral administration agreement.

B.26	Investment management	Not applicable - there is no active management of the underlying assets.
B.27	Further issuances backed by same pool of assets	Not applicable – the Issuer will not issue further securities backed by the same pool of assets.
B.28	Structure of the transaction	The Issuer may from time to time issue Classes of ETP Securities under the Programme. Such ETP Securities may be issued to any party which has become a party to the Programme as an " Authorised Participant " by entering into an "Authorised Participant Agreement" with the Issuer.

The ETP Securities of each Class will be constituted by a supplemental trust deed in respect of that Class (the "**Supplemental Trust Deed**" in respect of that Class) and the master trust deed dated 30 November 2012 entered into between the Issuer, the Manager and the Trustee (the "**Original Trust Deed**"), which was amended and supplemented by a first master trust deed supplement dated 22 November 2013 between the Issuer, the Manager and the Trustee (as further amended, supplemented, novated and/or replaced from time to time, the "**Master Trust Deed**" and, together with the Supplemental Trust Deed, the "**Trust Deed**" in respect of such Class).

The Issuer will seek to hedge its payment obligations in respect of each Class of the ETP Securities by entering into one or more Swap Transactions, each with a Swap Provider. Each Swap Provider will collateralise its obligations to the Issuer by delivering Eligible Collateral to the Issuer. Such Eligible Collateral will be delivered in respect of the Issuer's net exposure to the Swap Provider in respect of all Swap Transactions entered into under the Swap Agreement between the Issuer and such Swap Provider, and will not be segregated between the Classes of ETP Securities to which such Swap Transactions relate. The holders of ETP Securities of each Class referencing a Swap Transaction with the same Swap Provider are therefore entitled to the benefit of security created over same, undivided pool of collateral assets.

A diagrammatic representation of the principal aspects of the structure as currently in place appears below:



B.29

Description of the flow of funds

The proceeds of the issuance of a tranche of ETP Securities of a Class will be paid by the Issuer to one or more of the Swap Providers with whom the Issuer has entered into a Swap Transaction in connection with that Class, in order to increase the aggregate number of Index Units in respect of the Swap Transaction(s) entered into by the Issuer in relation to that Class in proportion to the increase in the number of ETP Securities of that Class then outstanding.

The Issuer's payment obligations in respect of the ETP Securities of a Class will be funded entirely from payments received by the Issuer from the Swap Provider(s) in respect of such Swap Transaction(s).

Pursuant to the terms of each Credit Support Document, the Issuer will be obliged to pay amounts equal to each distribution made on collateral held by it

to the relevant Swap Provider upon receipt.

B.30	Originators of securitised assets	Each Swap Provider will be a bank or financial institution (which for these purposes will include any leading dealer or broker in instruments similar to the ETP Securities) incorporated, domiciled and regulated in the EEA.
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Section C – Securities

Element	Description of Element	Disclosure requirement
C.1	Type and class of securities being offered	<p>The Issuer may issue ETP Securities linked to indices providing exposure to equities, commodities, currencies and fixed income. Such ETP Securities may have long or short, and leveraged or unleveraged, exposure to the daily performance of the referenced index.</p> <p>Issue specific summary:</p> <p>The return on the ETP Securities issued pursuant to these Final Terms is linked to the performance of Long Gilt Rolling Future Index (the “Index”).</p> <p>Class: Boost Gilts 10Y 3x Leverage Daily ETP</p> <p>ISIN: IE00BKT09479</p> <p>Aggregate number of ETP Securities of Class: 2,400</p>
C.2	Currency	<p>Each Class of ETP Securities will be denominated in US dollars, euros, Pounds Sterling, Swiss Francs, Japanese Yen or Hong Kong dollars.</p> <p>Issue specific summary:</p> <p>The ETP Securities issued pursuant to these Final Terms are denominated in Pounds Sterling.</p>
C.5	Restrictions on free transferability	Not applicable, the ETP Securities are freely transferable.
C.8	Rights attached to the securities	<p>The rights attached to the ETP Securities of a Class will be set out in the terms and conditions of that Class (the “Conditions”).</p> <p>The Conditions of a Class of ETP Securities will address, among other matters:</p> <p>Payment of redemption amount</p> <p>Each ETP Security gives the holder the right to receive the applicable payment on its redemption, as described in C.9.</p> <p>Status and Security</p> <p>The ETP Securities of each Class will be limited recourse obligations of the Issuer, ranking pari passu without preference among themselves.</p> <p>Pursuant to the Trust Deed in respect of a Class of ETP Securities, the Issuer will create security in respect of that Class in favour of the Trustee over:</p> <ul style="list-style-type: none">(i) all of the Issuer’s rights, title, interest and benefit present and future in, to and under the contractual documents relating to such Class of ETP Securities (other than the Issuer’s rights, title and interest in any Collateral Pool Security Deed and the agreements subject to the security created by any Collateral Pool Security Deed in respect of that Class of ETP Securities); and(ii) certain cash, property and contractual claims of the Issuer that relate solely to that Class of ETP Securities,

as continuing security for the Issuer's obligations in relation to that Class owed to the relevant ETP Securityholders and the Trustee itself.

In addition to the security created by the applicable Trust Deed, the Issuer will, pursuant to a separate security deed entered into between the Issuer, the Security Trustee, the Manager and each Swap Provider (the "**Collateral Pool Security Deed**"), create security in respect of each Class of ETP Securities hedged by a Swap Transaction entered into by the Issuer under the same Swap Agreement (each, a "**Connected Class**") in favour of the Security Trustee over:

- (i) all of the Issuer's rights, title, interest and benefit present and future in, to and under the Swap Agreement (including the Credit Support Document relating thereto), the Swap Provider Agreement, such Collateral Pool Security Deed, the relevant Collateral Administration Agreement and any agreement under which a Liquidation Agent is appointed; and
- (ii) the collateral transferred by the relevant Swap Provider to the Issuer under the Credit Support Document between it and the Issuer and certain cash, property and contractual claims of the Issuer that relate solely to that Swap Agreement,

as continuing security for the Issuer's obligations owed to the ETP Securityholders of each Connected Class, such Swap Provider and the Security Trustee itself.

Limited Recourse

If, in relation to a Class of ETP Securities, the net proceeds of the realisation of the security created in respect of such Class by the applicable Trust Deed and each relevant Collateral Pool Security Deed are insufficient to pay all amounts owed by the Issuer to the secured creditors in respect of that Class, no other assets of the Issuer will be available to meet any shortfall and all outstanding claims of such secured creditors will be extinguished. No party will be entitled to take any further steps against the Issuer to recover any further sum.

Ranking

The Trustee will apply the proceeds derived from the realisation of the assets that are the subject of the security constituted by a Trust Deed in the applicable order of priority under which amounts due to the ETP Securityholders will be subordinated to amounts due to the Trustee itself and any receiver, in each case in relation to the ETP Securities.

The Security Trustee will apply the proceeds derived from the realisation of the assets that are the subject of the security constituted by a Collateral Pool Security Deed in the applicable order of priority under which amounts due to the ETP Securityholders of each Connected Class (ranking *pari passu* without preference among themselves) will be subordinated to amounts due to the Security Trustee itself, any receiver, any Liquidation Agent and the relevant Swap Provider, in each case in relation to the ETP Securities of a Connected Class.

Events of Default

The occurrence of any of the following events with respect to a Class of ETP Securities will constitute an "**Event of Default**" with respect to such Class:

- (i) the Issuer defaults in the payment of any sum due in respect of the ETP Securities or any of them for a period of 14 calendar days or more;
- (ii) the Issuer does not perform or comply with any one or more of its other obligations under the ETP Securities, the applicable Trust Deed, any other programme document or an applicable relevant Collateral Pool Security Deed, in certain cases continuing for a specified period of time

after notice of such breach is given to the Issuer;

- (iii) any order shall be made by any competent court or any resolution passed for the winding-up or dissolution of the Issuer;
- (iv) an examiner is appointed in respect of the Issuer; or
- (v) a Swap Transaction in respect of a Class of ETP Securities terminates prior to the Final Redemption Date of that Class following the occurrence of an event of default with respect to the Issuer;
- (vi) a Swap Transaction in respect of a Class of ETP Securities terminates prior to the Final Redemption Date of that Class following the occurrence of an event of default with respect to the relevant Swap Provider, and the Issuer is unable to enter into a replacement transaction with a Swap Provider on or prior to the 30th calendar day following such termination; or
- (vii) the Collateral Administrator has become bankrupt; or
- (viii) the Issuer fails to pay any termination payment due and payable by it to a Swap Provider in the event of the replacement of one or more terminated Swap Transactions.

If an Event of Default occurs, the Trustee may, or will in the case of an Event of Default described in (viii) above or otherwise if directed by the holders of such ETP Securities, provided that it has been indemnified and/or secured and/or prefunded to its satisfaction, declare such ETP Securities immediately due and payable at their Redemption Amount.

In addition, the Trustee will, if any Connected Class is declared due and payable prior to its scheduled date of redemption as a result of an event of default pursuant to its terms and conditions, provided that it has been indemnified and/or secured and/or prefunded to its satisfaction, declare each other Connected Class immediately due and payable at their Redemption Amount.

Meetings of holders

Meetings of the holders of a Class of ETP Securities may be convened to consider any matter affecting their interests. These provisions permit specified majorities of the ETP Securityholders attending or represented at any such meeting to pass resolutions binding all holders of such Class of ETP Securities, including holders who did not attend or vote at such meeting, or who voted against the passing of such resolutions.

Governing law

English law.

C.9 Interest

The ETP Securities will not bear interest at a prescribed rate. The return (if any) on the ETP Securities shall be calculated in accordance with the Redemption provisions summarised below.

Redemption

Final Redemption

The ETP Securities of each Class become due and payable on the day that falls three "Currency Business Days" (being a day on which commercial banks and foreign exchange markets are open for general business (including dealings in foreign exchange and foreign currency deposits) in the principal financial centre of the currency of denomination of such Class or, in the case of euros, a city in which banks in general have access to the TARGET2 System) after the final day of the relevant Redemption Unwind Period (as defined below) at their "**Redemption Amount**", which shall be an amount equal to the greater of:

- (i) the Principal Amount of an ETP Security; and
- (ii) the “Weighted Average Price per ETP Security”, being the weighted average of the Price per ETP Security in respect of each valuation date, commencing on the Final Redemption Date, required to unwind the ETP Securities based on the maximum daily termination limits agreed by the Issuer with each Swap Provider, as reduced on account of the applicable swap execution costs charged by the relevant Swap Providers.

Optional Redemption

An ETP Securityholder which is also an Authorised Participant may require the Issuer to redeem all or part of its holding of ETP Securities of a Class at the Optional Redemption Amount by delivering to the Issuer a valid form (a “**Redemption Order**”) specifying either “Index Pricing” or “Agreed Pricing”.

The “**Optional Redemption Amount**” in respect of an ETP Security will be an amount per ETP Security equal to either:

- (i) if “Index Pricing” applies, the Price per ETP Security as at the valuation date on which the Issuer receives (or is deemed to receive) the Redemption Order, as reduced on account of the applicable swap execution costs charged by the relevant Swap Providers; or
- (ii) if “Agreed Pricing” applies, the amount agreed between the relevant Authorised Participant and the relevant Swap Provider(s), as specified in the relevant Redemption Order.

An ETP Securityholder which is not also an Authorised Participant may, only where the Issuer has notified each ETP Securityholder that they may, by delivery of a Redemption Order, require the Issuer to redeem all or any part of its holding of ETP Securities at an amount calculated on the basis of “Index Pricing”.

The Issuer may, at its discretion, deduct a fee of EUR 500 from the aggregate amount payable to an ETP Securityholder in respect of an optional redemption of ETP Securities. Further, the aggregate amount payable in respect of such redemption will be reduced by an amount equal to the redemption execution fee charged by the relevant Swap Provider(s) to the Issuer.

Issuer Optional Redemption

The Issuer has the right at any time to call all but not some of the ETP Securities of a Class for early redemption at their Redemption Amount.

Compulsory Redemption

The ETP Securities of a Class will fall for compulsory redemption if any of the following events occur:

- (i) a Swap Transaction entered into by the Issuer in connection with such Class terminates in whole prior to its scheduled date of termination following (a) the cancellation, modification or disruption of the Index referenced by that Swap Transaction if no successor index is designated by the Issuer and the relevant Swap Provider; (b) a change in any applicable law or regulation that results in it being illegal for the relevant Swap Provider to hedge its risks under such Swap Transaction, or materially increases the cost to the Issuer or the Swap Provider of its obligations under such Swap Transaction; (c) the relevant Swap Provider is unable, after using commercially reasonable efforts, to (A) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transactions or assets that it deems necessary to hedge its obligations with respect to that Swap Transaction; (d) a disruption to any relevant exchange with respect to the underlying assets for the applicable index; (e) a disruption to any

relevant exchange with respect to the underlying assets for the applicable index together with an intraday fall in the level of the applicable index in excess of the threshold specified for such Swap Transaction or (f) an overnight fall (in the case of long ETP Securities) or rise (in the case of short ETP Securities) in the level of the applicable index in excess of the threshold specified for such Swap Transaction

- (ii) if on any valuation date falling on or after the 60th calendar day following the Price per ETP Security falling below 500 per cent. of the Principal Amount of such ETP Securities, the Price per ETP Security is less than 200 per cent. of the Principal Amount of such ETP Securities;
- (iii) any of the Determination Agent, the Issuing and Paying Agent, the Registrar, the Collateral Administrator, and/or all of the Authorised Participants in relation to the ETP Securities resign their appointment or their appointment is terminated for any reason and no successor or replacement has been appointed at the time that such resignation or termination takes effect;
- (iv) if the Price per ETP Security in respect of the ETP Securities has not been published by or on behalf of the Issuer for 14 consecutive valuation dates;
- (v) as a consequence of a change in any applicable law, regulation, rule, order, ruling or procedure or due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation, either:
 - (a) it has or will become illegal for the Issuer to (x) hold, acquire or dispose of all of the types of Eligible Collateral, and/or (y) perform its obligations under such ETP Securities and/or any relevant Swap Agreement; or
 - (b) the Issuer would (or would expect to) incur a materially increased cost in performing its obligations under such ETP Securities and/or any relevant Swap Agreement;
- (vi) an early termination date occurs or is designated by either the Issuer or the relevant Swap Provider on which a Swap Transaction relating to such ETP Securities is to terminate in whole prior to its scheduled date of termination, and (where applicable) such Swap Transaction is not replaced, in circumstances which do not constitute an Event of Default with respect to such ETP Securities (including where the Collateral Administrator's long-term credit rating has fallen to BBB+ or below by S&P or the equivalent rating by Moody's or Fitch); or
- (vii) the Issuer exercises its option to call some or all of such ETP Securities for early redemption.

The amount payable in respect of an ETP Security falling for compulsory redemption will be limited to the greater of its Principal Amount and its pro rata portion of the amount payable to the Issuer in respect of termination of the related Swap Transactions.

Trustee

The Trustee in respect of each Class of ETP Securities shall be The Law Debenture Trust Corporation p.l.c.

C.10	Derivative component of interest	Not applicable - the ETP Securities do not bear interest at a prescribed rate.
C.11	Admission to Trading	Application may be made to the London Stock Exchange for certain Classes of ETP Securities issued under this Programme to be admitted to the official list of the London Stock Exchange and to be admitted to listing and trading on the

Main Market of the London Stock Exchange.

Application may be made to the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) for ETP Securities issued under this Programme to be admitted to the official list of the Frankfurt Stock Exchange and to be admitted to listing and trading on the Regulated Market (Regulierter Markt General Standard) of the Frankfurt Stock Exchange.

Application may be made to the Italian Stock Exchange (Borsa Italiana) for certain Classes of ETP Securities issued under this Programme to be admitted to the official list of the Italian Stock Exchange and to be admitted to listing and trading on the Italian Stock Exchange, ETFplus market.

Issue specific summary:

Application has been made to the London Stock Exchange for the Class of ETP Securities to which these Final Terms apply to be admitted to the official list of the London Stock Exchange and to be admitted to listing and trading on the Main Market of the London Stock Exchange

- C.12 Minimum denomination
- The "**Principal Amount**" of an ETP Security of a Class will be specified in the Final Terms for such Class, provided that such principal amount may be adjusted with the approval of the ETP Securityholders of that Class in the event that the Price per ETP Security falls below 500 per cent. of the then Principal Amount of such ETP Securities. The Principal Amount of the ETP Securities of a Class may be less than EUR 100,000 per ETP Security (or the currency of denomination of such Class as specified in the relevant Final Terms).

Issue specific summary:

Each ETP Security has a "**Principal Amount**" of 200 pence

- C.15 Value of the investment is affected by the value of the underlying instruments
- The "**Price per ETP Security**" reflects the level of the Index referenced by the ETP Securities, calculated in accordance with the following formula:

$$P_t = P_{t-1} \times [1 + R_t] \times [1 - CA_t]$$

where:

"**P_t**" is the Price per ETP Security on *t* and **P₀** is the Initial Price.

"**Initial Price**" is the issue price of the first Tranche of such Class.

"**P_{t-1}**" is the Price per ETP Security on *t-1*.

"**t**" is the valuation date in respect of which the Price per ETP Security is being calculated.

"**t-1**" is the valuation date preceding *t* (with "**t₀**" being the issue date of the first Tranche of such Class).

"**CA_t**" is the daily fee adjustment applicable to an ETP Security of the relevant Class on *t*, which accounts for the fees (including management fees and any daily swap fees) payable in respect of that Class of ETP Security.

"**R_t**" is the daily leveraged return as a result of changes in the Benchmark Index applicable to an ETP Security of the relevant Class on *t*, which also accounts for any funding and borrowing adjustments applicable to that Class of ETP Security.

- C.16 Expiration/ Maturity date
- The ETP Securities shall have a final maturity date of 30 November 2062.

- C.17 Settlement
- The Issuer is a participating issuer in CREST, a paperless system for the settlement of transfers and holding of securities. On creation or redemption of the ETP Securities in uncertificated registered form, settlement will occur

(provided certain conditions are met) on the third business day following receipt of the relevant creation or redemption request on a delivery versus payment basis within CREST. Title to the uncertificated registered securities is recorded on the Register and shall pass by registration in the Register.

Settlement on the Frankfurt Stock Exchange

For the purpose of good delivery of ETP Securities on the Frankfurt Stock Exchange, Clearstream Banking Aktiengesellschaft (“**Clearstream**”) will issue, for each Class of ETP Securities listed on the Frankfurt Stock Exchange and the relevant number of ETP Securities, a Global Bearer Certificate (each a “**Global Bearer Certificate**”) in the German language created under German law. Whenever the number of ETP Securities represented by the Global Bearer Certificate of any Class changes, Clearstream will amend the relevant Global Bearer Certificate accordingly.

Settlement on the Borsa Italiana S.p.A.

All ETP Securities traded on the Borsa Italiana S.p.A. are eligible for settlement through the normal Monte Titoli S.p.A. settlement systems on the deposit accounts opened with Monte Titoli S.p.A.

C.18	Description of return	An ETP Security entitles a Security holder (provided it is an Authorised Participant or any ETP Securityholder in certain other limited circumstances) to require the redemption of a ETP Security and receive a cash amount in respect of such redemption that is linked to the performance of the applicable index, as described in C.9 above.
C.19	Final price / exercise price	See C.9 above for a description of the amount payable in respect of the redemption of an ETP Security.
C.20	Type of underlying and where information on underlying can be found	Each Class of ETP Securities will reference the daily performance of an unleveraged index (the “ Benchmark Index ”). A Class of leveraged or short ETP Securities may refer to the performance of the Benchmark Index directly (in which case leverage and/or shorting would be applied in the formula for the calculation of the Price per ETP Security) or indirectly (in which case the formula for the calculation of the Price per ETP Security will refer to the level of an index that is itself a leveraged and/or short derivative of the Benchmark Index).

Issue specific summary:

The ETP Securities issued pursuant to these Final Terms provide 3 times leveraged long exposure linked to the daily return of the Long Gilt Rolling Future Index (the “**Benchmark Index**”). Further information on such index can be found at <https://indices-globalmarkets.bnpparibas.com> or such other website on which the Index Sponsor publishes such information from time to time.

Section D – Risks

<i>Element</i>	<i>Description of Element</i>	<i>Disclosure requirement</i>
D.2	Key risks specific to the Issuer	<p>The Issuer is not an operating company. The Issuer is a special purpose vehicle with the sole business of issuing ETP Securities. The Issuer’s only funds to make payments in respect of a Class of ETP Securities are the amounts received by it from the relevant Swap Provider(s) under the Swap Transactions entered into by the Issuer in relation to that Class.</p> <p>In the event that the security created by the Issuer in favour of the ETP Securityholders of a Class (among others) is enforced, and the proceeds of such enforcement are, after making payment to all senior ranking creditors, insufficient to pay all amounts due to such ETP Securityholders in full, the Issuer shall have no liability, obligation or debt for any shortfall in payment and none of the ETP Securityholders or the Trustee (or any other party acting on</p>

their behalf) may take any further action to recover such amounts.

D.6 Key risks specific to ETP Securities

An investment in ETP Securities involves a significant degree of risk and an investor may lose the value of its entire investment or part of it. The following are the key risk factors which should be carefully considered by prospective investors before deciding whether to invest in ETP Securities. Investors should consult their own financial, legal, accounting and tax advisors about the risks of an investment in ETP Securities.

There are significant risks associated with an investment in ETP Securities including, without limitation, leverage risk (for leveraged ETP Securities), inverse risk (for short ETP Securities), exchange rate risk, price risk, counterparty risk and liquidity risk.

Past performance is not an indication of expected future performance and the investment performance of ETP Securities could be volatile.

General movements in local and international markets and factors that affect the investment climate and investor sentiment could all affect the level of trading and, therefore, the market price of the ETP Securities. Investors should note that general movements in markets and factors that affect the investor climate and investor sentiment may have different effects on each Class of ETP Securities.

Investors are dependent on there being one or more Authorised Participants making a market in ETP Securities in order to provide investors with liquidity. If there are no Authorised Participants, or the Authorised Participant(s) fail to effectively make a market in the ETP Securities of a Class, the investors may not be able to sell any such ETP Securities within a short time period, or at a price close to the Price per ETP Security for that Class.

The ETP Securities are index-linked securities. The amount payable on redemption of the ETP Securities (and consequently the trading value of each ETP Security) will be linked to the daily performance of the Benchmark Index, which in turn will be linked to the performance of the assets underlying that index. Investors have no ownership rights in any of the component assets of the Benchmark Index.

ETP Securities (“**Leveraged ETP Securities**”) giving investors a leveraged and/or short exposure to the performance of the Benchmark Index will be much more volatile than unleveraged investment in the constituent assets of the Benchmark Index. Relatively small changes in the value of the relevant constituent assets may cause investors to lose some, or all, of their investment in an accelerated timescale.

An investment in Leveraged ETP Securities (long or short) is suitable only for a sophisticated investor who is able to monitor its position in such ETP Securities on a frequent basis, and who understands the risks of compounded daily returns. Leveraged ETP Securities give the stated exposure to reference indices on a daily basis and accordingly, over periods of more than one day, their performance can differ significantly from the performance of the relevant Benchmark Index multiplied by the applicable leverage factor for such longer period.

Accordingly, Leveraged ETP Securities are suitable only for short-term investment by knowledgeable investors who understand the increased risks of an investment in leveraged and/or short products.

Section E – Offer

<i>Element</i>	<i>Description of Element</i>	<i>Disclosure requirement</i>
E.2b	Reasons for the offer and use of	Not applicable - the reasons for the offer and use of proceeds are not different from making profit and/or hedging.

proceeds

- | | | |
|-----|-----------------------------------|---|
| E.3 | Terms and conditions of the offer | The ETP Securities are being made available by the Issuer for subscription only to Authorised Participants who have submitted a valid subscription order to the Issuer. New issuances of ETP Securities will generally be settled on the third London business day (or the fourth London business day in the case of APAC ETP Securities) and, from the date communicated by the Issuer as set out in the Base Prospectus, on the second London business day (or the third London business day in the case of APAC ETP Securities) following the date on which a valid subscription order is received by the Issuer, together with the applicable fee, provided that such order is received prior to 2.00 p.m. London time or such other time as may be announced by the Issuer from time to time, on such day. |
| E.4 | Material interests in the offer | It is possible that a Swap Provider or an Authorised Participant in respect of a Class of ETP Securities issued under the Programme will be the sponsor of the index in respect of that Class. These roles could potentially lead to conflicts of interest. |
| E.7 | Expenses | <p>A fee per creation or redemption of EUR 500 carried out directly with the Issuer will be charged by the Issuer to the relevant Authorised Participant, unless waived in the Issuer's sole discretion.</p> <p>If an ETP Securityholder delivers a Redemption Order to the Issuer requiring the redemption of any ETP Securities, the aggregate amount payable in respect of such redemption will be reduced by an amount equal to the redemption execution fee charged by the relevant Swap Provider(s) to the Issuer.</p> <p>No other costs will be charged to investors by the Issuer.</p> |