

## Final Terms dated 29 January 2025



### CAISSE DES DÉPÔTS ET CONSIGNATIONS

Legal Entity Identifier (LEI): 969500Q2PFTTP0Y5QL44

Issue of USD 1,250,000,000 4.625 per cent. Notes due 31 January 2028  
under the  
€25,000,000,000  
Euro Medium Term Note Programme

**SERIES NO: 409**  
**TRANCHE NO: 1**

**MiFID II Product Governance / Professional investors and ECPs 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 (5) categories referred to in item 19 of the Guidelines published by European Securities and Markets Authority ("ESMA") on 3 August 2023 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.

**UK MiFIR Product Governance / Professional investors and ECPs only target market** – Solely for the purposes of the 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 the European Securities and Markets Authority ("ESMA") on 5 February 2018 (in accordance with the FCA's policy statement entitled "*Brexit: our approach to EU non-legislative materials*"), has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's 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, with effect from such date, 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 both) 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 (as amended or superseded, the "IDD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, 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 both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the IDD, 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 domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of 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.

**Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "SFA")** – The Notes shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) 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 Recommendations on Investment Products).

## PART 1

### 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 8 April 2024 which received approval number no. 24-099 from the *Autorité des marchés financiers* ("AMF") on 8 April 2024, the First Supplement to the Base Prospectus dated 6 June 2024 which received approval number no. 24-200 from the AMF on 6 June 2024, the Second Supplement to the Base Prospectus dated 4 July 2024 which received approval number no. 24-275 from the AMF on 4 July 2024, the Third Supplement to the Base Prospectus dated 1 October 2024 which received approval number no. 24-419 from the AMF on 1 October 2024, the Fourth Supplement to the Base Prospectus dated 20 December 2024 which received approval number no. 24-532 from the AMF on 20 December 2024 and the Fifth Supplement to the Base Prospectus dated 3 January 2025 which received approval number no. 25-004 from the AMF on 3 January 2025 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the "Base Prospectus"). The expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as amended.

This document constitutes the final terms (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 and these Final Terms are available for viewing free of charge on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)), on the website of the Issuer ([www.caissedesdepots.fr](http://www.caissedesdepots.fr)).

1.	Issuer:	Caisse des dépôts et consignations
2.	(a) Series Number:	409
	(b) Tranche Number:	1
	(c) Date on which the Notes will be assimilated ( <i>assimilables</i> ) and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	US Dollars ("USD")
4.	Aggregate Nominal Amount:	
	(a) Series:	USD 1,250,000,000
	(b) Tranche:	USD 1,250,000,000
5.	Issue Price:	99.708 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination(s):	USD 200,000
7.	(a) Issue Date:	31 January 2025
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	31 January 2028
9.	Extended Maturity Date:	Not Applicable
10.	Interest Basis:	4.625 per cent. Fixed Rate ( <i>Further particulars specified below</i> )
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest Basis:	Not Applicable
13.	Coupon Switch:	Not Applicable
14.	Put/Call Options:	Not Applicable
15.	(a) Status of the Notes:	Unsubordinated
	(b) Date of approval for the issuance of Notes obtained:	Decision of Nathalie Tubiana, in her capacity as <i>Directrice des finances et de la politique durable</i> of the Issuer dated 23 January 2025.

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	4.625 per cent. <i>per annum</i> payable annually in arrear

(b)	Interest Payment Date(s):	31 January in each year from and including 31 January 2026, to and including the Maturity Date
(c)	Fixed Coupon Amount(s):	USD 9,250 per Specified Denomination of USD 200,000
(d)	Broken Amount(s):	Not Applicable
(e)	Day Count Fraction (Condition 5.1):	30/360
(f)	Interest Determination Date(s) (Condition 5.1):	Not Applicable
17.	Floating Rate Provisions	Not Applicable
18.	Zero Coupon Note Provisions	Not Applicable
19.	Fixed/Floating Rate Note Provisions	Not Applicable
20.	Underlying Interest Rate Linked Interest Provisions:	Not Applicable
21.	Inflation Linked Interest Provisions:	Not Applicable
22.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

23.	Call Option (Issuer Call)	Not Applicable
24.	Put Option (Investor Put)	Not Applicable
25.	Final Redemption Amount of each Note:	USD 200,000 per Note of USD 200,000 Specified Denomination

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

26.	Forms of Notes:	Dematerialised Notes
(a)	Form of Dematerialised Notes:	Bearer form ( <i>au porteur</i> )
(b)	Registration Agent:	Not Applicable
(c)	Temporary Global Certificate:	Not Applicable
27.	Financial Centre(s) relating to payment dates:	T2, New York
28.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
29.	Redemption by Instalment:	Not Applicable

30. Redenomination provisions: Not Applicable

31. Consolidation provisions: Not Applicable

32. *Masse* (Condition 11): The Representative shall be:

DIIS GROUP  
12 rue Vivienne  
75002 Paris  
France  
[rmo@diisgroup.com](mailto:rmo@diisgroup.com)

The Representative will be entitled to receive a remuneration of EUR 400 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue Date.

The Representative will receive no remuneration from the Issuer.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer

By:

Duly authorised

A handwritten signature in blue ink, appearing to be 'Stanley' with a large, stylized flourish at the end.A handwritten signature in blue ink, appearing to be 'Frederic' with a small flourish at the end.

## PART 2

### OTHER INFORMATION

#### 1. LISTING

- (a) Listing: Euronext Paris
- (b) Admission to trading: Application will be made for the Notes to be admitted to trading on Euronext Paris with effect on or about the Issue Date.
- (c) Estimate of total expenses related to admission to trading: EUR 5,000.00
- (d) 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 AND EURO EQUIVALENT

Ratings: The Notes to be issued are expected to be rated: S&P Global Ratings Europe Limited (**S&P**): AA- Moody's France S.A.S. (**Moody's**): Aa3

Each of S&P and Moody's is established in the European Union, registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with CRA Regulation.

Each of S&P and Moody's is not established in the United Kingdom, and is not registered in accordance with Regulation (EC) No. 1060/2009 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**"). The ratings issued by S&P and Moody's of the Notes have been endorsed by S&P Global Ratings UK and Moody's Investors Service Ltd., in accordance with UK CRA Regulation and have not been withdrawn. As such, the ratings issued by S&P and Moody's may be used for regulatory purposes in the United Kingdom in accordance with the UK CRA Regulation.

According to the definitions of S&P, an obligation rated 'AA' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitments on the obligation is very strong. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.

According to the definitions of Moody's, obligations rated 'Aa' are judged to be of high quality and are subject to very low credit risk and the modifier '3' indicates a ranking in the lower end of that generic rating category.

Euro equivalent:

EUR 1,199,616,122.84

The aggregate principal amount of Notes issued has been converted into Euro at the rate of USD 1.042 per 1 EUR by the Issuer, between the launching of the issue and the signing date of the Final Terms, producing a sum of: Euro 1,199,616,122.84

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers in connection with the issue of the Notes, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Joint Lead 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.

### **4. USE OF PROCEEDS AND ESTIMATED NET AMOUNT OF THE PROCEEDS**

- (a) Use of proceeds: General financing purposes
- (b) Estimated net amount of proceeds: USD 1,245,100,000

### **5. FIXED RATE NOTES ONLY – YIELD**

Indication of yield: 4.732 per cent. *per annum*

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

### **6. OPERATIONAL INFORMATION**

- (a) ISIN Code: FR001400X0A6
- (b) Common Code: 298958708
- (c) Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking Not Applicable



S.A. and the relevant identification number(s):

- (d) Delivery: Free of payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**7. DISTRIBUTION**

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers: Barclays Bank Ireland PLC  
Citigroup Global Markets Europe AG  
Crédit Agricole Corporate and Investment Bank  
J.P. Morgan SE  
Nomura Financial Products Europe GmbH
- (c) Stabilisation Manager(s) (including addresses) (if any): J.P. Morgan SE
- (d) If non-syndicated, name of Dealer: Not Applicable
- (e) U.S. Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the U.S. Securities Act of 1933, as amended.  
  
TEFRA not applicable
- (f) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable