

## APPLICABLE FINAL TERMS

7 April 2014

**BANCO ESPÍRITO SANTO, S.A.**  
**acting through its Luxembourg Branch**

**Issue of €400,000,000 Zero Coupon Notes due April 2052**  
**under the €20,000,000,000**  
**Euro Medium Term Note Programme**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "Terms and Conditions") set forth in the Prospectus dated 17 July 2013 and the supplements to it dated 2nd September, 2013 and 6<sup>th</sup> November, 2013 which together constitute 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 Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the supplements to the Prospectus are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and copies may be obtained during normal business hours from Banco Espírito Santo, S.A., Avenida da Liberdade 195, 1250-142 Lisbon, Portugal.

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 includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

1. Issuer: Banco Espírito Santo, S.A., acting through its Luxembourg Branch
2. Series Number: 19
3. Specified Currency or Currencies: Euro ("€")
4. Aggregate Nominal Amount:
  - Series: €400,000,000
  - Tranche: €400,000,000
5. Issue Price of Tranche: 7,6457 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: €1,000  
(ii) Calculation Amount: €1,000
7. (i) Issue Date: 9 April 2014
8. Maturity Date: 9 April 2052
9. Interest Basis: Zero Coupon (further particulars below)

- |   |                   |
|---|-------------------|
| 10. Redemption/Payment Basis:                             | Redemption at par |
| 11. Change of Interest Basis or Redemption/Payment Basis: | Not applicable    |
| 12. Put/Call Options:                                     | Not Applicable    |
| 13. (i) Status of the Notes:                              | Senior Unsecured  |

(ii) Date Executive committee approval for issuance of Notes obtained:	4 April 2014
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|-----------------------------|----------------|
| 14. Method of distribution: | Non-syndicated |
|-----------------------------|----------------|

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

- |  |                         |
|--|-------------------------|
| 15. Fixed Rate Note Provisions   | Not applicable          |
| 16. Floating Rate Note Provisions  | Not Applicable          |
| 17. Zero Coupon Note Provisions  | Applicable              |
| Accrual Yield:   | 7.0 per cent. per annum |
| Reference Price:   | 7,6457 per cent         |
| Any other formula/basis of determining amount payable:                       | Not Applicable          |
| Day Count Fraction in relation to Early Redemption amounts and late payment: | 30/360                  |
| 18. Index Linked Interest Note   | Not applicable          |
| 19. Dual Currency Interest Note Provisions                                   | Not Applicable          |

**PROVISIONS RELATING TO REDEMPTION**

- |   |                                |
|---|--------------------------------|
| 20. Issuer Call:  | Not Applicable                 |
| 21. Investor Put:   | Not Applicable                 |
| 22. Final Redemption Amount:  | € 1,000 per Calculation Amount |
| 23. Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: | As per condition 7(e)          |
| 24. Credit Linked Note Provisions:  | Not Applicable                 |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|---|---|
| 25. | (i) Form of Notes:  | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes |
|     | (ii) New Global Note:   | Yes   |
| 26. | Additional Financial Centre(s) or other special provisions relating to Payment Days:  | Not Applicable  |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | Not Applicable  |
| 28. | 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 of failure to pay, including any rights of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable  |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable  |
| 30. | Redenomination:   | Redenomination not applicable   |
| 31. | Governing Law:  | English Law.  |
| 32. | Other final terms:  | Not Applicable  |

## DISTRIBUTION

- |     |   |                          |
|-----|---|--------------------------|
| 33. | (i) If syndicated, names of Managers:                   | Not Applicable           |
|     | (ii) Date of Subscription Agreement:                    | Not Applicable           |
|     | (iii) Stabilising Manager(s) (if any):                  | Not Applicable           |
| 34. | If non-syndicated, name and address of relevant Dealer: | Banco Espírito Santo, SA |
| 35. | U.S. Selling Restrictions:                              | TEFRA D                  |
| 36. | Additional Selling Restrictions:                        | Not Applicable           |

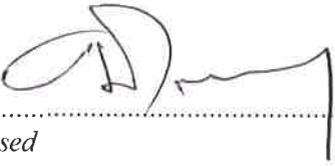
## PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdiction and admission to listing on the Official List of the Luxembourg Stock Exchange and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note Programme of Banco Espírito Santo, S.A.

**RESPONSIBILITY**

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

Signed on behalf of Banco Espírito Santo, S.A, acting through its Luxembourg Branch.:

By:   
*Duly authorised*

By:   
*Duly authorised*

## **PART B – OTHER INFORMATION**

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

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the Official List of the Luxembourg Stock Exchange and to trading on the regulated market of the Luxembourg Stock Exchange with effect on or after 9 April 2014.
- (ii) Estimate of total expenses related to admission to trading: € 11,100

### **2. RATINGS**

Ratings: The Notes to be issued have not been rated

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

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

### **4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Estimated net proceeds: € 30,582,800
- (ii) Estimated total expenses: € 11,450

### **6. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS1055501974
- (ii) Common Code: 105550197
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes

