

THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE SUPPLEMENT DATED 4 JULY 2024 WHICH RECEIVED THE APPROVAL NUMBER 24-276 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 4 JULY 2024 (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 4 JULY 2024 TO THE BASE PROSPECTUS DATED 9 APRIL 2024



CAISSE DES DEPOTS 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 24-276 on 4 July 2024 from the *Autorité des marchés financiers* (the “**AMF**”) is supplemental to and must be read in conjunction with the base prospectus dated 9 April 2024 which was granted the approval number 24-101 on 9 April 2024 by the AMF (the “**Base Prospectus**”) as supplemented by the first supplement dated 6 June 2024 which was granted the approval number 24-201 on 6 June 2024 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) 2023 Financial Report, (ii) 2023 Business Review and (iii) the 2023 Corporate Social Responsibility Report (each as defined below). The sections entitled “Documents incorporated by reference” and “Description of the Issuer” of the Base Prospectus has been updated accordingly.

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DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's 2023 Financial Report, the 2023 Business Review and the 2023 Corporate Social Responsibility Report (as defined below) 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 24 to 29 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 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);
- (b) the sections referred to in the table below "Cross-reference list relating to information incorporated by reference" which are extracted from the *2023 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 2023 (the "**2023 Financial Report**") (<https://www.caissedesdepots.fr/sites/default/files/2024-05/CDC%20RAFI%20e-accessible.pdf>);
- (c) the sections referred to in the table below "Cross reference list relating to information incorporated by reference" which are extracted from the *2023 Rapport d'activité et de développement durable* of the Issuer (in the French language) filed with the AMF (the "**2023 Business Review**") (https://www.caissedesdepots.fr/sites/default/files/2024-07/RADD_2023.pdf); and
- (d) the sections referred to in the table below "Cross reference list relating to information incorporated by reference" which are extracted from the *2023 Rapport d'engagement sociétal* of the Issuer (in the French language) filed with the AMF (the "**2023 Corporate Social Responsibility Report**") (<https://www.caissedesdepots.fr/sites/default/files/2024-07/Rapport%20d%27engagement%20soci%3%A9tal%20CDC%202023.pdf>);

Unless otherwise explicitly incorporated by reference into this Base Prospectus in accordance with the list below, the information contained on 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	2022 Financial Report	2023 Financial Report	2023 Business Review	2023 Corporate Social Responsibility Report
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.		page 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 11 to 16 and 204-205		
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 22 to 25 and 28-33	Pages 13-15

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2022 Financial Report	2023 Financial Report	2023 Business Review	2023 Corporate Social Responsibility Report
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		Pages 7-8
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 34-35	Pages 281-282
	(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	pages 9 to 154 (audited consolidated financial statements)	pages 11 to 181 (audited consolidated financial statements)		

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2022 Financial Report	2023 Financial Report	2023 Business Review	2023 Corporate Social Responsibility Report
	audit report in respect of each year.	pages 163 to 206 (audited annual financial statements of the central sector)	pages 201 to 238 (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 27 to 51 (audited consolidated financial statements)	pages 25 to 52 (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:				
	(a) the balance sheet;	page 165 (audited annual financial statements of the central sector)	page 203 (audited annual financial statements of the central sector)		
	(b) the income statement;	page 167 (audited annual financial statements of the central sector)	page 201 (audited annual financial statements of the central sector)		

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2022 Financial Report	2023 Financial Report	2023 Business Review	2023 Corporate Social Responsibility Report
	(c) the accounting policies and explanatory notes.	pages 168 to 202 (audited annual financial statements of the central sector)	pages 205 to 211 (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 9 (audited consolidated financial statements) page 163 (audited annual financial statements of the central sector)	page 15 (audited consolidated financial statements) page 203 (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	pages 150 to 154 (audited consolidated financial statements) pages 203 to 206 (audited annual financial statements of the central sector)	pages 184 to 190 (audited consolidated financial statements) pages 279 to 280 (audited annual financial statements of the central sector)		

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2022 Financial Report	2023 Financial Report	2023 Business Review	2023 Corporate Social Responsibility Report
	Member State or an equivalent standard. Otherwise, the following information must be included in the registration document: (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 150 (audited consolidated financial statements) page 203 (audited annual financial statements of the central sector)	page 184 (audited consolidated financial statements)		
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 11 to 16		

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

DESCRIPTION OF THE ISSUER

The “Description of the Issuer” section on pages 69 to 71 shall be amended as follows:

The sixth paragraph of the section starting with “Information in relation to the names, business addresses and functions within the Issuer ...” and the table below such paragraph are deleted in their entirety.

For the avoidance of doubt, the sentence “The business address of the members of the executive committee of the Issuer is: 56 rue de Lille, 75007 Paris, France” under the table to be deleted remains and is not amended by the Second Supplement.

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 4 July 2024



Autorité des marchés financiers

This Second Supplement to the Base Prospectus has been approved on 4 July 2024 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°24-276.