

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET

– Solely for the purposes of the manufacturers’ product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ 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 manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 28 January 2020



COMPAGNIE DE FINANCEMENT FONCIER

COMPAGNIE DE FINANCEMENT FONCIER

Euro 125,000,000,000

Euro Medium Term Note Programme

for the issue of *Obligations Foncières*

Due from one month from the date of original issue

SERIES NO: 648

TRANCHE NO: 9

Euro 50,000,000 1.250 per cent. *Obligations Foncières* due November 2032 (the “Notes”) to be assimilated (*assimilées*) upon listing and form a single series with the existing

Euro 60,000,000 1.250 per cent. *Obligations Foncières* due November 2023 issued on 10 December 2019,

Euro 50,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 20 November 2019,

Euro 50,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 15 March 2019,

Euro 100,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 5 February 2019,

Euro 100,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 5 November 2018,

Euro 30,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 8 October 2018,

Euro 50,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 21 September 2018 and

Euro 500,000,000 1.250 per cent. *Obligations Foncières* due November 2032 issued on 15 November 2017 (the “Existing Notes”)

Issued by: COMPAGNIE DE FINANCEMENT FONCIER (the “Issuer”)

Issue Price: 112.6887 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount corresponding to accrued interest at a rate of 0.25956284 per cent. of such Aggregate Nominal Amount for the period from, and including, 15 November 2019 to, but excluding, 30 January 2020

Manager

Commerzbank Aktiengesellschaft

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) which are the 2017 EMTN Conditions and the Additional February 2018 EMTN Conditions which are incorporated by reference in the Base Prospectus dated 14 June 2019. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 14 June 2019 which received visa n°19-272 from the AMF on 14 June 2019 and the first supplement to the Base Prospectus dated 29 August 2019 which received from the AMF visa n°19-414 on 29 August 2019 (the “**Supplement**”), which together constitute a base prospectus for the purposes of the Prospectus Directive, including the 2017 EMTN Conditions and the Additional February 2018 EMTN Conditions which are incorporated by reference in the Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the 2017 EMTN Conditions, the Additional February 2018 EMTN Conditions, the Base Prospectus dated 15 June 2018, the Base Prospectus dated 14 June 2019 and the Supplement. The Base Prospectus and the Supplement are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and, if relevant, on the website of the AMF (www.amf-france.org), and copies may be obtained from Compagnie de Financement Foncier 4, Quai de Bercy, 94224 Charenton Cedex, France.

1	Issuer:	Compagnie de Financement Foncier
2	(i) Series Number:	648
	(ii) Tranche Number:	9
	(iii) Date on which the Notes become fungible:	The Notes will be assimilated (<i>assimilées</i>) and form a single series with the existing Euro 60,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 10 December 2019, Euro 50,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 20 November 2019, Euro 50,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 15 March 2019, Euro 100,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 5 February 2019, Euro 100,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 5 November 2018, Euro 30,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 8 October 2018, Euro 50,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued on 21 September 2018 and Euro 500,000,000 1.250 per cent. <i>Obligations Foncières</i> due November 2032 issued by the Issuer on 15 November 2017 (the “ Existing Notes ”) as from the Issue Date of this Tranche.
3	Specified Currency or Currencies:	Euro

4	Aggregate Nominal Amount of Notes listed and admitted to trading:	
	(i) Series:	Euro 990,000,000
	(ii) Tranche:	Euro 50,000,000
5	Issue Price:	112.6887 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount corresponding to accrued interest at a rate of 0.25956284 per cent. of such Aggregate Nominal Amount for the period from, and including, 15 November 2019 to, but excluding, 30 January 2020
6	Specified Denominations:	Euro 100,000
7	(i) Issue Date:	30 January 2020
	(ii) Interest Commencement Date:	15 November 2019
8	Maturity Date:	15 November 2032
9	Extended Maturity Date:	Not Applicable
10	Interest Basis:	1.250 per cent. Fixed Rate <i>(further particulars specified below)</i>
11	Redemption Basis:	Redemption at par
12	Change of Interest Basis:	Not Applicable
13	Put/Call Options:	Not Applicable
14	Maximum/Minimum Rates of Interest, Final Redemption Amounts and/or Optional Redemption Amounts:	Not Applicable
15	(i) Status of the Notes:	<i>Obligations Foncières</i>
	(ii) Dates of the corporate authorisations for issuance of Notes obtained:	Decision of the <i>Conseil d'administration</i> of the Issuer dated 18 December 2019 (i) authorising the issue of the Notes and delegating such authority to, inter alios, its <i>Directeur Général</i> and its <i>Directeur Général Délégué</i> to sign and execute all documents in relation to the issue of Notes and (ii) authorising the quarterly programme of borrowings which benefit from the <i>privilège</i> referred to in Article L.513-11 of the French <i>Code monétaire et financier</i> up to and including Euro 2.5 billion for the first quarter of 2020.
16	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.250 per cent. <i>per annum</i> with respect to each Interest Accrual Period payable

		annually in arrear.
	(ii) Interest Payment Dates:	15 November in each year commencing on 15 November 2020.
	(iii) Interest Period Date:	Not Applicable
	(iv) Fixed Coupon Amount:	Euro 1,250 per Specified Denomination.
	(v) Broken Amount:	Not Applicable
	(vi) Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA
	(vii) Determination Date (Condition 5(a)):	15 November in each year
17	Floating Rate Note Provisions	Not Applicable
18	Zero Coupon Note Provisions	Not Applicable
19	Inflation Linked Note Interest Provisions	Not Applicable
20	Index Formula	Not Applicable
21	Underlying Formula	Not Applicable
22	CPI Formula	Not Applicable
23	HICP Formula	Not Applicable
24	Leveraged Floating Rate Formula	Not Applicable
25	Reverse Floater Formula	Not Applicable
26	Maximum-Minimum VolBond Formula	Not Applicable
27	Pre/Post VolBond Formula	Not Applicable
28	Digital Formula	Not Applicable
29	Product of Spread Formula	Not Applicable
30	Range Accrual Formula	Not Applicable
31	Steepener Formula	Not Applicable
32	Fixed/Floating Rate Note Provisions	Not Applicable
33	Zero Coupon/Fixed Rate Note Provisions	Not Applicable
34	Rate Switch and Rate Lock-In Provisions	Not Applicable
	PROVISIONS RELATING TO REDEMPTION	
35	Call Option	Not Applicable
36	Put Option	Not Applicable
37	Variable Zero Coupon Redemption – Provisions relating to the Optional Redemption Amount:	Not Applicable
38	Final Redemption Amount of each Note	Redemption at par
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
	Variable Zero Coupon Redemption – Provisions relating to the Final Redemption Amount:	Not Applicable

39 **Optional Redemption Amount**

**Inflation Linked Notes – Provisions relating to the
Optional Redemption Amount:**

Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 40 Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: TEFRA not applicable
- 41 Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: Not Applicable
- Adjusted Payment Date (Condition 7(h)): The next following business day as per Condition 7(h)
- 42 Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): Not Applicable
- 43 Redenomination, renominatisation and reconventioning provisions: Not Applicable
- 44 Consolidation provisions: The provisions in Condition 12(b) apply
- 45 Meeting and Voting Provisions (Condition 10): Contractual *Masse* shall apply.
- The initial Representative will be:
MURACEF
5, rue Masseran
75007 Paris
France
- The alternate Representative will be:
M. Hervé Bernard VALLEE
1, Hameau de Suscy
77390 Crisenoy
France
- The Representative will not receive any remuneration.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris and the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the Euro 125,000,000,000 Euro Medium Term Note Programme of Compagnie de Financement Foncier.

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. LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris and on the Regulated Market of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: Euro 8,125
- (iii) Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: The Existing Notes are already admitted to trading on Euronext Paris and on the Regulated Market of the Luxembourg Stock Exchange.

2. RATINGS

- Ratings: The Programme has been rated Aaa by Moody's Investors Service ("**Moody's**"), AAA by Standard & Poor's Ratings Services ("**S&P**") and AAA by Scope Ratings AG ("**Scope**").
- For Moody's, Notes issued under the Programme are deemed to have the same rating as the Programme, investors are invited to check on a regular basis the rating assigned to the Programme which is publicly disclosed via Moody's rating desk or moodys.com.
- The Notes issued under the Programme will be rated AAA by S&P¹ and AAA by Scope.
- Each of S&P, Moody's and Scope is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of S&P, Moody's and Scope is

¹ An obligation rated "AAA" has the highest rating assigned by Standard & Poor's Ratings Services. The obligor capacity to meet its financial commitment on the obligation is extremely strong (source: Standard & Poor's Ratings Services). A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency without notice.

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 (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

3. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified on 6 January 2020 that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in Article L.513-11 of the *Code monétaire et financier*, after settlement of this issue and of the issues which have been the subject of previous attestations and that the coverage ratio of the Issuer is compliant with the minimum overcollateral ratio specified in Article R.513-8 of the *Code monétaire et financier*.

4. NOTIFICATION

The *Autorité des marchés financiers* in France has provided the *Commission de Surveillance du Secteur Financier* in Luxembourg with certificates of approval attesting that the Base Prospectus dated 14 June 2019 and the supplement dated 29 August 2019 has been drawn up in accordance with the Prospectus Directive.

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

6. YIELD

Indication of yield: 0.2415 per cent. *per annum* of the Aggregate Nominal Amount of the Tranche.

The yield is calculated on the basis of the Issue Price. It is not an indication of future yield.

7. DISTRIBUTION

- | | |
|--------------------------------------|----------------|
| (i) Method of distribution: | Non-syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | Not Applicable |
| (B) Date of Subscription Agreement: | Not Applicable |
| (C) Stabilising Manager(s) (if any): | Not Applicable |

- | | |
|---|--|
| (iii) If non-syndicated, name and address of the Manager: | Commerzbank Aktiengesellschaft
Kaiserstrasse 16 (Kaiserplatz)
60311 Frankfurt am Main
Germany |
| (iv) Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (v) Additional selling restrictions: | Not Applicable |

8. OPERATIONAL INFORMATION

ISIN: FR0013296159

Common Code: 171745128

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear and Clearstream Banking, S.A.: No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] per Euro 1.00 producing a sum of: Not Applicable