



**MiFID II product governance / Retail investors, professional investors and eligible counterparties (ECPs) target market** – Solely for the purposes of the 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 Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**) and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice and portfolio management, subject to the suitability and appropriateness obligations of the Distributor (as defined below) under MiFID II, as applicable. The target market assessment indicates that *Notes* are incompatible with the needs, characteristic and objectives of clients which are have no risk tolerance or are seeking on-demand full repayment of the amounts invested. Any person subsequently offering, selling or recommending the Notes (a **Distributor**) should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the Distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**UK MiFID II product governance / Retail investors, professional investors and ECPs target market** – Solely for the purposes of the 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 Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (**UK MiFIR**), and retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of EUWA; and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice and portfolio management, subject to the suitability and appropriateness obligations of the Distributor (as defined below) under the UK MiFIR Product Governance Rules (as defined below), as applicable. Any person subsequently offering, selling or recommending the Notes (a **Distributor**) should take into consideration the manufacturer's target market assessment; however, a Distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the Distributor's suitability and appropriateness obligations under the UK MiFIR Product Governance Rules, as applicable.



**Final Terms dated 07 March 2022**

**Edmond de Rothschild (France)**

€600,000,000

Euro Medium Term Note Programme

for the issue of Notes

Due from one year from the date of original issue

**ISSUE OF EUR 2,757,000 Fixed Rate Notes**

**SERIES NO: 3645EEUR001A**

**TRANCHE NO: 1**

**Issued by: Edmond de Rothschild (France) (the Issuer)**

**PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with the Base Prospectus dated 09 July 2021 and the supplement to the Base Prospectus dated 07 October 2021 which together constitute a prospectus for the purposes of the Prospectus Regulation. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of Notes is annexed to these Final Terms.

The Base Prospectus and the supplement to the Base Prospectus are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer (<http://www.edmond-de-rothschild.fr>).

1. (i) Series Number: 3645EEUR001A  
(ii) Tranche Number: 1
2. (i) Specified Currency(ies): EUR  
(ii) Business Centre(s) Not Applicable  
(Conditions 4(b)(i) and 5(c)):
3. Aggregate Nominal Amount:  
(i) Series: EUR 2,757,000  
(ii) Tranche: EUR 2,757,000
4. (i) Issue Price: 100 per cent. of the Aggregate Nominal Amount  
(ii) Net Proceeds: EUR 2,757,000
5. (i) Specified Denomination(s): EUR 1,000  
(ii) Calculation Amount: EUR 1,000



6. (i) Issue Date: 07 March 2022
- (ii) Trade Date: 17 February 2022
- (iii) Maturity Date: 07 March 2025
7. Type of Notes (i) Fixed Rate Notes
- (ii) The Notes do not relate to any underlying.
8. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, each Fixed Rate Note will be redeemed on Instalment Date at 100 per cent. of its nominal amount. See Section entitled "PROVISIONS RELATING TO REDEMPTION" and item 24 below entitled "Redemption Amount of each Note".
9. Put/Call Options: Not Applicable
10. Dates of the corporate authorisations for issuance of the Notes: Decision of the *Conseil de surveillance* of the Issuer dated 05 May 2021
11. Method of distribution: Non-syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

12. Fixed Rate Note Provisions Applicable
- (i) Interest Commencement Date 07 March 2022
- (ii) Rate(s) of Interest: 0.34 per cent. per annum / payable in arrears on each Interest Payment Date
- (iii) Interest Payment Date(s): 07 March in each year not adjusted
- (iv) Fixed Coupon Amount(s): EUR 3.40000 per Note of EUR 1,000 Specified Denomination on 07 March 2023, EUR 2.26667 per Note of EUR 1,000 Specified Denomination on 07 March 2024 and EUR 1.13333 per Note of EUR 1,000 Specified Denomination on 07 March 2025
- (v) Broken Amount(s): Not Applicable
- (vi) Day Count Fraction: 30/360
- (vii) Determination Dates: Not Applicable
13. Floating Rate Note Provisions Not Applicable
14. Zero Coupon Note Provisions Not Applicable
15. Rate Linked Note Conditions Not Applicable



16.	Index Linked Note Conditions	Not Applicable
17.	Inflation Linked Note Conditions	Not Applicable
18.	Share Linked Note Conditions	Not Applicable
19.	Fund Linked Note Conditions	Not Applicable
20.	Commodity Linked Note Conditions	Not Applicable
21.	ETF Linked Note Conditions	Not Applicable

#### **PROVISIONS RELATING TO THE PAYOFF**

22.	(i)	Coupon Rate:	Not Applicable
	(ii)	Relevant Coupon Rate:	Not Applicable
	(iii)	Relevant Bonus Rate:	Not Applicable
	(iv)	Guaranteed Coupon:	Not Applicable
	(v)	Coupon in Fine:	Not Applicable
	(vi)	Coupon      Observation Date(s):	Not Applicable
	(vii)	Fixed              Coupon Observation Date(s):	Not Applicable
	(viii)	Indexed              Coupon Observation Date(s):	Not Applicable
	(ix)	Coupon Payment Dates:	Not Applicable
	(x)	Conditional      Coupon Payment Dates:	Not Applicable
	(xi)	Fixed Coupon Payment Date(s):	Not Applicable
	(xii)	Indexed              Coupon Payment Date(s):	Not Applicable
	(xiii)	Partial      Redemption Date(s):	Not Applicable
	(xiv)	Observation Date(s):	Not Applicable
	(xv)	Initial              Observation Date:	Not Applicable
	(xvi)	Initial              Averaging Dates:	Not Applicable



(xvii)	Final Date:	Observation	Not Applicable
(xviii)	Relevant Date:	Observation	Not Applicable
(xix)	Autocall Date(s):	Observation	Not Applicable
(xx)	Automatic Redemption Date(s)	Early	Not Applicable
(xxi)	Strike Date(s)	Determination	Not Applicable
(xxii)	Lock-In Date(s):	Observation	Not Applicable
(xxiii)	Securitisation Observation Date(s):		Not Applicable
(xxiv)	Rebound Date(s):	Observation	Not Applicable
(xxv)	Coupon Option Dates:		Not Applicable
(xxvi)	Call Option Dates:		Not Applicable
(xxvii)	Max Drawdown Observation Date(s):		Not Applicable
(xxviii)	Payoff Formula:		Not Applicable

## PROVISIONS RELATING TO REDEMPTION

23.	Call Option	Not Applicable
24.	Put Option	Not Applicable
25.	Redemption Amount of each Note:	
(i)	Final Redemption Amount of each Note payable on the Maturity Date:	Not Applicable
(ii)	Autocall Redemption Amount of each Note payable on an Autocall Early Redemption Date:	Not Applicable



- (iii) Partial Redemption Amount of each Note payable on a Partial Redemption Date: Not Applicable
- (iv) Instalment Amount of each Note payable on an Instalment Date: Applicable
- Instalment Dates: 07 March 2023, 07 March 2024 and 07 March 2025
  - Instalment Amounts: A third per Note of EUR 1,000 Specified Denomination

<u>Instalment Date</u>	<u>Instalment Amount</u>
07 March 2023	EUR 333.33
07 March 2024	EUR 333.33
07 March 2025	EUR 333.34

26. Early Redemption Amount

- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (FATCA Withholding (Condition 6(e)), or on Event of Default (Condition 9) or other early redemption: As per Condition 6(f)
- (ii) Unmatured Coupons to become void upon early redemption (Condition 5(b)) (*materialised bearer notes only*): Not Applicable

27. Illegality and Force Majeure (Condition 18 (*Illegality and Force Majeure*)): Applicable

**BENCHMARK PROVISIONS**

28. (i) Specified Public Source: Not Applicable
- (ii) Relevant Rate Benchmark:
- Impacted Index: Not Applicable
  - Alternative Pre-Nominated Index: Not Applicable
- (iii) Relevant Index Benchmark: Not Applicable



	Alternative Nominated Index:	Pre-	Not Applicable
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(iv)	Relevant Benchmark:	Inflation Index	Not Applicable
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	Alternative Nominated Index:	Pre-	Not Applicable
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(v)	Relevant Benchmark:	Commodity Index	Not Applicable
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	Alternative Nominated Index:	Pre-	Not Applicable
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## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |      |   |   |
|-----|------|---|---|
| 29. | (i)  | Form:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
|     | (ii) | New Global Note:  | No  |
| 30. |      | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable  |
| 31. |      | Details relating to Instalment Notes:   | Applicable  |
|     | (i)  | Instalment Amount(s):   | EUR 919,000   |
|     | (ii) | Instalment Date(s):   | 07 March 2023, 07 March 2024 and 07 March 2025  |
| 32. |      | Redenomination provisions (Condition 2):  | Not Applicable  |

## DISTRIBUTION

- |     |       |                                    |   |
|-----|-------|------------------------------------|---|
| 33. | (i)   | Method of distribution:            | Non-syndicated  |
|     | (ii)  | If syndicated, names of Managers:  | Not Applicable  |
|     | (iii) | Date of Subscription Agreement:    | Not Applicable  |
|     | (iv)  | Stabilising Manager(s) (if any):   | Not Applicable  |
|     | (v)   | If non-syndicated, name of Dealer: | Edmond de Rothschild (France) - 47 rue du Faubourg Saint Honoré 75008 Paris |



Edmond de Rothschild (Europe) - 4, rue Robert  
Stumper, L-2557 Luxembourg, Luxembourg

- |      |   |  |
|------|---|--|
| (vi) | Total commission and concession:              | 0.00 per cent. of the Aggregate Nominal Amount |
| 34.  | U.S. Selling Restrictions:                    | Reg. S Compliance Category; TEFRA D/TEFRA C    |
| 35.  | Non-Exempt Offer:                             | Not Applicable                                 |
| 36.  | Prohibition of Sales to EEA Retail Investors: | Not Applicable                                 |
| 37.  | Prohibition of Sales to UK Retail Investors:  | Applicable                                     |

Signed on behalf of Edmond de Rothschild (France):

Duly represented by:

Fabrice COILLE





## **PART B - OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

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 the Luxembourg Stock Exchange, and to be listed on the Official List of the Luxembourg Stock Exchange with effect from 07 March 2022.

### **2. RATINGS**

Ratings:

Not Applicable - The Notes to be issued have not been rated

### **3. NOTIFICATION**

The Commission de Surveillance du Secteur Financier in Luxembourg has provided the Luxembourg Stock Exchange with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

### **4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

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

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Reasons for the offer:    | The net proceeds from the issue of Notes will be applied by the Issuer for the general corporate purposes of the Issuer, which include making a profit, and/or for hedging purposes. |
| (ii)  | Estimated net proceeds:   | EUR 2,757,000  |
| (iii) | Estimated total expenses: | None   |

### **6. YIELD**

Indication of yield: 0.34% per annum. The yield is calculated at the Issue Date of the Notes on the basis of the relevant Issue Price.

### **7. HISTORIC INTEREST RATES**

Not Applicable

### **8. PERFORMANCE OF THE UNDERLYING**

Not Applicable

### **9. POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING**



Not Applicable.

10. **EU BENCHMARKS REGULATION**

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: Not Applicable.

11. **OPERATIONAL INFORMATION**

- (i) ISIN Code: XS2437469658
- (ii) Common Code: 243746965
- (iii) Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) 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 Notes are capable of meeting them the Notes may then be deposited with one of the international central securities depositaries as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

13. **INDEX DISCLAIMER** Not Applicable



## ANNEX A

### SUMMARY

*This section constitutes the summary that will be used for the issue of the Notes.*

#### 1. INTRODUCTION AND DISCLAIMERS

Edmond de Rothschild France (**the Issuer**) is a société anonyme with an executive board (*Directoire*) and a supervisory board (*Conseil de Surveillance*), whose registered office is located at 47 rue du Faubourg Saint-Honoré, 75008 Paris, France.

This document constitutes the Summary to the prospectus dated 07 March 2022 in respect of the Notes described herein for the purpose of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with:

- the Base Prospectus approved on 09 July 2021 by the CSSF in Luxembourg, 283 route d'Arlon L-1150 Luxembourg, email: [direction@cssf.lu](mailto:direction@cssf.lu), as competent authority under the Prospectus Regulation, and its supplement (the **Base Prospectus**), completed by
- the Final Terms dated 07 March 2022 (the **Final Terms**),

which together constitute a prospectus for the purposes of the Prospectus Regulation containing the necessary information concerning the issuer and the securities offered to the public or to be admitted to trading on a regulated market.

Full information on the Issuer and the issue of the Notes is only available on the basis of the combination of the Base Prospectus and the Final Terms.

#### Warning to the reader

This Summary should be read as an introduction to the Final Terms. Any decision to invest in the Notes should be based on a thorough review of the Base Prospectus as a whole, including any documents incorporated by reference thereto, any supplement from time to time and the Final Terms, by the investor.

An investor may lose all or part of the capital invested in the Notes issued by the Issuer. Where an action relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor may, under national law, be required to bear the costs of translation of the Base Prospectus before the commencement of the legal proceedings.

Civil liability will only be sought from the persons who filed the Summary, including any translation thereof, but only if the contents of the Summary are found to be misleading, inaccurate or inconsistent when read together with other parts of the Base Prospectus and the Final Terms or if it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information to assist investors when considering investing in such Notes.

#### 2. KEY INFORMATION ABOUT THE ISSUER

##### 2.1 Who is the issuer of the Notes?

The Issuer is limited liability company incorporated on 7 March 1957 under the laws of the Republic of France as a “société anonyme”, registered at the *Registre du Commerce et des Sociétés* in Paris under reference B 572 037 026 and having its registered office at 47 rue du Faubourg Saint-Honoré, 75008 Paris. Its legal entity identifier (LEI) is 9695002JOWSRCLLLNY11.

The Issuer is subject to article L.210-1 and following of the French Commercial Code (*Code de commerce*) and the decree of 23 March 1967 relating to commercial companies and the French Monetary and Financial Code (*Code monétaire et financier*) concerning the supervision of credit institutions.



#### A. Principal activities

The action of the Issuer is based on two powerful engines: Private Banking and Asset Management. Edmond de Rothschild is also developing in other areas such as Corporate Finance, Private Equity.

#### B. Organisational Structure / Major shareholders

The detailed table sets out the principal shareholders of the Issuer and the percentage of their capital stock:

Shareholders	Number of shares	Percentage
Edmond de Rothschild (Suisse) S.A.	5,538,328	100
Others shareholders	60	0.00
<b>Total</b>	<b>5,538,388</b>	<b>100.00</b>

#### C. Key executives

Renzo Evangelista is president of the Executive Board.

Fabrice Coille is member of the Executive Board and Deputy CEO.

Nicolas Giscard d'Estaing is member of the Executive Board and General Secretary.

#### D. Statutory Auditors

The deputy statutory auditors of the Issuer are Cabinet Didier Kling & Associés and PricewaterhouseCoopers Audit SA.

## 2.2 What is the key financial information concerning the Issuer?

The following tables show selected key financial information (within the meaning of Regulation 2019/979) of the Issuer for the financial years ended 31 December 2019 and 31 December 2020:

(in thousands of € )	31 December 2019 (audited)	31 December 2020 (audited)
Cash and amounts due from central banks	2 229 167	2 053 994
Financial assets at fair value through profit or loss	171 859	157 323
Financial assets at fair value through equity	3 719	1 341
Securities at amortised cost	10 384	6 521
Loans and receivables due from credit institutions	234 936	48 600
Loans and receivables due from customers	876 774	1 160 185
Current tax assets	6 073	7 341
Deferred tax assets	13 166	11 901
Accruals and other assets	158 733	216 992
Investments in associates	67 964	59 595



Property and equipment and finance leases (lessee accounting)	39 640	37 730
Right-of-use assets	43 989	39 542
Intangible assets	23 783	22 282
Goodwill	74 313	74 313
Non-current assets held for sale	-	12 284
<b>Total</b>	<b>3 954 500</b>	

	<b>31 December 2019 (audited)</b>	<b>31 December 2020 (audited)</b>
Total assets	3 954 500	3 909 944
Total liabilities & Equity	3 954 500	3 909 944
<b>Consolidated income statement</b>		
Net banking income	303 631	284 653
Net income	15 965	27 411
<b>Equity capital</b>		
Shareholders' equity	406 067	427 213
<b>Consolidated Cash Flow Statement</b>		
change in net cash	-71 544	-120 333

No qualifications are contained in the audit report dated 19 April 2021 and the audit report dated 21 April 2020 (included in the Base Prospectus).

### 2.3 What are the issuer's specific risks?

The following risks have been identified as being significant and specific to the Issuer and of a nature, should they materialise, to have a significant negative impact on its business activity, its financial position and its access to various sources of financing:

- 1) the counterparty risk is the risk that a customer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Issuer;
- 2) the market risk is the risk that the Issuer's operating results, financial condition and prospects may be negatively affected by conditions in global financial markets;
- 3) the liquidity risk is the risk that the Issuer will encounter difficulty in realising assets or otherwise raising funds to meet commitments;
- 4) the operational risk and associated risks include fraud, compliance risks and information systems risk;



- 5) the non-compliance risk relates to the fact that the Issuer operates in a highly regulated environment that imposes costs and significant compliance requirements; changes in regulations may increase the cost and complexity of doing business;
- 6) the Covid-19 pandemic is likely to have significant adverse effects on the global economy, and the damage could be even worse unless the pandemic is contained rapidly; knock-on effects would then hit the activities of banks' counterparties and of banks themselves; for the Issuer and the Edmond de Rothschild Group, the main immediate impact will stem from the sensitivity of their own assets and their assets under management to the fall in asset prices (equities, bonds, etc.) on the financial markets; and
- 7) the implementation in France of the EU Bank Recovery and Resolution Directive could materially affect the rights of the Noteholders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes.

### 3. KEY INFORMATION ON THE SECURITIES

#### 3.1 What are the main characteristics of securities?

##### A. General

The debt securities (the "**Notes**") issued by the Issuer are Notes with the amount (if any) payable as interest being fixed and the amount payable on redemption being paid on instalments (an Instalment Note). The Notes are identified by the ISIN Code XS2437469658.

The maximum nominal amount of the Notes offered is EUR 2,757,000, represented by 2,757 Notes with a specified denomination of EUR 1,000 each. The issue price is 100% of the aggregate nominal amount.

The Notes are denominated in Euro (the **Specified Currency**) and any interest amount and the redemption amount payable in respect of the Notes will be in the Specified Currency.

The Notes will be issued on 07 March 2022 (the **Issue Date**) in the form of dematerialized bearer securities. The **Maturity Date** of the Notes will be 07 March 2025.

The Notes are governed by English Law.

##### B. Ratings

Not applicable, the Notes have not been rated.

##### C. Description of the rights, ranking and restrictions attached to the Notes

The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank pari passu among themselves and (save for certain obligations required to be preferred by law) equally with all other present and future unsecured and unsubordinated obligations of the Issuer, from time to time outstanding.

Provided that, the Notes have not been previously redeemed, cancelled or purchased, Noteholders have the right to receive payments on account of interest and principal.

Noteholders are entitled to call for redemption upon the occurrence of one or more of the following events:

1. default in the payment of any principal or interest due on the Notes or the due date and such default continues for a specified time after written notice is received by the Issuer;
2. non-performance or non-observance by the Issuer of any of its other respective obligations and such default continues for a specified time after written notice is received by the Issuer; or
3. if the Issuer becomes the subject of certain prescribed insolvency or administration type proceedings.



#### D. Interest

The Notes are Fixed Rate Notes: the Notes bear interest at the fixed rate of 0.34 per cent. per annum. Interest will be paid in arrears on 07 March in each year.

#### E. Redemption

##### Final Redemption:

Unless previously redeemed or purchased and cancelled, the Notes will be redeemed by the Issuer, in cash, in instalments on 07 March 2023, 07 March 2024 and 07 March 2025 at EUR 919,000. The investor will receive on 07 March 2023, 07 March 2024 and 07 March 2025 a cash settlement amount per Note in the Specified Currency equal to a third of 100 per cent. of its nominal amount.

#### F. Other redemption events:

The Issuer may redeem early any or all FATCA Affected Notes and, in circumstances where the Issuer elects not to redeem a FATCA Affected Note, the holder of such FATCA Affected Note can subsequently request the Issuer to redeem such FATCA Affected Note, at its nominal amount

A **FATCA Affected Note** means a Note in respect of which (i) the Issuer has or will become obliged to make any withholding or deduction pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or any withholding or deduction otherwise imposed pursuant to Sections 1471 through 1474 of Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such sections of the Code and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

### 3.2 What are the main risks specific to securities?

There are risk factors which are material for the purpose of assessing the risks related to the Notes, including the following:

- 1) Investment in Notes which bear interest at a fixed rate involves the risk that subsequent changes in market interest rates may adversely affect the value of the relevant Notes. While the nominal interest rate of the Fixed Rate Notes is fixed during the term of such Notes, the current interest rate on the capital markets ("market interest rate") typically varies on a daily basis. As the market interest rate changes, the market value of the Fixed Rate Notes would typically change in the opposite direction. If the market interest rate increases, the market value of the Fixed Rate Notes would typically fall, until the yield of such Notes is approximately equal to the market interest rate. If the market interest rate falls, the market value of the Notes would typically increase, until the yield of such Notes is approximately equal to the market interest rate. The degree to which the market interest rate may vary presents a significant risk to the market value of the Fixed Rate Notes if a Noteholder were to dispose of such Notes.
- 2) The Notes may have no established trading market when issued, and one may never develop; if a market does develop, it may not be very liquid; illiquidity may have an adverse effect on the market value of the Notes; and
- 3) French insolvency law could have an adverse impact on Noteholders seeking repayment in the event that the Issuer were to become insolvent and could have a material adverse effect on the market value of the Notes.



#### **4. KEY INFORMATION ON THE PUBLIC OFFER OF SECURITIES AND/OR ADMISSION TO TRADING ON A REGULATED MARKET**

##### **4.1 Under what conditions and according to what timetable can I invest in this security?**

The Notes are expected to be admitted to trading on the Luxembourg Stock Exchange on the Issue Date.

##### **4.2 Why is this prospectus being prepared?**

The prospectus is drawn up so that the Notes may be admitted to listing on the Official List of the Luxembourg Stock Exchange.

The net proceeds from the issue of the Notes of up to EUR 2,757,000 will be used for the general financing needs of the Issuer.