



## TERM SHEET

Private Placement

### 36 Months Quanto RUB Worst of Memory Phoenix Autocallable Notes on Zoom Video Communications Inc, Square Inc, Advanced Micro Devices Inc, PayPal Holdings, Inc., and NVIDIA Corp.

Investors should read the section “**Significant Risks**” below as well as the section “**Risk Factors**” of the Programme Information Memorandum and of the Pricing Supplement. **Investors are subject to the credit risk of the Issuer, Guarantor and market risk of Underlying Assets.** Until the Issue Date, the terms of this Termsheet are indicative and may be adjusted anytime. The Issuer is not obliged to issue the Notes.

This Termsheet is a non-binding summary of the economic terms and does not purport to be exhaustive. The binding terms and conditions will be set out in the Pricing Supplement which amends and supplements the terms and conditions of the Programme Information Memorandum. Investors must read all of these documents and copies are available to investors for inspection at the London office of the Fiscal Agent.

The Issuer makes no representations as to the suitability of this investment product for any particular investor nor as to the future performance of this investment product.

Prior to making any investment decision, investors should satisfy themselves that they fully understand the risks relating to this investment product and seek professional advice as they deem necessary.

#### NOTES DESCRIPTION

Notes Description	The Notes offers the investor a pre-defined Fixed and Guaranteed Fixed Amounts on the relevant Interest Payment Dates(s). In addition, the Notes can also be redeemed early if the relevant conditions are met on any of the pre-defined Valuation Dates. If no Early Redemption has occurred, the Redemption at maturity will depend on the performance of the Laggard – Share with the lowest Performance. If the Relevant Price of the Laggard is at or above the Strike Price, the investor will receive a Cash Settlement equal to the Notional. Otherwise, the investor will receive Cash Settlement in an amount linked to the Laggard, calculated in accordance with the formula as described under "Redemption".
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## NOTES DETAILS

<b>ISIN</b>	<b>XS2381671168</b>
<b>CFI Code</b>	<b>DTVXFR</b>
<b>Protection Level</b>	1%
<b>Issue Size (Notional)</b>	RUB 69,300,000.00
<b>Issue Price</b>	88.75 per cent. of the Notional
<b>Settlement Currency</b>	RUB
<b>Denomination</b>	RUB 1,000
<b>Minimum Investment</b>	RUB 100,000
<b>Initial Fixing Date</b>	25 August 2021
<b>Issue Date</b>	02 September 2021
<b>Final Valuation Date</b>	12 August 2024
<b>Redemption Date</b>	19 August 2024

TABLE 1 – UNDERLYING ASSETS

i	Share	Related Exchange	Reference Currency	Bloomberg Ticker	Initial Spot Price (100%)*	Interest Barrier (75.00%)*	Strike Price (75.00%)*
1	Zoom Video Communications Inc	NASDAQ	USD	ZM UW	TBD	TBD	TBD
2	Square Inc	NYSE	USD	SQ UN	TBD	TBD	TBD
3	Advanced Micro Devices Inc	NASDAQ	USD	AMD UW	TBD	TBD	TBD
4	PayPal Holdings, Inc.	NASDAQ	USD	PYPL UW	TBD	TBD	TBD
5	NVIDIA Corp	NASDAQ	USD	NVDA UW	TBD	TBD	TBD

\* as determined on or about the Initial Fixing Date (levels are expressed in percentage of the Initial Spot Price)



## GENERAL INFORMATION

Issuer:	AB Structured Products Fabrika PLC
Issuer Rating:	Not applicable
Programme:	The Asset Backed Medium Term Note Programme of the Issuer
Programme Information Memorandum:	The programme information memorandum relating to the Issuer prepared in connection with the Programme
Dealer / Arranger:	AO "ALFA-BANK"
Issue, Fiscal and Paying Agents:	The Bank of New York Mellon, London Branch
Guarantor:	ABH Financial Limited (Rating BB+ as of the time of this writing)
Hedging Counterparty:	AO "ALFA-BANK"
Calculation Agent:	AO "ALFA-BANK"
Placement:	Private placement. The Notes shall be purchased by the Investor/s from the Dealer under a sales and purchase agreement

## VALUATION

Valuation Date:	In relation to each Interest Period, as specified in Table 2 (or, if any such day is not a Trading Day, the next following Trading Day)
Valuation Time:	The official closing time of the Related Exchange
Relevant Price:	The official closing price of a Share on any Valuation Date as determined at and published by the Related Exchange.
Trading Day:	Such day on which the Related Exchange is scheduled to be open for trading for its respective regular trading session.
Initial Spot Price:	The official closing price of a Share on Initial Fixing Date as determined at and published by the Related Exchange



## COUPON

The Issuer will pay on the respective Interest Payment Date a coupon amount equal to **Fixed Amount plus Guaranteed Fixed Amount**.

### Fixed Amounts:

Fixed Amount: In respect of each Interest Period, an amount calculated in accordance with the following formula:

$$(\text{Notional} \times \text{Fixed Rate}) + \text{Delayed Amount}$$

Fixed Rate: 4.50 per cent. in respect of each Interest Period

Fixed Rate Payer Payment Date: In respect of each Interest Period, the Interest Payment Date as specified in Table 2

Knock-in Event: Applicable.

The obligation to pay the Fixed Amount on each Fixed Rate Payer Payment Date in respect of the relevant Interest Period is conditional upon the occurrence of a Knock-in Event on the related Valuation Date.

“Knock-In Event” in respect of a Valuation Date means that the Relevant Price of each Share listed in Table 1 as of the Valuation Time on such Valuation Date is equal to or above the Interest Barrier for the Interest Period to which such Valuation Date relates.

Interest Barrier: In respect of each Share as specified in Table 1

Delayed Amount: In respect of an Interest Period, an amount calculated as being equal to the aggregate amount of all unpaid Fixed Amounts (if any) that would have been paid in respect of all preceding Interest Periods (if any) in respect of which a Knock-in Event had not occurred on the relevant Valuation Date, provided that (i) if there are no preceding Interest Periods and/or all Fixed Amounts have been paid prior to such Payment Date, then the Delayed Amount in respect of such Interest Period shall be zero; and (ii) the Delayed Amount in respect of such Interest Period shall not include any Delayed Amounts already paid for the preceding Interest Periods.

### Guaranteed Fixed Amounts:



Guaranteed Fixed Amount: In respect of each Interest Period, an amount calculated in accordance with the following formula:

**Notional\*Guaranteed Fixed Rate**

Guaranteed Fixed Rate: 0.00 per cent. in respect of each Interest Period

Guaranteed Fixed Rate Payer Payment Date: In respect of each Interest Period, the Interest Payment Date as specified in Table 2

TABLE 2 – INTEREST PERIODS		
i	Valuation Date	Interest Payment Date
1	12.11.2021	19.11.2021
2	11.02.2022	18.02.2022
3	12.05.2022	19.05.2022
4	12.08.2022	19.08.2022
5	10.11.2022	17.11.2022
6	10.02.2023	17.02.2023
7	12.05.2023	19.05.2023
8	11.08.2023	18.08.2023
9	13.11.2023	20.11.2023
10	12.02.2024	19.02.2024
11	10.05.2024	17.05.2024
12	12.08.2024	19.08.2024

#### EARLY REDEMPTION

Early Redemption Condition: If as of the Valuation Time on any Valuation Date specified in Table 3 the Relevant Price of each Share is equal to or above its respective Redemption Price, the Hedging Transaction will automatically terminate as of such Valuation Date and the Note will be redeemed at Early Redemption Value



Redemption Price: In respect of each Share listed in Table 1 and relevant Valuation Time on relevant Valuation Date, its Initial Spot Price multiplied by the Redemption Price Barrier in respect of the relevant Interest Period.

Redemption Price Barrier: In respect of each Valuation Date, the percentage specified in respect of such Valuation Date in Table 3

Early Redemption Date: In relation to each Valuation Date, as specified in Table 3

Early Redemption Value: **Notional x Redemption Exchange Amount %**

Redemption Exchange Amount %: In relation to each Valuation Date, as specified in Table 3

TABLE 3 – REDEMPTION PARAMETERS				
i	Valuation Date	Early Redemption Date	Redemption Price Barrier	Redemption Exchange Amount %
1	11.02.2022	18.02.2022	98%	100%
2	12.05.2022	19.05.2022	96%	100%
3	12.08.2022	19.08.2022	94%	100%
4	10.11.2022	17.11.2022	92%	100%
5	10.02.2023	17.02.2023	90%	100%
6	12.05.2023	19.05.2023	88%	100%
7	11.08.2023	18.08.2023	86%	100%
8	13.11.2023	20.11.2023	84%	100%
9	12.02.2024	19.02.2024	82%	100%
10	10.05.2024	17.05.2024	80%	100%
11	12.08.2024	19.08.2024	78%	100%



## REDEMPTION

Redemption:	Unless an Early Redemption Condition has been met, the Notes are expected to be redeemed on the Redemption Date in accordance with the Formula.
Formula:	<p>Provided that no Trigger event has occurred on the Last Valuation Date, the Redemption will be equal to the Notional</p> <p>Provided that the Trigger event has occurred on the Last Valuation Date, the Redemption will be, an amount calculated by the Calculation Agent as of the last Valuation Date in accordance with the following formula:</p> <p><b>Notional * Max (Protection Level, The Performance of the Laggard as of the Last Valuation Date)</b></p>
Final Exchange Date:	The Fixed Rate Payer Payment Date in respect of the last Interest Period.
Trigger Event:	“Trigger Event” means that the Relevant Price of the Laggard as of the Valuation Time on the Last Valuation Date is lower than the Strike Price of the Laggard.
Strike Price:	In respect of a Share as specified in Table 1
Last Valuation Date:	The Valuation Date relating to the last Interest Period.
Laggard:	In respect of a Valuation Date, the Share with the lowest Performance, as determined by Calculation Agent (provided that if two or more Shares have the same lowest Performance, then the Calculation Agent shall determine which Share shall be the Laggard in its sole and absolute discretion, and such Share shall be the Laggard).
Performance:	<p>In respect of a Share and a Valuation Date, an amount determined by the Calculation Agent in accordance with the following formula:</p> <p><b>((Relevant Price of such Share as of the Valuation Time on such Valuation Date)/(Strike Price))</b></p>

## ADDITIONAL INFORMATION ON THE NOTES

Listing/Exchange:	No listing
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Business Days for payment purposes:	Each day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, Moscow and Cyprus
Business Day Convention:	Following
Secondary Market:	<p>Under normal market conditions the Dealer will endeavour to quote secondary prices.</p> <p>The Dealer does not commit and is under no obligation (legal or otherwise) to make any market in the Notes.</p>
Quoting Type:	<p>Percentage quotation.</p> <p>The securities are quoted dirty and any accrued interest is included in the secondary market price.</p>
Settlement Type:	Cash Settlement.
Selling Restrictions:	<p>No action has been or will be taken to permit a public offering of the Notes or possession or distribution of any offering material in relation to the Notes in any jurisdiction, where such action for that purpose is required. Consequently, any offer, sale or delivery of the Notes, or distribution or publication of any offering material relating to the Notes, may only be made in or from any jurisdiction in compliance with applicable laws and regulations not imposing any obligations on the Issuer or the Dealer.</p> <p>Possible limitations resulting from legal restrictions with regard to cross border communication and cross-border business concerning the Notes and related information remain reserved. Most important jurisdictions where the Notes may not be publicly distributed are EEA, UK, Hong Kong, Singapore and Switzerland.</p> <p>The Notes may not be offered or sold within the United States or to, or for the account or benefit of US persons (as defined in Regulation S), within Japan or in any other jurisdiction in which such distribution would be prohibited by applicable law.</p>
Clearing:	Euroclear/ Clearstream Luxembourg.
Prohibition of sales to the EEA:	No offer to retail investors in the EEA.
Prohibition of sales in the UK:	No offer to retail investors in the UK.





Prohibition of Offer to Private Clients in Switzerland: Applicable with the exception of paragraph 4 of such prohibition (under Selling Restrictions / Switzerland).

Form: Registered.

**Governing Law / Jurisdiction:** English / England

Section 871(m): It is determined that the Notes will not be subject to withholding under Section 871(m) of the U.S. Internal Revenue Code.

#### GENERAL INFORMATION RELATED TO HEDGING TRANSACTION

Hedging counterparty: AO "ALFA-BANK"

Hedging Transaction: Equity swap transaction between the Issuer and Hedging Counterparty ("Swap" as documented by the Swap Confirmation Tableed to the Pricing Supplement

CSA Terms: The Issuer shall transfer the Independent Amount to the Hedging Counterparty equal to:

- Notes proceeds, minus
- Price of the Guarantee, minus
- Amount left with the Issuer to cover its expenses

Documentation: ISDA Master Agreement

Swap Confirmation

CSA

Together deemed to be Related Agreement in terms of the Programme

#### GENERAL TERMS RELATED TO GUARANTEE

Guarantee: Unconditional guarantee of the Guarantor for the payments under the Notes for the benefit of the Noteholders.

Guaranteed Amount: Any and all amounts that are due to be paid under the Notes



Price of the 0.8225% per cent. of the Notional (570,000.00 RUB payable upfront)  
Guarantee:

## NOTES DOCUMENTATION

It is intended that the Notes will be issued with a pricing supplement (the "Pricing Supplement"), which will be available no later than on the Issue Date, under the Programme containing all further relevant terms and conditions. **The Pricing Supplement together with the Programme Information Memorandum and all other documents executed in relation to the Notes shall form the entire and legally binding documentation for this Notes ("Notes Documentation").** The Pricing Supplement should always be read together with the Programme Information Memorandum and all such other documents. **Definitions used in this Termsheet, but not defined therein, shall have the meaning given to them in the Pricing Supplement and the Programme Information Memorandum. Even though a translation into other languages might be available, it is only the Pricing Supplement and the Programme Information Memorandum which are legally binding.**

## SIGNIFICANT RISKS

### Risk Factors Relating to the Notes

The risk of loss related to the Notes at Redemption is limited to the difference between the purchase price per Notional (if higher than the Protection Level) and the Protection Level. However, during the life of the Notes, their market price may fall below the protection level.

### Additional Risk Factors

Prospective investors should ensure that they fully understand the nature of the Notes and the extent of their exposure to risks and they should consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The Notes involve a high degree of risk, including the potential risk of expiring worthless. Potential investors should be prepared in certain circumstances to sustain a total loss of the capital invested to purchase the Notes. Prospective investors shall consider the following important risk factors and see the section "Risk Factors" of the Programme Information Memorandum for details on all other risk factors to be considered.

This is a structured product involving derivative components. Investors should make sure that their advisors have verified that the Notes is suitable for the investor taking into account the investor's financial situation, investment experience and investment objectives.

The terms and conditions of the Notes may be subject to adjustments during the lifetime of the Notes as set out in the Programme Information Memorandum.

Investors whose usual currency is not the currency in which the Notes is redeemed should be aware of their possible currency risk. The value of the Notes may not correlate with the value of the Underlying Assets.



### Market Risks

The general market performance of securities is dependent, in particular, on the development of the capital markets which, for their part, are influenced by the general global economic situation as well as by the economic and political framework conditions in the respective countries (so-called market risk). Changes to market prices such as interest rates, commodity prices or corresponding volatilities may have a negative effect on the valuation of the Shares or the Notes. There is also the risk of market disruptions (such as trading or stock market interruptions or discontinuation of trading) or other unforeseeable occurrences concerning the respective Share(s) and/ or their stock exchanges or markets taking place during the term or upon maturity of the Notes. Such occurrences can have an effect on the time of redemption and/or on the value of the Notes.

### Section 871(m) of the U.S. Internal Revenue Code

The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30% (or a lower rate under an applicable treaty). It is determined that, as of the issue date of the Notes, the Notes will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Notes for United States federal income tax purposes.

### DISCLAIMER

This document has been prepared by AO "ALFA-BANK" for information purposes only. It is not intended as an offer or solicitation of the purchase or sale of any securities, funds, structured products or any other structured investment products ("Structured Investment Products"). Purchasing Structured Investment Products involve derivatives and a higher degree of risk factors that may not be suitable for all investors. Such risks include risk of adverse or unanticipated market developments, issuer credit quality risk, risk of counterparty or issuer default, risk of lack of uniform standard pricing, risk of adverse events involving any underlying reference obligations, entity or other measure, risk of high volatility, and risk of illiquidity/ little to no secondary market. In certain transactions, investors may lose their entire investment, i.e., incur an unlimited loss.

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