

SECOND SUPPLEMENT DATED 11 FEBRUARY 2025  
TO THE BASE PROSPECTUS DATED 18 JUNE 2024



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

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 18 June 2024 (the “**Base Prospectus**”) which has been prepared by Compagnie de Financement Foncier (the “**Issuer**”) with respect to its €125,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) and the first supplement dated 27 August 2024 (the “**First Supplement**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted approval number no. 24-227 on 18 June 2024 on the Base Prospectus and approval number no. 24-378 on 27 August 2024 on the First Supplement.

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

This Second Supplement has been approved by the AMF in France in its capacity as competent authority pursuant to the Prospectus Regulation. The AMF only approves this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes which are the subject of the Base Prospectus as supplemented. Investors should make their own assessment as to the suitability of investing in the Notes. This Second Supplement constitutes a supplement to the Base Prospectus, and has been prepared for the purpose of Article 23 of the Prospectus Regulation.

Application has been made to the AMF in France for the notification of a certificate of approval released to the *Commission de Surveillance du Secteur Financier* in Luxembourg for Notes issued under the Programme to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, such notification being made in its capacity as competent authority under Article 8 of the Prospectus Regulation.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus, as supplemented, that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Second Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, as supplemented by the First Supplement, the statements in the Second Supplement will prevail.

Copies of this Second Supplement (a) may be obtained, free of charge, at the principal place of business of the Issuer, 182, avenue de France, 75013 Paris, France, during normal business hours, and (b) will be available on the Issuer’s website ([www.foncier.fr](http://www.foncier.fr)) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

This Second Supplement has been prepared pursuant to Article 23 of the Prospectus Regulation for the purposes of:

- (i) including the press release dated 31 January 2025 “Compagnie de Financement Foncier’s financial results in 2024” and the financial information as at 31 December 2024 (extract from 2024 unaudited annual accounts) in the Section “RECENT DEVELOPMENTS” of the Base Prospectus; and
- (ii) updating Section “GENERAL INFORMATION” of the Base Prospectus.

To the extent applicable, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Second Supplement is published, have the right to withdraw their acceptances by no later than 14 February 2025, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. Investors may contact the Authorised Offerors should they wish to exercise the right of withdrawal.

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## 1. RECENT DEVELOPMENTS

On page 150, the following paragraphs are included in Section “RECENT DEVELOPMENTS” of the Base Prospectus:

### **“Press release dated 31 January 2025 – Compagnie de Financement Foncier’s financial results in 2024**

On January 31, 2025, Compagnie de Financement Foncier’s Board of Directors, chaired by Éric FILLIAT, met to approve the annual financial statements for 2024.

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#### **I. COMPAGNIE DE FINANCEMENT FONCIER’S BUSINESS ACTIVITY**

In 2024, despite an unstable geopolitical context and a volatile financial environment, Compagnie de Financement Foncier, in synergy with Groupe BPCE, achieved remarkable commercial and financial performances.

##### **▪ Issuance of covered bonds**

A key player in Groupe BPCE’s refinancing strategy, Compagnie de Financement Foncier is a benchmark issuer thanks to its ability to seize the best market opportunities and offer investors solutions that meet their expectations. This agility allows it to provide Groupe BPCE institutions with highly competitive refinancing for their lending businesses.

In 2024, Compagnie de Financement Foncier issued €5.8bn in covered bonds, €1.3bn more than in 2023.

- In April 2024, Compagnie de Financement Foncier tapped the primary market for a €2bn dual-tranche issuance. These tranches, of €1.25bn and €750m, were issued with maturities of three and eight years respectively. The high level of oversubscription on this transaction, despite market instability, testifies to its success.
- In May 2024, an issuance of €1.5bn was carried out with a maturity of six years. The wide range of investors in this transaction confirms the diversity of Compagnie de Financement Foncier’s investor base.
- In September 2024, Compagnie de Financement Foncier took advantage of a favorable issuance window with a benchmark of €1bn over eight and a half years.
- In October 2024, as part of Groupe BPCE’s Sustainable Development Funding Program, Compagnie de Financement Foncier carried out its second social issuance (€500m over five years). This transaction strengthens Compagnie de Financement Foncier’s presence in this specialized market and aligns with Groupe BPCE’s objectives to integrate ESG criteria into its refinancing activities.

In 2024, Compagnie de Financement Foncier’s currency diversification strategy continued with two issuances, one in CHF and the other in USD, with respective counter values of €161m and €139m at the transaction date.

- **Refinancing of Groupe BPCE receivables**

In line with its strategic guidelines, Compagnie de Financement Foncier refinanced a total of €6.3bn in receivables contributed by Groupe BPCE institutions, €1.5bn more than in 2023. Noteworthy among this year's transactions were the refinancing of state-guaranteed loans (PGE) for Groupe BPCE institutions (€1.4bn) and, for the first time, the refinancing of outstanding export credits (€31.5m).

These performances, in ever-competitive markets, reflect the commitment and efficiency of all the teams involved. They also confirm the success of the system put in place and the relevance of the diversification strategy developed with Groupe BPCE, which enables Compagnie de Financement Foncier to finance the Group's various business lines under very competitive conditions.

## **II. COMPAGNIE DE FINANCEMENT FONCIER'S INCOME STATEMENT**

<i>In millions of euros <sup>(1)</sup></i>	<b>2024</b>	<b>2023</b>
<b>Net interest margin</b>	<b>165</b>	<b>219</b>
Net commissions	9	13
Other banking expenses (net)	-2	-2
<b>Net banking income</b>	<b>172</b>	<b>230</b>
General operating expenses	-56	-68
<b>Gross operating income</b>	<b>116</b>	<b>162</b>
Cost of risk	2	3
Gains or losses on long-term investments	0	0
<b>Income before tax</b>	<b>118</b>	<b>165</b>
Income tax	-32	-46
<b>Net income</b>	<b>86</b>	<b>119</b>

Net banking income amounted to €172m, down by €58m compared with 2023.

General operating expenses came to €56m, down on the previous year due to the disappearance of the contribution to the SRF; restated for this item, operating expenses are relatively stable compared with 2023.

Gross operating income reached €116m.

The cost of risk in 2024 shows a net reversal of €2m, reflecting the quality of the assets carried on Compagnie de Financement Foncier's balance sheet.

Net income was €86m at December 31, 2024, compared with €119m at December 31, 2023.

## **III. BALANCE SHEET INFORMATION**

Compagnie de Financement Foncier's balance sheet total was €61.0bn at the end of 2024, compared with €60.3bn at the end of 2023.

The assets refinanced by Compagnie de Financement Foncier for the Group's institutions in 2024 mainly come from the public sector, increasing their proportion on Compagnie de Financement Foncier's balance sheet.

<sup>(1)</sup> Some rounded amounts given in millions of euros in this press release may differ from those in euros.

At the end of 2024, outstanding covered bonds stood at €51.5bn, including related debts, close to the situation at December 31, 2023 (€51.7bn).

#### **IV. PRUDENTIAL INFORMATION**

Although exempt from regulatory requirements in terms of solvency ratios, Compagnie de Financement Foncier calculates, for information purposes, a Common Equity Tier One (CET 1) ratio at its limits. At December 31, 2024, this ratio stood at 38,6 %, well above the minimum threshold set out in Regulation 575/2013 (CRR).

In accordance with the legislation applicable to *Sociétés de Crédit Foncier*, Compagnie de Financement Foncier maintains a coverage ratio for its privileged liabilities of more than 105%.

#### **Appendices**

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*Unless otherwise stated, the financial data in this press release are currently estimated and taken from the financial statements of Compagnie de Financement Foncier. These include the individual financial statements and related explanatory notes, prepared in accordance with French accounting standards and applicable Groupe BPCE standards.*

*As of the date of publication of this press release, the audit procedures carried out by the Statutory Auditors on the annual financial statements are in progress.*

*Compagnie de Financement Foncier is a credit institution approved as a specialized credit institution and a Société de Crédit Foncier. It is affiliated with BPCE and a 100% subsidiary of Crédit Foncier and Groupe BPCE.*

*Regulated information is available on the website <https://foncier.fr/> in the “Financial communication/Regulated information” section.”*

Financial information as at 31 December 2024 (extract from 2024 unaudited annual accounts), 31 December 2023 (extract from 2023 audited annual accounts) and 31 December 2022 (extract from 2022 audited annual accounts)

## BALANCE SHEET (in thousands of euros)

▪ Assets	12/31/2024	12/31/2023	12/31/2022
Cash and amounts due from central banks	506,002	472,108	527,000
Treasury bills and equivalent	2,424,446	2,751,720	3,020,280
Loans and receivables due from credit institutions	21,164,541	19,812,556	18,161,894
▪ Demand	53,247	51,680	58,322
▪ Term	21,111,294	19,760,877	18,103,573
Customers transactions	33,140,528	33,228,352	34,701,588
▪ Other facilities granted to customers	33,140,528	33,228,352	34,701,588
Bonds and other fixed-income securities	2,320,353	2,541,080	2,854,731
Equity interests and other long term investments	0	0	0
Intangible assets and property plant and equipment	0	0	0
Other assets	32,668	25,430	20,390
Accrual accounts	1,458,033	1,419,046	1,172,979
<b>TOTAL ASSETS</b>	<b>61,046,572</b>	<b>60,250,293</b>	<b>60,458,864</b>

▪ Liabilities	12/31/2024	12/31/2023	12/31/2022
Central banks	0	0	0
Amounts due to credit institutions	5,597,287	4,565,451	4,850,984
▪ Demand	0	0	3,570
▪ Term	5,597,287	4,565,451	4,847,414
Amounts due to customers	0	177	0
▪ Demand	0	177	0
Debt securities	51,468,371	51,699,868	51,644,553
▪ Interbank market instruments and negotiable debt securities		0	0
▪ Bonds (obligations foncières)	51,468,371	51,699,868	51,644,553
Other liabilities	276,867	232,582	177,757
Accrual accounts	1,627,261	1,647,299	1,679,473
Provisions	16,709	12,285	12,388
Subordinated debt	0	0	0
Fund for general banking risks	20,000	20,000	20,000
Equity excluding fund for general banking risks	2,040,077	2,072,631	2,073,708
▪ Subscribed capital	1,537,460	1,537,460	1,537,460
▪ Additional paid-in capital	209,867	209,867	209,867
▪ Reserves	151,714	145,772	139,776
▪ Regulated provisions and investment subsidies	0	0	0
▪ Retained earnings	54,756	60,698	66,694
▪ Income to be allocated	0	0	0
▪ Net income for the period	86,279	118,833	119,910
<b>TOTAL LIABILITIES</b>	<b>61,046,572</b>	<b>60,250,293</b>	<b>60,458,864</b>

## INCOME STATEMENT (in thousands of euros)

	12/31/2024	12/31/2023	12/31/2022
Interest and similar income	1,943,184	1,788,708	1,448,876
Interest and similar expenses	-1,778,491	-1,569,233	-1,221,041
<b>Net interest margin</b>	<b>164,693</b>	<b>219,475</b>	<b>227,835</b>
Fees and commissions income	9,437	13,372	22,915
Fees and commissions expenses	-726	-734	-799
Net gains or losses on trading books transactions	-41	-4	53
Other banking income	1,851	496	897
Other banking expenses	-3,177	-2,771	-3,849
<b>Net banking income</b>	<b>172,036</b>	<b>229,835</b>	<b>247,051</b>
Payroll costs	-47	-36	-47
Taxes and regulated provisions	-3,874	-4,135	-4,277
External services and other expenses	-52,290	-63,741	-80,867
Amortization	0	0	0
<b>Total operating expenses</b>	<b>-56,211</b>	<b>-67,913</b>	<b>-85,190</b>
<b>Gross operating income</b>	<b>115,824</b>	<b>161,923</b>	<b>161,860</b>
Cost of risk	2,577	2,817	6,597
<b>Operating income</b>	<b>118,401</b>	<b>164,739</b>	<b>168,458</b>
Gains or losses on long-term investments	0	0	0
<b>Income before tax</b>	<b>118,401</b>	<b>164,739</b>	<b>168,458</b>
Non-recurring income	0	0	0
Income tax	-32,122	-45,906	-48,548
<b>NET INCOME</b>	<b>86,279</b>	<b>118,833</b>	<b>119,910</b>
Earnings per share <sup>(1)</sup> (in €)	0.90	1.24	1.25
Diluted earnings per share (in €)	0.90	1.24	1.25

(1) Earnings per share are calculated by dividing net income by the average number of shares during the fiscal year.



## **2. UPDATE OF THE SECTION “GENERAL INFORMATION” OF THE BASE PROSPECTUS**

On page 234, paragraph 5 of Section “GENERAL INFORMATION” of the Base Prospectus, as supplemented by the First Supplement, is deleted and replaced as follows:

### **“5 No significant change in the financial position or financial performance of the Issuer**

There has been no significant change in the financial position or financial performance of the Issuer since 31 December 2024.”

### 3. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

#### In the name of the Issuer

We declare, to the best of our knowledge, that the information contained in this Second Supplement (when read together with the Base Prospectus, as supplemented by the First Supplement) is in accordance with the facts and that it contains no omission likely to affect its import.

#### **Compagnie de Financement Foncier**

182, avenue de France  
75013 Paris  
France

Duly represented by: Paul Dudouit  
Directeur Général Délégué / Deputy C.E.O.  
Duly authorized  
on 11 February 2025



#### ***Autorité des marchés financiers***

This Second Supplement has been approved on 11 February 2025 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Second Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Second Supplement obtained the following approval number: n° 25-028.