



**EEA 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 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 July 2023**

**Edmond de Rothschild (France)**

€650,000,000

Euro Medium Term Note Programme

for the issue of Notes

Due from one year from the date of original issue

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

**SERIES NO: 3867EEUR001A**

**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 11 July 2022 and the supplements to the Base Prospectus dated 06 December 2022, 07 December 2022 and 10 May 2023 which 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 supplements 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 (<https://www.edmond-de-rothschild.com/en/Pages/Information-reglementees.aspx#navlist5>).

1. (i) Series Number: 3867EEUR001A  
(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 2,000,000  
(ii) Tranche: EUR 2,000,000
4. (i) Issue Price: 100 per cent. of the Aggregate Nominal Amount  
(ii) Net Proceeds: EUR 2,000,000
5. (i) Specified Denomination(s): EUR 1,000  
(ii) Calculation Amount: EUR 1,000



- |     |  |  |  |
|-----|--|--|--|
| 6.  | (i)  | Issue Date:  | 07 July 2023                               |
|     | (ii)   | Trade Date:  | 14 June 2023                               |
|     | (iii)  | Maturity Date:   | 07 July 2028                               |
| 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 the Maturity Date at 100 per cent. of its nominal amount. See Section entitled "PROVISIONS RELATING TO REDEMPTION" and item 25 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 <i>Conseil de surveillance</i> of the Issuer dated 04 May 2022   |  |
| 11. | Method of distribution:  | Non-syndicated   |  |

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

- |     |                                  |                            |   |
|-----|----------------------------------|----------------------------|---|
| 12. | Fixed Rate Note Provisions       | Applicable                 |   |
|     | (i)                              | Interest Commencement Date | 07 July 2023  |
|     | (ii)                             | Rate(s) of Interest:       | 3.40 per cent. per annum / payable in arrears on each Interest Payment Date |
|     | (iii)                            | Interest Payment Date(s):  | 07 July in each year not adjusted   |
|     | (iv)                             | Fixed Coupon Amount(s):    | EUR 34.00 per Note of EUR 1,000 Specified Denomination                      |
|     | (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:	3.40 per cent. per annum. 1,000 x 3.40% for each Note of EUR 1,000 Specified Denomination.
	(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):	08 July 2024, 07 July 2025, 07 July 2026, 07 July 2027 and 07 July 2028
	(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 Observation Date:	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 Date:		Not Applicable
(xxvii)	Max Drawdown Observation Date(s):		Not Applicable
(xxviii)	Day Count Fraction:		30/360
(xxix)	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:	EUR 1,000 per Note of EUR 1,000 Specified Denomination
(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: Not Applicable
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
28. Delivery Agent (*Share Linked Notes subject to physical delivery*): Not Applicable

#### **BENCHMARK PROVISIONS**

29. (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 Pre-Nominated Index: Not Applicable
- (iv) Relevant Inflation Index Benchmark: Not Applicable
- Alternative Pre-Nominated Index: Not Applicable
- (v) Relevant Commodity Index Benchmark: Not Applicable



Alternative Pre- Not Applicable  
Nominated Index:

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |   |
|-----|---|---|
| 30. | (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  |
| 31. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable  |
| 32. | Details relating to Instalment Notes:   | Not Applicable  |
| 33. | Redenomination provisions (Condition 2):  | Not Applicable  |

## DISTRIBUTION

- |     |   |   |
|-----|---|---|
| 34. | (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<br><br>Edmond de Rothschild (Europe) - 4, rue Robert Stumper, L-2557 Luxembourg, Luxembourg |
|     | (vi) Total commission and concession:         | Maximum 0.50 per cent. of the Aggregate Nominal Amount  |
| 35. | U.S. Selling Restrictions:                    | Reg. S Compliance Category; TEFRA D/TEFRA C   |
| 36. | Non-Exempt Offer:                             | Not Applicable  |
| 37. | Prohibition of Sales to EEA Retail Investors: | Not Applicable  |
|     | 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 July 2023.

### **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**

Save for any fees payable to the Dealers, 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 2,000,000  |
| (iii) | Estimated total expenses: | See Section 34 (vi) above  |

### **6. YIELD**

Indication of yield: 3.40% 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: XS2638488374
- (ii) Common Code: 263848837
- (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 July 2023 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 11 July 2022 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 supplements (the **Base Prospectus**), completed by
- the Final Terms dated 07 July 2023 (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.

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 others areas such as Corporate Finance or 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.	5,538,329	100
Others individuals shareholders	59	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 Corporate Secretary.

**D. Statutory Auditors**

The deputy statutory auditors of the Issuer are Grant Thornton Audit (previously known as 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 2020 and 31 December 2021:

(in thousands of € )	31 December 2020 (audited)	31 December 2021 (audited)
Cash and amounts due from central banks	2,053,994	2,629,937
Financial assets at fair value through profit or loss	157,323	153,327
Financial assets at fair value through equity	1,341	1,384
Securities at amortised cost	6,521	4,813
Loans and receivables due from credit institutions	48,600	63,229
Loans and receivables due from customers	1,160,185	1,421,591
Current tax assets	7,341	397
Deferred tax assets	11,901	13,447
Accruals and other assets	216,992	134,555



Investments in associates	59,595	66,132
Property and equipment and finance leases (lessee accounting)	37,730	38,145
Right-of-use assets	39,542	33,071
Intangible assets	22,282	21,331
Goodwill	74,313	73,925
Non-current assets held for sale	12,284	12,284
<b>Total</b>	<b>3,909,944</b>	<b>4,667,568</b>

	<b>31 December 2020 (audited)</b>	<b>31 December 2021 (audited)</b>
Total assets	3,909,944	4,667,568
Total liabilities & Equity	3,909,944	4,667,568
<b>Consolidated income statement</b>		
Net banking income	284,653	357,209
Net income	27,411	54,275
<b>Equity capital</b>		
Shareholders' equity	427,213	457,115
<b>Consolidated Cash Flow Statement</b>		
change in net cash	-120,333	541,444

No qualifications are contained in the audit report dated 12 April 2022 and the audit report dated 19 April 2021 (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) In case of a major pandemic, such as the coronavirus disease of 2020, large-scale quarantines, travel restrictions, and social-distancing measures might eventually drive a sharp fall in the issuer's revenue and net profit, increasing its business risk. Furthermore, the self-reinforcing dynamics of a recession may kick in and prolong the slump in revenue of the Issuer on the longer term. Business investment contracts, and corporate bankruptcies soar, may put significant pressure on the solvency ratios of the Issuer and its credit quality; 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. The Notes are identified by the ISIN Code XS2638488374.

The maximum nominal amount of the Notes offered is EUR 2,000,000, represented by 2,000 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 July 2023 (the **Issue Date**) in the form of dematerialised bearer securities. The **Maturity Date** of the Notes will be 07 July 2028.

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 3.40 per cent. per annum. Interest will be payable in arrears on 07 July in each year.

#### E. Redemption

##### Final Redemption:

The Notes will be redeemed by the Issuer, by way of cash settlement, on the Maturity Date at 100 per cent. of their nominal amount. The investor will receive a cash settlement amount per Note in the Specified Currency equal to EUR 1,000 (the **Final Redemption 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 2,000,000 will be used for the general financing needs of the Issuer.