

**Your entire principal is at risk; No guaranteed return of any portion of your initial principal investment in the Notes**

The Notes are not principal protected, so you are not guaranteed to receive any return of your principal at maturity. Therefore, your entire principal is at risk.

Our payout to you at maturity for each Note will depend on the Final Commodity Value, which, in turn, is based on the arithmetic average of the Closing Values of the Reference Commodity on each of the Final Averaging Dates. If a Downside Trigger Event has occurred (*i.e.*, if the Final Commodity Value of the Reference Commodity, being equal to the arithmetic average of the Closing Values of the Reference Commodity on each of the Final Averaging Dates, is less than the Initial Commodity Value by more than 21.25%), your entire principal investment will be exposed to the depreciation of the Reference Commodity over the term of the Notes. In such case, for each 1% difference between zero and the Commodity Performance you will lose 1% of the Notional Amount of your Notes. ***If a Downside Trigger Event has occurred on the Final Valuation Date, you will lose more than 21.25% and could lose up to 100% of your initial principal investment in the Notes.***

**Your investment in the Notes may result in a loss of up to 100% of your principal; the Notes do not pay any coupon**

The Notes do not guarantee the return of any portion of your initial principal investment and, therefore, your investment in the Notes may result in a loss (up to 100% of your principal amount in the Notes).

The terms of the Notes differ from those of ordinary debt securities in that we will not pay you any coupon, we will not pay you a fixed amount on the Maturity Date and we may pay you less than your initial investment amount in the Notes. As a result, your return, if any, on the Notes may be less than that which would be payable on such ordinary debt securities or other investments.

Furthermore, even if the Notes pay a positive return at maturity, such return may be less than that which would be payable on a conventional fixed-rate debt security with the same maturity issued by a company with creditworthiness comparable to ours or the Guarantor or other investments. The return on the Notes (if any) may not compensate you for any opportunity cost implied by inflation and other factors relating to the time value of money.

You should be aware that our payout to you at maturity for each Note will depend on the performance of the Final Commodity Value, as compared to the Initial Commodity Value, whether a Downside Trigger Event has occurred, and the extent to which the Commodity Performance is positive or negative. ***If a Downside Trigger Event has occurred, you will lose some or all of your initial investment in the Notes.***

**Limited protection against loss**

Subject to the credit risk of the Issuer and the Guarantor, your principal is conditionally protected against loss so long as the Reference Commodity does not depreciate by more than 21.25% against its Initial Commodity Value on the Final Valuation Date.

However, if the Final Commodity Value of the Reference Commodity on the Final Valuation Date is less than the Downside Trigger Reference Value (which reflects 78.75% of the Initial Commodity Value), a Downside Trigger Event will occur, and the payoff at maturity will be fully exposed to the depreciation of the Reference Commodity on the Final Valuation Date, which means that you will lose some or all of your initial principal investment in the Notes. Under such circumstance, for each 1.00% difference between zero and the Commodity Performance, you will lose 1.00% of the Notional Amount of your Notes.

You will be subject to this potential loss of principal (up to 100% of your principal) even if the Closing Value of the Reference Commodity on one or more Scheduled Trading Days prior to the Final Averaging Dates (or on any such Final Averaging Dates individually) is greater than the Downside Trigger Reference Value.