

EXECUTION VERSION

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the **Insurance Mediation Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the **Prospectus Directive**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended the **PRIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a **distributor**) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

17 January 2020

ESB Finance DAC

Legal Entity Identifier (LEI): 635400VCPRSU89DLMZ57

**Issue of GBP325,000,000 1.875 per cent. Notes due 21 July 2035
unconditionally and irrevocably guaranteed by Electricity Supply Board
under the EUR5,000,000,000
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 Conditions set forth in the Offering Circular dated 21 May 2019 and the supplement to it dated 20 December 2019 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular has been published on the website of Euronext Dublin (www.ise.ie).

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| 1. | (a) Issuer: | ESB Finance DAC |
| | (b) Guarantor: | Electricity Supply Board |
| 2. | (a) Series Number: | 11 |
| | (b) Tranche Number: | 1 |
| | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Pound Sterling (GBP) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | GBP325,000,000 |
| | (b) Tranche: | GBP325,000,000 |
| 5. | Issue Price: | 98.805 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | GBP100,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP199,000. No Notes in definitive form will be issued with a denomination above GBP199,000. |
| | (b) Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions): | GBP1,000 |
| 7. | (a) Issue Date: | 21 January 2020 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 21 July 2035 |
| 9. | Interest Basis: | 1.875 per cent. Fixed Rate

(see paragraph 14 below) |
| 10. | Redemption Basis: | Redemption at par |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Issuer Call
Make-Whole Redemption by the Issuer
(see paragraphs 19 and 20 below) |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Date Board approval for issuance of Notes and Guarantee obtained: | 19 December 2019 and 22 January 2019, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions: | Applicable |
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- (a) Rate(s) of Interest: 1.875 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 21 July in each year from and including 21 July 2020 up to and including the Maturity Date
There will be a short first coupon for the period from, and including the Interest Commencement Date to, but excluding, 21 July 2020 (the **Short First Coupon**)
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): GBP18.75 per Calculation Amount other than in respect of the Short First Coupon (as to which see 14(d) below)
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): In respect of the Short First Coupon, GBP9.32 per Calculation Amount, payable on the Interest Payment Date falling on 21 July 2020
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 21 July in each year
- (g) Ratings Step-up/Step-down: Not Applicable

15. Floating Rate Note Provisions: Not Applicable

16. Zero Coupon Note Provisions: Not Applicable

17. Index Linked Interest Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Notice periods for Condition 7.2: Minimum period: 30 days
Maximum period: 60 days

19. Issuer Call: Applicable

- (a) Optional Redemption Date(s): Any day during the period from and including 21 April 2035 but excluding the Maturity Date
- (b) Optional Redemption Amount: GBP1,000 per Calculation Amount
- (c) If redeemable in part:
- (i) Minimum Redemption Amount: GBP100,000
- (ii) Maximum Redemption Amount: GBP325,000,000
- (d) Notice period: Minimum period: 15 days
Maximum period: 30 days

20. Make-Whole Redemption by the Issuer: Applicable from and including the Issue Date to but excluding 21 April 2035

- (a) Sterling Reference Stock: UKT 4.500 per cent. due September 2034 with ISIN GB00B52WS153
- (b) Discount Margin: 0.150 per cent.
- (c) Determination Date: 2 Business Days immediately preceding the Make-Whole Redemption Date
- (d) Determination Agent: NatWest Markets Plc
- (e) If redeemable in part:
- (i) Minimum Make Whole Redemption Amount: GBP100,000
- (ii) Maximum Make Whole Redemption Amount: GBP325,000,000
- (f) Notice Period: Minimum period 15 days
Maximum period 30 days

21. Investor Put: Not Applicable
22. Final Redemption Amount: GBP1,000 per Calculation Amount
23. Early Redemption Amount payable on redemption for taxation reasons, indexation reasons (if applicable) or on a change of control or an event of default: GBP1,000 per Calculation Amount
24. Maximum Index Redemption Amount: Not Applicable
25. Minimum Index Redemption Amount: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes:
- (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
- (b) New Global Note: Yes
27. Additional Financial Centre(s): Not Applicable
28. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
29. Redenomination applicable: Redenomination not applicable

Signed on behalf of the Issuer:

By: Susan Mc Cauley

Duly authorised

Signed on behalf of the Guarantor:

By: [Signature]

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
S&P Global Ratings Europe Limited (**S&P**): A-
Moody's Investors Service Limited (**Moody's**): A3
- Each of S&P and Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended)

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

4. Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Green Bonds: Not Applicable

6. YIELD (Fixed Rate Notes only)

- Indication of yield: 1.966 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

- (i) ISIN: XS2105811116
- (ii) Common Code: 210581111
- (iii) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the Not Applicable

relevant identification number(s):

- | | |
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| (vi) Delivery: | Delivery against payment |
| (vii) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility: | Yes.

Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

8. DISTRIBUTION

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated, names of Managers: | Barclays Bank PLC
BNP Paribas
HSBC Bank plc
NatWest Markets Plc
RBC Europe Limited |
| (iii) Date of Subscription Agreement: | 17 January 2020 |
| (iv) Stabilisation Manager(s) (if any): | NatWest Markets Plc |
| (v) If non-syndicated, name of relevant Dealer: | Not Applicable |
| (vi) U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (vii) Prohibition of Sales to EEA Retail Investors: | Applicable |