

Final Terms dated 12 May 2014

EUROPEAN STABILITY MECHANISM ("ESM")

Issue of EUR 3,000,000,000 0.875 per cent. Notes due 15 October 2019 (the "Notes")

under the Debt Issuance Programme

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and Notes in bearer form are subject to U.S. tax law requirements. The Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")) except in certain transactions exempt from the registration requirements of the Securities Act.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Information Memorandum dated 17 March 2014 (the "**Information Memorandum**"). This document constitutes the Final Terms of the Notes described herein. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Information Memorandum.

1. Issuer: European Stability Mechanism
2. Series Number: 43
3. Tranche Number: 1
4. Specified Currency or Currencies: Euro ("**EUR**")
5. Aggregate Nominal Amount:
 - (i) Series: EUR 3,000,000,000
 - (ii) Tranche: EUR 3,000,000,000
6. Issue Price: 99.386 per cent. of the Aggregate Nominal Amount
7. Specified Denominations: EUR 0.01
8. (i) Issue Date: 14 May 2014
(ii) Interest Commencement Date: 14 May 2014
9. Maturity Date: 15 October 2019
10. Interest Basis: 0.875 per cent. *per annum* Fixed Rate
(further particulars specified below)
11. Redemption/Payment Basis: Redemption at par
12. Change of Interest or Redemption/Payment Basis: Not Applicable
13. Call Option: Not Applicable
14. (i) Status of the Notes: Senior, Unsecured, Unsubordinated
(ii) Dates of Board of Directors approvals for issuance of Notes obtained: 28 November 2013 and 2 April 2014

15. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Note Provisions: Applicable
- (i) Rate of Interest: 0.875 per cent. *per annum* payable annually in arrear
 - (ii) Interest Payment Date(s): 15 October in each year commencing on and including 15 October 2014 (the "**First Interest Payment Date**"), unadjusted
 - (iii) Broken Amount(s): Short first coupon from and including the Interest Commencement Date to but excluding the First Interest Payment Date amounting to an aggregate amount of EUR 11,075,342.47 and payable on the First Interest Payment Date
 - (iv) Day Count Fraction: Actual/Actual (ICMA)
 - (v) Regular Dates: 15 October in each year
 - (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not applicable
17. Floating Rate Note Provisions: Not Applicable
18. Zero Coupon Note Provisions: Not Applicable
19. Index-Linked Interest Note/other variable-linked interest Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option: Not Applicable
21. Final Redemption Amount of each Note: EUR 0.01 per Specified Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes: **Bearer Note**
Reg S
Global Note exchangeable for Definitive Notes:
Global Note deposited with the Clearing System and exchangeable for Definitive Notes in the limited circumstances described in the Global Note
23. New Global Note form: Not Applicable
24. Talons for future coupons or Receipts to be attached to Definitive Notes (and dates on which such talons mature): No

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| 25. 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 (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 26. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 27. Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 28. Consolidation provisions: | Not Applicable |
| 29. Other final terms: | Not Applicable |

DISTRIBUTION

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| 30. (i) If syndicated, names of Managers: | <p>Joint Lead Managers</p> <p>Citibank International plc</p> <p>Deutsche Bank Aktiengesellschaft</p> <p>Merrill Lynch International</p> <p>Senior Co-Lead Managers</p> <p>ABN AMRO Bank N.V.</p> <p>Banco Santander, S.A.</p> <p>Barclays Bank PLC</p> <p>BNP Paribas</p> <p>Commerzbank Aktiengesellschaft</p> <p>Crédit Agricole Corporate and Investment Bank</p> <p>Credit Suisse Securities (Europe) Limited</p> <p>Goldman Sachs International</p> <p>HSBC France</p> <p>ING Bank N.V., Belgian Branch</p> <p>J.P. Morgan Securities plc</p> <p>Morgan Stanley & Co. International plc</p> <p>Natixis</p> <p>Nomura International plc</p> <p>Norddeutsche Landesbank Girozentrale</p> <p>Société Générale</p> |
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The Royal Bank of Scotland plc

UniCredit Bank AG

Co-Lead Managers

Banca IMI S.p.A

Banco Bilbao Vizcaya Argentaria, S.A.

Bankhaus Lampe KG

Banque Degroof Luxembourg S.A.

Bayerische Landesbank

BRED Banque Populaire

Coöperatieve Centrale Raiffeisen-Boerenleenbank
B.A. (Rabobank International)

Daiwa Capital Markets Europe Limited

Danske Bank A/S

DekaBank Deutsche Girozentrale

DZ BANK AG Deutsche Zentral-
Genossenschaftsbank, Frankfurt am Main

Erste Group Bank AG

Eurobank Ergasias S.A.

Jefferies International Limited

KBC Bank NV

Landesbank Baden-Württemberg

Landesbank Hessen-Thüringen Girozentrale

Mizuho International plc

National Bank of Greece S.A.

Nova Ljubljanska banka d.d., Ljubljana

RBC Europe Limited

Scotiabank Europe plc

UBS Limited

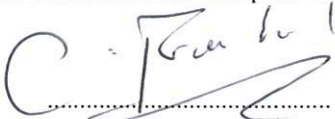
- (ii) Date of Subscription Agreement: 12 May 2014
 - (iii) Stabilising Manager(s) (if any): Not Applicable
31. If non-syndicated, name and address of Dealer: Not Applicable
32. Total commission and concession: As separately agreed between the Issuer and the Managers

33. Net proceeds: EUR 2,977,942,500
34. U.S. Selling Restrictions: Reg. S, Category 2
TEFRA C
35. Additional selling restrictions: Not Applicable


GOVERNING LAW

36. Governing law: English law

Signed on behalf of the European Stability Mechanism:

By: 
.....
Duly authorised

Christophe Frankel
Deputy Managing Director and CFO

By: 
.....
Duly authorised

David Vega
Deputy Managing Director - Banking

PART B – OTHER INFORMATION**1. LISTING**

- (i) Listing: Luxembourg
- (ii) 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 the Luxembourg Stock Exchange with effect from 14 May 2014.

2. RATINGS

Ratings: Moody's Investors Service Limited has assigned ESM's Debt Issuance Programme a long-term rating of (P)Aa1 (Negative Outlook).

Fitch Rating Ltd has assigned ESM's Debt Issuance Programme a long-term rating of AAA(exp).

Each of the above credit ratings will be treated for the purposes of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies as amended (the "**CRA Regulation**") as having been issued by Moody's Investors Service Limited and Fitch Ratings Ltd. respectively. Each of Moody's Investors Service Limited and Fitch Ratings Ltd. is established in the European Union and is registered under the CRA Regulation. As such, each of Moody's Investors Service Limited and Fitch Ratings Ltd. is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

3. OPERATIONAL INFORMATION

- ISIN Code: EU000A1U9829
- Common Code: 106680663
- WKN Code: A1U982
- Clearing System, including the relevant identification number(s): Clearstream Banking AG Frankfurt
- Intended for New Global Note Form: Not Applicable
- Intended for New Safekeeping Structure (NSS): Not Applicable
- Delivery: Delivery against payment

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| Names and addresses of the Issuing and Paying Agent: | Deutsche Bundesbank Wilhelm-Epstein-Straße 14 60431 Frankfurt am Main Germany |
| Names and addresses of additional paying agent(s) (if any): | Not Applicable |
| Names and addresses of the Luxembourg Listing Agent: | Deutsche Bank Luxembourg S.A. 2, Boulevard Konrad Adenauer L-1115 Luxembourg Grand Duchy of Luxembourg |
| Names and addresses of the Calculation Agent (if any): | Not applicable |
| 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 a Clearing System and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday 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.