

**Final Terms**

**EUROPEAN INVESTMENT BANK  
Debt Issuance Programme**

**Minimum USD 15,000,000 Callable Step-Up Fixed Rate Bonds due 31<sup>st</sup> May 2026**

Issue Price: 100.00 per cent.

**Société Générale**

The date of these Final Terms is 28<sup>th</sup> April 2016.

These Final Terms, under which the bonds described herein (the “Bonds”) are issued, are supplemental to, and should be read in conjunction with, the offering circular (the “Offering Circular”) dated 8<sup>th</sup> December 2014 issued in relation to the debt issuance programme of European Investment Bank (“EIB”). Terms defined in the Offering Circular have the same meaning in these Final Terms. The Bonds will be issued on the terms of these Final Terms read together with the Offering Circular.

EIB accepts responsibility for the information contained in these Final Terms which, when read together with the Offering Circular, contain all information that is material in the context of the issue of the Bonds.

These Final Terms do not constitute an offer of, or an invitation by or on behalf of anyone to subscribe or purchase any of, the Bonds.

The statements on page 8 of the Offering Circular regarding structured Bonds are drawn to the attention of the prospective purchaser of the Bonds. Such purchaser should ensure that it understands the nature of the terms of the Bonds and the extent of its exposure to risk, and that it considers the suitability of the Bonds as an investment in the light of its own circumstances and financial condition.

A public offer of the Bonds which may be made in the Republic of Italy is described in Annex hereto. Any such offer will not be made by EIB or on behalf of EIB. EIB does not undertake that any such offer will be made and has no responsibility for the conduct of any such offer.

The terms of the Bonds and additional provisions relating to their issue are as follows:

## GENERAL PROVISIONS

<b>1</b>	Issue Number:	To be determined at the end of the Offer Period (as defined in Annex)
<b>2</b>	Security Codes:	
	(i) ISIN:	XS1398573136
	(ii) Common Code:	139857313
	(iii) CUSIP:	Not Applicable
	(iv) WKN:	Not Applicable
<b>3</b>	Specified Currency or Currencies:	United States Dollars (“USD”)
<b>4</b>	Principal Amount of Issue:	<p>The Principal Amount of the Issue will be a minimum of USD 15,000,000 and will be determined at the end of the Offer Period</p> <p>The Relevant Dealer has undertaken to procure that the final Principal Amount will be announced on its website (<a href="http://www.sginfo.it/eib">www.sginfo.it/eib</a>) and on the website of Borsa Italiana S.p.A (<a href="http://www.borsaitaliana.it">www.borsaitaliana.it</a>) no later than two Business Days prior to the Issue Date</p>
<b>5</b>	Specified Denomination:	USD 2,000
<b>6</b>	Issue Date:	31 <sup>st</sup> May 2016

## INTEREST PROVISIONS

<b>7</b>	Interest Type:	Fixed Rate  (Further particulars specified below)
<b>8</b>	Interest Commencement Date:	Issue Date
<b>9</b>	Fixed Rate Provisions:	Applicable
	(i) Interest Rate:	<p>1.10 per cent. per annum from and including 31<sup>st</sup> May 2016 to and excluding 31<sup>st</sup> May 2017;</p> <p>1.20 per cent. per annum from and including 31<sup>st</sup> May 2017 to and excluding 31<sup>st</sup> May 2018;</p> <p>1.20 per cent. per annum from and including 31<sup>st</sup> May 2018 to and excluding 31<sup>st</sup> May 2019;</p> <p>1.50 per cent. per annum from and including 31<sup>st</sup> May 2019 to and excluding 31<sup>st</sup> May 2020;</p> <p>1.50 per cent. per annum from and including 31<sup>st</sup> May 2020 to and excluding 31<sup>st</sup> May 2021;</p> <p>1.50 per cent. per annum from and including 31<sup>st</sup> May 2021 to and excluding 31<sup>st</sup> May 2022;</p> <p>1.80 per cent. per annum from and including 31<sup>st</sup> May 2022 to and excluding 31<sup>st</sup> May 2023;</p> <p>1.80 per cent. per annum from and including 31<sup>st</sup> May</p>

		2023 to and excluding 31 <sup>st</sup> May 2024;
		2.50 per cent. per annum from and including 31 <sup>st</sup> May 2024 to and excluding 31 <sup>st</sup> May 2025; and
		2.50 per cent. per annum from and including 31 <sup>st</sup> May 2025 to and excluding 31 <sup>st</sup> May 2026
(ii)	Interest Period End Dates:	The dates that would be Interest Payment Dates but without adjustment for any Business Day Convention
(iii)	Interest Payment Dates:	31 <sup>st</sup> May in each year commencing on 31 <sup>st</sup> May 2017, up to, and including, the Maturity Date subject in each case to adjustment in accordance with the Business Day Convention specified below
(iv)	Business Day Convention:	Modified Following
(v)	Interest Amount:	USD 22 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2017;
		USD 24 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2018;
		USD 24 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2019;
		USD 30 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2020;
		USD 30 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2021;
		USD 30 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2022;
		USD 36 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2023;
		USD 36 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2024;
		USD 50 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2025; and
		USD 50 per USD 2,000 in principal amount payable on 31 <sup>st</sup> May 2026.
(vi)	Broken Amount:	Not Applicable
(vii)	Day Count Fraction:	30/360
(viii)	Business Day Centres:	Not Applicable
(ix)	Other terms relating to the method of calculating interest for Fixed Rate Bonds:	Not Applicable
<b>10</b>	Floating Rate Provisions:	Not Applicable
<b>11</b>	Zero Coupon Provisions:	Not Applicable
<b>12</b>	Index-Linked Provisions:	Not Applicable
<b>13</b>	Foreign Exchange Rate Provisions:	Not Applicable

## **NORMAL REDEMPTION PROVISIONS**

<b>14</b>	Redemption Basis:	Redemption at par
<b>15</b>	Redemption Amount:	Principal Amount
<b>16</b>	Maturity Date:	31 <sup>st</sup> May 2026
<b>17</b>	Business Day Convention:	Modified Following

## **OPTIONS AND EARLY REDEMPTION PROVISIONS**

<b>18</b>	Unmatured Coupons to become void upon early redemption (Bearer Bonds only):	Not Applicable
<b>19</b>	Issuer's Optional Redemption:	Applicable
	(i) Issuer's Exercise Period:	Each Interest Payment Date commencing from and including, 31 <sup>st</sup> May 2018 to, and including, 31 <sup>st</sup> May 2025
	(ii) Issuer's Optional redemption price:	Condition 6 applies (redemption at par)
	(iii) Permitted in Part:	No
	(iv) Description of any other Issuer's option:	Not Applicable
	(v) Amount of Notice:	5 Business Days
	(vi) Option Business Day Centres:	London, Luxembourg, New York and TARGET
<b>20</b>	Bondholders' Optional Redemption:	Not Applicable
<b>21</b>	Redemption Amount payable on redemption for an Event of Default:	Redemption at par

## **GENERAL PROVISIONS APPLICABLE TO THE BONDS**

<b>22</b>	Form of Bonds:	Registered Bonds  Global Certificate registered in the name of a nominee for a common depositary for the relevant clearing system which is exchangeable for Definitive Certificates in the limited circumstances specified therein
<b>23</b>	New Global Note:	No
<b>24</b>	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Bonds are capable of meeting them the Bonds may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being

		satisfied that Eurosystem eligibility criteria have been met
25	Details relating to Partly Paid Bonds:	Not Applicable
26	Details relating to Instalment Bonds:	Not Applicable
27	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
28	Consolidation provisions:	Not Applicable
29	Business Day Centres:	London, Luxembourg, New York and TARGET
30	Other terms or special conditions:	Not Applicable

#### **DISTRIBUTION PROVISIONS**

31	Method of distribution:	Non-Syndicated
	(i) If syndicated, names of Managers:	Not Applicable
	(ii) If non-syndicated, name of Relevant Dealer:	Société Générale
	(iii) Stabilising manager(s) (if any):	Not Applicable
	(iv) Commission(s):	The Issuer will not pay any commission for the offering of the Bonds  For more information on commissions, see the paragraph “Offer Price” under “Terms and Conditions of the Offer” set forth below

#### **OPERATIONAL INFORMATION AND LISTING**

32	Any clearing system(s) other than Euroclear Bank S.A./N.V. ( <b>Euroclear</b> ) or Clearstream Banking, <i>société anonyme</i> ( <b>Clearstream, Luxembourg</b> ) and the relevant identification number(s):	Not Applicable
33	Agents appointed in respect of the Bonds:	<b>Fiscal Agent, principal Paying Agent, Registrar, Exchange Agent and Transfer Agent</b>  Citibank, N.A., London Branch 13th Floor, Citigroup Centre Canada Square Canary Wharf London E14 5LB  <b>Listing Agent and Calculation Agent</b> Société Générale Tour Société Générale 17 Cours Valmy 92987 Paris La Défense Cedex France
34	Listing:	The Issuer acknowledges that Société Générale will make an application for the Bonds to be admitted, with effect from the Issue Date, to trading on <i>Mercato Telematico delle Obbligazioni</i> (MOT), EuroMOT segment, a regulated market organised and managed

35 Governing law:

by Borsa Italiana S.p.A.

English

**EUROPEAN INVESTMENT BANK:**

By:

By:

## ANNEX – TERMS AND CONDITIONS OF THE OFFER

### OFFER TO THE PUBLIC

The following paragraphs describe a public offer of the Bonds which may be made in the Republic of Italy. Any such offer will not be made by EIB or on behalf of EIB. EIB does not undertake that any such offer will be made and has no responsibility for the conduct of any such offer.

The Relevant Dealer has undertaken, in a Letter of Appointment of a Relevant Dealer for a Non-Syndicated Issue between EIB and the Relevant Dealer, dated on or about 28<sup>th</sup> April 2016 (the “Dealer Appointment Letter”), that the offer of the Bonds will be open by the Relevant Dealer, either directly or through entities acting as distributors appointed by the Relevant Dealer (the “Distributors”), to public during the Offer Period (as defined below), subject to compliance with all applicable laws and regulations (the “Offer”). Distributors will act on behalf of the Relevant Dealer and not of EIB. The list of Distributors has been published by the Relevant Dealer on the date of these Final Terms on the following website [www.sginfo.it/eib](http://www.sginfo.it/eib).

The Relevant Dealer has undertaken to subscribe for a minimum principal amount of Bonds equal to USD 15,000,000 under the Dealer Appointment Letter and the Dealer Agreement irrespective of the outcome of the Offer, save in the case of withdrawal of the Offer and cancellation of the issuance of the Bonds as provided for by clause (iii) below. No undertakings have been made by the Distributors or third parties to guarantee the outcome of the Offer of the Bonds in connection of any minimum amount of the Bonds.

(i) Offer Period:

From and including 29<sup>th</sup> April 2016 at 9.00 a.m. Central European Time (CET) to and including 25<sup>th</sup> May 2016, at 4.00 p.m. CET, subject to any early closing of the Offer Period as described under (iii) below.

EIB has been informed that the Bonds will be distributed:

(a) within the premises of the Distributors (at their offices and branches);

(b) through door-to-door selling (*fuori sede*) pursuant to Articles 30 and 31 of the Italian Legislative Decree No. 58 of 24<sup>th</sup> February 1998, as amended from time to time (the "Italian Financial Services Act") from and including 29<sup>th</sup> April 2016 at 9.00 a.m. CET to and including 23<sup>rd</sup> May 2016, at 4.00 p.m. CET; and

(c) through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act from and including 29<sup>th</sup> April 2016 at 9.00 a.m. CET to and including 16<sup>th</sup> May 2016, at 4.00 p.m. CET,

subject to any early closing of the Offer Period as described under paragraph (iii) below.

(ii) Offer Price:

The Issue Price, equal to 100 per cent. of the Specified Denomination of each Bond.

The Offer Price includes, per Specified Denomination, an upfront commission for the distribution and promotion of the Bonds payable upfront by the Relevant Dealer to the Distributors, equal to a maximum amount of 2.75 per cent. of the Specified Denomination of the

Bonds distributed by each Distributor.

- (iii) Early closing, withdrawal and cancellation:

The Offer Period may be closed early at the discretion of the Relevant Dealer, after prior consultation with EIB. The Relevant Dealer will inform the public of the early closure of the Offer Period by means of a notice published on its website ([www.sginfo.it/eib](http://www.sginfo.it/eib)) and submitted to Borsa Italiana S.p.A. for publication on its website ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

The early closure of the Offer Period will be effective from the day following the day of publication of the relevant notice on the website of the Relevant Dealer ([www.sginfo.it/eib](http://www.sginfo.it/eib)) and will also relate to distributions made through door-to-door selling and/or through any distance marketing techniques.

The Relevant Dealer reserves the right, after prior consultation with EIB, to withdraw the Offer of the Bonds and EIB reserves the right to cancel the issuance of the Bonds, at any time before the Issue Date, in the case that any extraordinary changes in the economic and political conditions or in the capital, currency and exchange rates markets, either at a national or international level will have occurred. The Relevant Dealer will inform the public of the withdrawal of the Offer of the Bonds and the cancellation of the issuance of the Bonds by means of a notice to be published by the Relevant Dealer on its website ([www.sginfo.it/eib](http://www.sginfo.it/eib)) and to be submitted to Borsa Italiana S.p.A. for publication on its website ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

For the avoidance of doubt, if any application has been made by a potential investor and the Relevant Dealer exercises such right of early closure, withdrawal or cancellation, each such potential investor shall not be entitled to subscribe or otherwise acquire the Bonds.

- (iv) Conditions to which the offer is subject:

The Offer is conditional upon the issue of the Bonds by EIB to the Relevant Dealer pursuant to the Dealer Appointment Letter and the Dealer Agreement.

The final Principal Amount of the Bonds issued, which will be a minimum of USD 15,000,000, will be determined by EIB in its discretion, in agreement with the Relevant Dealer.

- (v) Description of the application process:

EIB has been informed that each prospective Bondholder will purchase the Bonds in accordance with the arrangements in place between the relevant Distributor and its customers, relating to the purchase of securities generally.

Bondholders (other than the Relevant Dealer) will not enter into any contractual arrangements directly with EIB in connection with the offer or purchase of the Bonds.

During the Offer Period, investors may apply for the purchase of the Bonds during normal Italian banking hours at the offices and branches (*filiali*) of any Distributors by filling in, duly executing and delivering a specific acceptance form.

Acceptance forms are available at each Distributor's office and branch.

Distributors intending to distribute Bonds through door-to-door selling (*fuori sede*) pursuant to article 30 of the Italian Financial Services Act will collect the acceptance forms - other than directly at their branches and offices - through financial advisors for door-to-door selling (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 31 of the Italian Financial Services Act.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling (*fuori sede*) is suspended for a period of 7 (seven) days from the date of subscription of the acceptance form by the relevant investor.

Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

The Bonds will be also offered through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act (*i.e.*, through the trading-online platform of the Distributors). In this case, investors may purchase the Bonds via the internet, after being identified by the Distributor, by using their personal password/identification codes. Pursuant to article 67-*duodecies* of the Italian Legislative Decree No. 206/2005 as amended (the so called "*Codice del Consumo*"), the validity and enforceability of the contracts entered into through long distance selling techniques (*tecniche di comunicazione a distanza*) is suspended for a period of 14 (fourteen) days from the date of subscription of the acceptance form by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without any charge or commission.

Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Bonds requested, calculated on the basis of the Issue Price of the Bonds. In the event that the Bonds are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the countervalue of the Bonds allotted, will be repaid to the applicant without charge by the Issue Date.

The Relevant Dealer and each Distributor is responsible for the notification of any withdrawal right applicable in relation to the Offer of the Bonds to potential investors.

By purchasing the Bonds, the Bondholders are deemed to have knowledge of all the Terms and Conditions of the Bonds and to accept such Terms and Conditions.

The Bonds may be purchased in a Minimum Lot (as defined in paragraph (vi) below) or an integral number of Bonds greater than the Minimum Lot.

Multiple applications may be filled in and delivered by the same applicants with the same or different Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be considered individually, independently of the number of acceptance forms delivered.

Applications received by the Distributors prior to the start of the Offer Period or after the closing date of the Offer Period, will be considered as not having been received and will be void.

- (vi) Details of the minimum and/or maximum amount of application (whether in number of Bonds or aggregate amount to invest):
- Without prejudice to the provisions of paragraph (iii) above regarding the withdrawal of the offer and cancellation of the issuance of the Bonds, the Bonds are expected to be issued for a minimum amount of USD 15,000,000 based on the underwriting commitment of the Relevant Dealer under the Dealer Appointment Letter, up to a maximum amount, determined by EIB in its discretion, in agreement with the Relevant Dealer, based on the demand from the investors.
- Minimum purchase amount per investor: USD 2,000, i.e., the Bonds may be subscribed in a minimum lot of 1 (one) Bond (the "Minimum Lot").
- (vii) Method and time limits for paying up and for delivery of the Bonds:
- EIB have been informed that the Relevant Dealer and the Distributors will agree arrangements with each person who purchases Bonds from them for payment by such person of the purchase price and crediting of such Bonds to the account of such person
- (viii) Manner and date in which results of the offer are to be made public:
- The results of the Offer of the Bonds, including the final Principal Amount of the Bonds, will be published, between the end of the Offer Period and the admission of the Bonds to trading on the Mercato Telematico delle Obbligazioni (MOT), EuroMOT segment, on the website of the Relevant Dealer ([www.sginfo.it/eib](http://www.sginfo.it/eib)) and submitted to Borsa Italiana S.p.A. for publication on its website ([www.borsaitaliana.it](http://www.borsaitaliana.it)).
- (ix) Process for notification to applicants of the amount allotted and indication whether dealing may begin before
- EIB acknowledges that there are no pre-identified allotment criteria. The Relevant Dealer and the Distributors will adopt allotment criteria ensuring equal

notification is made:

treatment of prospective investors.

All of the Bonds requested through the Relevant Dealer and the Distributors during the Offer Period will be assigned, subject to early termination of the Offer Period, in which event the Relevant Dealer and its Distributors will immediately suspend their acceptance of further requests.

The Relevant Dealer and the Distributors will notify applicants of amounts allotted immediately after the publication of the notice mentioned in paragraph (viii) above on the website of the Relevant Dealer ([www.sginfo.it/eib](http://www.sginfo.it/eib)) and, in any event, before the Issue Date.

No dealings in the Bonds may take place prior to the Issue Date.

(x) Amounts of any commissions and expenses specifically charged to the Bondholders:

Distribution and promotion commissions: none (see above paragraph (ii)).

Administrative and other costs relating to the holding of the Bonds (service fees, custodians fees, brokerage fees, financial services etc.): the prospective purchaser is invited to check those costs with its financial intermediary.

(xi) Name(s) and address(es) of the Distributors:

The Relevant Dealer undertook to publish the list of the Distributors on the following website [www.sginfo.it/eib](http://www.sginfo.it/eib) on the date of these Final Terms.

(xii) Listing application

Application will be made by the Relevant Dealer for the Bonds to be admitted to official listing and to trading on the *Mercato Telematico delle Obbligazioni* (MOT), EuroMOT segment, a regulated market organised and managed by Borsa Italiana S.p.A..

EIB is not a sponsor of, nor is it responsible for, the admission to official listing and trading of the Bonds on the *Mercato Telematico delle Obbligazioni* (MOT), EuroMOT segment.