

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s 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 2018¹, 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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes 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 (“**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 MiFID II; or (ii) a customer within the meaning of Directive 2016/97/EU, 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 Article 2 of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes 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 (“**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 Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, 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 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 the Prospectus Regulation as it forms part of UK domestic law by virtue of the EUWA). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

SINGAPORE SFA PRODUCT CLASSIFICATION – In connection with Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the “**SFA**”), as modified or amended from time to time and the Securities and Futures Act (Capital Market Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

¹ Or item 19 of the Guidelines published by ESMA on 27 March 2023 as from their application date, which is expected to be in October 2023

Final Terms dated 27 June 2023



**COMPAGNIE DE
FINANCEMENT FONCIER**

COMPAGNIE DE FINANCEMENT FONCIER

Legal entity identifier (LEI): DKGVVH5FKILG8R13CO13

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: 689

TRANCHE NO: 1

USD 150,000,000 5.20 per cent, *Obligations Foncières* due 2025 (the “Notes”)

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

Issue Price: 100 per cent.

J.P. Morgan

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 16 June 2023 which received approval number 23-230 from the *Autorité des marchés financiers* (the “AMF”) on 16 June 2023 which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”).

This document constitutes the Final Terms of the Notes described herein for the purposes 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 is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the AMF (<https://www.amf-france.org/en>) and on the website of the Issuer (<https://www.foncier.fr>) and copies may be obtained from Compagnie de Financement Foncier, 182, avenue de France, 75013 Paris, France.

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| 1 | Issuer: | Compagnie de Financement Foncier |
| 2 | (i) Series Number: | 689 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3 | Specified Currency or Currencies: | United States Dollars (“USD”) |
| 4 | Aggregate Nominal Amount of Notes admitted to trading: | |
| | (i) Series: | USD 150,000,000 |
| | (ii) Tranche: | USD 150,000,000 |

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| 5 | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6 | Specified Denominations: | USD 200,000 |
| 7 | (i) Issue Date: | 29 June 2023 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8 | Maturity Date: | 29 June 2025 |
| 9 | Extended Maturity Date: | Not Applicable |
| 10 | Interest Basis: | 5.20 per cent. Fixed Rate (further particulars specified below) |
| 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 16 December 2022 authorising the issue of the Notes and delegating such authority to, <i>inter alios</i> , 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 decision of the <i>Conseil d'administration</i> of the Issuer dated 30 March 2023 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 3,000,000,000 for the second quarter of 2023. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 16 | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 5.20 per cent. per annum with respect to each Interest Accrual Period payable semi-annually in arrear |
| | (ii) Interest Payment Date(s): | 29 June and 29 December in each year commencing on 29 December 2023 |
| | (iii) Interest Period Date(s): | Not Applicable |
| | (iv) Fixed Coupon Amount: | USD 5,200 per USD 200,000 in nominal amount |
| | (v) Broken Amount(s): | Not Applicable |
| | (vi) Day Count Fraction (Condition 5(a)): | 30/360 |
| | (vii) Determination Date(s) (Condition 5(a)): | Not Applicable |
| 17 | Floating Rate Note Provisions | Not Applicable |
| 18 | Zero Coupon Note Provisions | Not Applicable |

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| 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 | Steeper 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

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| 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 |
| | Resettable Zero Coupon Notes – 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

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| 40 | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent: | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| | (iv) Applicable TEFRA exemption: | TEFRA not applicable |

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| 41 | Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a)(i): | Not Applicable |
| 42 | Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | London, New York and TARGET |
| | Adjusted Payment Date (Condition 7(h)): | The next following business day as per Condition 7(h). |
| 43 | Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): | Not Applicable |
| 44 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 45 | Consolidation provisions: | The provisions in Condition 12(b) apply |
| 46 | Meeting and Voting Provisions (Condition 10): | Contractual <i>Masse</i> 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 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: Paul DUDOUIT, Deputy Chief Executive Officer

PART B – OTHER INFORMATION

1. LISTING

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| (i) 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 with effect from 29 June 2023. |
| (ii) Estimate of total expenses related to admission to trading: | Euro 1,950 |
| (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: | Not Applicable |

2. RATINGS

Ratings:

The Programme has been rated Aaa by Moody's France SAS ("**Moody's**"), AAA by S&P Global Ratings Europe Limited ("**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&P² 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 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 (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>).

3. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified on 4 April 2023 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*.

² An obligation rated "AAA" has the highest rating assigned by S&P Global Ratings Europe Limited. The obligor capacity to meet its financial commitment on the obligation is extremely strong (source: S&P Global Ratings Europe Limited). 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.

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 dated 16 June 2023 has been drawn up in accordance with the Prospectus Regulation.

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

6. 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. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) Reasons for the offer: | See “Use of Proceeds” in the Base Prospectus |
| (ii) Estimated net proceeds: | USD 150,000,000 |

7. YIELD

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| Indication of yield: | 5.20 per cent. <i>per annum</i> |
| | The yield is calculated on the basis of the Issue Price. It is not an indication of future yield. |

8. DISTRIBUTION

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| (i) Method of distribution | Non-syndicated |
| (ii) If syndicated: | |
| (a) Names of Managers: | Not Applicable |
| (b) Date of Subscription Agreement: | Not Applicable |
| (c) Stabilisation Manager(s) (if any): | Not Applicable |
| (iii) If non-syndicated, name and address of Manager: | J.P. Morgan SE Taunustor 1 (TaunusTurm) 60310 Frankfurt am Main Germany |
| (iv) Prohibition of Sales to EEA Retail Investors: | Applicable |
| (v) Prohibition of Sales to UK Retail Investors: | Applicable |
| (vi) Additional selling restrictions: | Not Applicable |
| (vii) Additional information in respect of the Canadian selling restriction: | Not Applicable |

9. OPERATIONAL INFORMATION

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| ISIN: | FR001400IYH7 |
| Common Code: | 264423996 |
| Depositories: | |
| (i) Euroclear France to act as Central Depository | Yes |

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| (ii) Common Depositary 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 USD 1.09489 per Euro 1.00, producing a sum of: | Euro 137,000,000 |