

Amended and Restated Final Terms dated 22 April 2024

These Amended and Restated Final Terms amend and restate the Final Terms dated 4 April 2024 relating to the *Obligations Foncières* (as defined below).

PRIIPS REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The *Obligations Foncières* are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended (the "**Insurance Distribution Directive**") where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (as amended, the "**PRIIPs Regulation**") for offering or selling the *Obligations Foncières* or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the *Obligations Foncières* or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPS REGULATION - PROHIBITION OF SALES TO UK RETAIL INVESTORS – The *Obligations Foncières* are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the *Obligations Foncières* or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the *Obligations Foncières* or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the *Obligations Foncières*, taking into account the five (5) categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023, has led to the conclusion that: (i) the target market for the *Obligations Foncières* is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the *Obligations Foncières* to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the *Obligations Foncières* (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 *Obligations Foncières* (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.



CAISSE FRANÇAISE DE FINANCEMENT LOCAL
(the "Issuer")

Legal entity identifier (LEI): 549300E6W0877814OW85

Issue of Euro 50,000,000 3.600 per cent. Callable Fixed Rate *Obligations Foncières* due 8 April 2054

(the "*Obligations Foncières*")

under the

€75,000,000,000

Euro Medium Term Note Programme

for the issue of *Obligations Foncières*

Due from one month from the date of the original issue

SERIES NO: 2024-5

TRANCHE NO: 1

Issue Price: 100 per cent.

MANAGER

BNP PARIBAS

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 12 June 2023 which received approval number 23-212 from the *Autorité des marchés financiers* (the "**AMF**") on 12 June 2023, the first supplement to the base prospectus dated 22 September 2023 which received approval number 23-406 from the AMF on 22 September 2023 and the second supplement to the base prospectus dated 23 February 2024 which received approval number 24-046 from the AMF on 23 February 2024 (together, the "**Base Prospectus**") which together constitute a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the final terms (the "**Final Terms**") of the *Obligations Foncières* for the purposes of Article 8.4 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus and these Final Terms are available for viewing free of charge on the website of the AMF (www.amf-france.org) and on the website of the Issuer (www.caissefrancaisedefinancementlocal.fr).

1	Issuer:	Caisse Française de Financement Local
2	(i) Series Number:	2024-5
	(ii) Tranche Number:	1
3	Specified Currency:	Euro ("EUR" or "€")
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 50,000,000
	(ii) Tranche:	EUR 50,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	EUR 100,000
7	(i) Issue Date:	8 April 2024
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	8 April 2054
9	Interest Basis:	3.600 per cent. <i>per annum</i> Fixed Rate (<i>further particular specified below</i>)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the <i>Obligations Foncières</i> will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Change of Interest Basis:	Not applicable
12	Call Options:	Issuer Call (<i>further particulars specified below</i>)
13	Dates of the corporate authorisations for issuance of <i>Obligations Foncières</i> obtained:	Decision of the <i>Directoire</i> of Caisse Française de Financement Local dated 21 December 2023

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

14	Fixed Rate <i>Obligation Foncière</i> Provisions:	Applicable
	(i) Rate of Interest:	3.600 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	8 April in each year commencing on 8 April 2025, not adjusted
	(iii) Fixed Coupon Amount:	EUR 3,600 per Specified Denomination
	(iv) Broken Amount(s):	Not applicable
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual – ICMA
	(vi) Determination Date(s) (Condition 5(a)):	8 of April in each year
	(vii) Business Day Convention:	Not applicable
	(viii) Business Centre(s):	Not applicable
15	Floating Rate <i>Obligation Foncière</i> Provisions:	Not applicable
16	Inflation Linked <i>Obligation Foncière</i> Provisions	Not applicable
17	Index Formula:	Not applicable
18	Underlying Formula:	Not applicable
19	CPI Formula:	Not applicable
20	HICP Formula:	Not applicable
PROVISIONS RELATING TO REDEMPTION		
21	Call Option:	Applicable
	(i) Optional Redemption Date(s):	8 April 2034
	(ii) Optional Redemption Amount of each <i>Obligation Foncière</i> :	EUR 100,000 per <i>Obligation Foncière</i> of EUR 100,000 Specified Denomination
	(iii) If redeemable in part:	Not applicable
	(iv) Notice period (if other than as set out in the Conditions):	Not less than five (5) TARGET Business Days prior the Optional Redemption Date
22	Final Redemption Amount of each <i>Obligation Foncière</i>:	EUR 100,000 per <i>Obligation Foncière</i> of EUR 100,000 Specified Denomination
23	Inflation Linked <i>Obligations Foncières</i> – Provisions relating to the Final Redemption Amount:	Not applicable
24	Early Redemption Amount:	
	Early redemption for taxation reasons:	Not applicable
25	Zero Coupon <i>Obligation Foncière</i> Provisions:	Not applicable

26 Inflation Linked *Obligations Foncières* – Provisions relating to the Early Redemption Amount: Not applicable

GENERAL PROVISIONS APPLICABLE TO THE *OBLIGATIONS FONCIÈRES*

27 Form of *Obligations Foncières*: Dematerialised *Obligations Foncières*

(i) Form of Dematerialised *Obligations Foncières*: Bearer form (*au porteur*)

(ii) Registration Agent: Not applicable

(iii) Temporary Global Certificate: Not applicable

(iv) Applicable TEFRA exemption: TEFRA not applicable

28 Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: T2

(i) Adjusted Payment Date (Condition 7(h)): As per Condition 7(h)

29 Talons for future Coupons to be attached to definitive Materialised *Obligations Foncières* (and dates on which such Talons mature): Not applicable

30 Redenomination provisions: Not applicable

31 Consolidation provisions: Not applicable

32 Representation of holders of *Obligations Foncières* – *Masse* (Condition 10): Name and address of the Representative:

MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
33, rue Anna Jacquin
92100 Boulogne Billancourt
France

Represented by its Chairman

The Representative will receive a remuneration of €400 (VAT excluded) per year

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the *Obligations Foncières* described herein pursuant to the €75,000,000,000 Euro Medium Term Note Programme of Caisse Française de Financement Local.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Duly represented by:

PART B – OTHER INFORMATION

1 ADMISSION TO TRADING

- (i) Listing: The Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the *Obligations Foncières* to be listed and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 24 April 2024.
- (iii) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the *Obligations Foncières* to be admitted to trading are already admitted to trading: Not applicable
- (iv) Estimate of total expenses related to admission to trading: €8,750
- (v) Additional publication of Base Prospectus and Final Terms: Website of the regulated market of the Luxembourg Stock Exchange (www.luxse.com)

2 RATINGS AND EURO EQUIVALENT

- Ratings: Applicable:
The *Obligations Foncières* are expected to be rated by
S&P: AA+
Moody's: Aaa
DBRS: AAA
- Each of S&P, Moody's and DBRS is established in the European Union and is registered under Regulation (EU) N°1060/2009 of European Parliament and of the Council of 16 September 2009 on credit ratings agencies, as amended (the "CRA Regulation"). Each of S&P, Moody's and DBRS is appearing on the list of credit rating agencies published by the European Security and Markets Authority on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>)
- Euro equivalent: Not applicable

3 SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has delivered a certificate relating to the borrowing programme for the current quarter certifying that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *Privilège* with respect to such quarterly borrowing programme

4 NOTIFICATION

The *Autorité des marchés financiers* in France has provided the *Commission de surveillance du secteur financier* in Luxembourg with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

5 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in section entitled "*Subscription and Sale*" of the Base Prospectus so far as the Issuer is aware, no person involved in the offer of the *Obligations Foncières* has an interest material to the offer.

6 USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

- | | |
|------------------------------|---|
| (i) Use of proceeds: | The net proceeds will be used for the Issuer's general corporate purposes |
| (ii) Estimated net proceeds: | EUR 49,950,000 |

7 FIXED RATE OBLIGATIONS FONCIERES ONLY – YIELD

- | | |
|----------------------|--|
| Indication of yield: | 3.600 per cent. per annum |
| | Calculated as per the ICMA method, which determines the effective interest rate of the <i>Obligations Foncières</i> taking into account accrued interest on a daily basis on the Issue Date. |
| | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

8 DISTRIBUTION

- | | |
|---|---|
| (i) Method of distribution: | Non-syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | Not applicable |
| (B) Stabilisation Manager(s) if any: | Not applicable |
| (iii) If non-syndicated, name of Manager: | BNP Paribas |
| (iv) US Selling Restrictions (Categories of potential investors to which the <i>Obligations Foncières</i> are offered): | Reg. S Compliance Category 1 applies to the <i>Obligations Foncières</i> ; TEFRA not applicable |

9 OPERATIONAL INFORMATION

ISIN:	FR001400PAP5
Common Code:	279899580
Depositories:	
(i) Euroclear France to act as Central Depository:	Yes
(ii) Common Depository for Euroclear Bank SA/NV and Clearstream:	No
Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s):	Not applicable
Delivery:	Delivery against payment
Name and address of the Calculation Agent:	Not applicable
Names and addresses of initial Paying Agent(s):	Banque Internationale à Luxembourg, <i>société anonyme</i> 69, route d'Esch L-2953 Luxembourg Grand-Duchy of Luxembourg
Names and addresses of additional Paying Agent(s) (if any):	Not applicable