

THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE SECOND SUPPLEMENT DATED 6 JULY 2023 WHICH RECEIVED THE APPROVAL NUMBER 23-286 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 6 JULY 2023 (THE "SECOND SUPPLEMENT"). ONLY THE SECOND SUPPLEMENT WAS GRANTED AN APPROVAL NUMBER BY THE *AUTORITE DES MARCHES FINANCIERS*. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THE SECOND SUPPLEMENT AND THIS DOCUMENT, THE RELEVANT STATEMENTS OR OTHER ITEMS CONTAINED IN THE SECOND SUPPLEMENT SHALL PREVAIL. FOR THE AVOIDANCE OF DOUBT, REFERENCES IN THIS DOCUMENT TO THE " SECOND SUPPLEMENT" ARE TO THE " SECOND SUPPLEMENT" AND DO NOT INCLUDE ITS ENGLISH TRANSLATION.

SECOND SUPPLEMENT DATED 6 JULY 2023 TO THE BASE PROSPECTUS DATED 14 APRIL 2023



CAISSE DES DÉPÔTS ET CONSIGNATIONS

(an *établissement spécial* in France)

€1,500,000,000

Titres Négociables à Moyen Terme Admission Programme

This second supplement (the “**Second Supplement**”) which has obtained the approval number 23-286 on 6 July 2023 from the *Autorité des marchés financiers* (the “**AMF**”) is supplemental to and must be read in conjunction with the base prospectus dated 14 April 2023 which was granted the approval number 23-117 on 14 April 2023 by the AMF (the “**Base Prospectus**”) as supplemented by the first supplement dated 15 May 2023 which was granted the approval number 23-158 on 15 May 2023 by the AMF (the “**First Supplement**”) prepared by Caisse des dépôts et consignations (“**Caisse des Dépôts**” or the “**Issuer**”) with respect to its €1,500,000,000 *Titres Négociables à Moyen Terme* Admission Programme (the “**Programme**”).

Application has been made for approval of this Second Supplement to the AMF as competent authority under the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). This Second Supplement has been prepared for the purpose of Article 23 of the Prospectus Regulation. The Base Prospectus (which includes, for the avoidance of doubt, the First Supplement and this Second Supplement) constitutes a base prospectus for the purposes of Article 8 of the Prospectus Regulation.

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

This Second Supplement modifies and completes the Base Prospectus.

Copies of this Second Supplement, together with the documents incorporated by reference herein, can be obtained free of charge from the principal office of the Issuer and will be available on the Issuer’s website (www.caissedesdepots.fr) and the AMF’s website (www.amf-france.org).

Save as disclosed in this Second Supplement, there has been no other significant new factor, material omission or inaccuracy relating to information included in the Base Prospectus (as supplemented by the First Supplement and this Second Supplement) which may affect the assessment of the Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus or the First Supplement, the statements in (a) above will prevail.

This Second Supplement has been prepared in order to incorporate by reference the (i) 2022 Financial Report and (ii) 2022 Business Review (each as defined below). The section entitled “Documents incorporated by reference” of the Base Prospectus has been updated accordingly.

Table of Contents

DOCUMENTS INCORPORATED BY REFERENCE 4
RESPONSIBILITY FOR THE SECOND SUPPLEMENT 9

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's 2022 *Rapport Financier* and 2022 Business Review have been filed with the AMF and, by virtue of this Second Supplement, are incorporated in, and form part of the Base Prospectus.

The paragraphs under the section of the Base Prospectus entitled "Documents incorporated by reference" on pages 25 to 30 are deleted and replaced with the following:

"This Base Prospectus should be read and construed in conjunction with the following information which shall be incorporated in, and form part of, this Base Prospectus:

- (a) the sections referred to in the table below "Cross-reference list relating to information incorporated by reference" which are extracted from the 2021 *Rapport Financier* of the Issuer (in the French language) filed with the AMF, including the audited consolidated financial statements ("*comptes consolidés*") and the audited annual financial statements of the central sector ("*comptes sociaux de la section générale*") of the Issuer for the year ended 31 December 2021 (the "**2021 Financial Report**") (https://www.caissedesdepots.fr/sites/default/files/2022-05/Rapport%20financier%202021_accessible.pdf)
- (b) the sections referred to in the table below "Cross-reference list relating to information incorporated by reference" which are extracted from the 2022 *Rapport Financier* of the Issuer (in the French language) filed with the AMF, including the audited consolidated financial statements (*comptes consolidés*) and the audited annual financial statements of the central sector (*comptes sociaux de la section générale*) of the Issuer for the year ended 31 December 2022 (the "**2022 Financial Report**") (https://www.caissedesdepots.fr/sites/default/files/2023-05/230426_CDC_RAFI_FR_2022_PDF_MEL.pdf);
- (c) the sections referred to in the table below "Cross reference list relating to information incorporated by reference" which are extracted from the 2022-2023 *Rapport d'activité et de développement durable* of the Issuer (in the French language) filed with the AMF (the "**2022 Business Review**") (https://www.caissedesdepots.fr/sites/default/files/2023-06/RA2022_RADD_0.pdf); and

Unless otherwise explicitly incorporated by reference into this Base Prospectus in accordance with the list below, the information contained in the website of the Issuer shall not be deemed incorporated by reference herein and is for information purposes only. Therefore it does not form part of this Base Prospectus and has not been scrutinised or approved by the AMF.

Following the publication of this Base Prospectus, a Supplement may be prepared by the Issuer and approved by the AMF in accordance with article 23 of the Prospectus Regulation and article 18 of the Commission Delegated Regulation (EU) 2019/979, as amended. Statements contained in any such Supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus and any Supplement can be obtained free of charge from the principal office of the Issuer. This Base Prospectus (together with any Supplement to the Base Prospectus) will be published on the AMF's website (being www.amf-france.org) and on the Issuer's website (www.caissedesdepots.fr).

Cross-reference list relating to information incorporated by reference:

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2021 Financial Report	2022 Financial Report	2022 Business Review
4	INFORMATION ABOUT THE ISSUER			
4.1	<u>History and development of the Issuer:</u>			
4.1.4	the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.		pages 4 and last page	
4.1.5	any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.		pages 12 to 16 and 168-169	
5	BUSINESS OVERVIEW			
5.1	<u>Principal activities:</u>			
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed;		pages 4 to 6	pages 23 to 25 and 34-35
6	ORGANISATIONAL STRUCTURE			
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.		pages 4 to 6	

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2021 Financial Report	2022 Financial Report	2022 Business Review
9	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES			
9.1	Names, business addresses and functions within the issuer of the following persons, and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:			pages 30 and 31
	(a) members of the administrative, management or supervisory bodies;			
11	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES			
11.1	<u>Historical Financial Information</u>			
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	pages 10 to 151 (audited consolidated financial statements) pages 163 to 205 (audited annual financial statements of the central sector)	pages 9 to 154 (audited consolidated financial statements) pages 163 to 206 (audited annual financial statements of the central sector)	
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	pages 28 to 50 (audited consolidated financial statements)	pages 27 to 51 (audited consolidated financial statements)	
11.1.4	Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following:			

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2021 Financial Report	2022 Financial Report	2022 Business Review
	(a) the balance sheet;	page 163 (audited annual financial statements of the central sector)	page 165 (audited annual financial statements of the central sector)	
	(b) the income statement;	page 165 (audited annual financial statements of the central sector)	page 167 (audited annual financial statements of the central sector)	
	(c) the accounting policies and explanatory notes.	pages 166 to 201 (audited annual financial statements of the central sector)	pages 168 to 202 (audited annual financial statements of the central sector)	
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document.	page 7 (audited consolidated financial statements) page 161 (audited annual financial statements of the central sector)	page 9 (audited consolidated financial statements) page 163 (audited annual financial statements of the central sector)	
11.2	<u>Auditing of historical financial statements</u>			
11.2.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2006/43/EC and Regulation (EU) No 537/2014. Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:	pages 146 to 151 (audited consolidated financial statements) pages 202 to 205 (audited annual financial statements of the central sector)	pages 150 to 154 (audited consolidated financial statements) pages 203 to 206 (audited annual financial statements of the central sector)	

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2021 Financial Report	2022 Financial Report	2022 Business Review
	(a) a prominent statement disclosing which auditing standards have been applied; (b) an explanation of any significant departures from International Standards on Auditing.			
11.2. 1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full	page 146 (audited consolidated financial statements) page 202 (audited annual financial statements of the central sector)	page 150 (audited consolidated financial statements) page 203 (audited annual financial statements of the central sector)	
11.4	<u>Significant change in the issuer's financial position</u>			
11.4. 1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate negative statement.		pages 16 and 169	

Any information not listed in the above cross-reference list but included in the documents incorporated by reference is given for information purposes only.”

RESPONSIBILITY FOR THE SECOND SUPPLEMENT

Individual assuming responsibility for the Second Supplement to the Base Prospectus

In the name of the Issuer

To the best knowledge of the Issuer, the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import.

Caisse des dépôts et consignations

56, rue de Lille

75007 Paris

France

Represented by Nathalie Tubiana

Directrice des finances et de la politique durable

Executed in Paris on 6 July 2023



Autorité des marchés financiers

This Second Supplement to the Base Prospectus has been approved on 6 July 2023 by the Autorité des marchés financiers (the “AMF”), in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF has approved this document after having verified that the information in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval should not be considered as 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 to the Base Prospectus has received the following approval number: n°23-286.