PRIIPs REGULATION – 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 Directive 2014/65/EU (as amended, "MiFID II"), (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, 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 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.

UK 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 (the "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"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "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 Regulation (EU) 2017/1129 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.

## 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 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 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.

# Final Terms dated 25 January 2024



## LA BANQUE POSTALE HOME LOAN SFH (the "Issuer")

Legal entity identifier ("LEI"): 969500D5PFMTWUYSUF61

Issue of €750,000,000 3.125 per cent. Notes due 29 January 2034 extendible as Floating Rate Notes from 29 January 2034 up to 29 January 2035 (the "Notes")

#### under the

€35,000,000,000 Euro Medium Term Note Programme for the issue of *obligations de financement de l'habitat* 

Series No.: 49

Tranche No.: 1

Issue Price: 99.780 per cent.

Joint Bookrunners and Joint Lead Managers
BNP PARIBAS
CRÉDIT AGRICOLE CIB
ING
LA BANQUE POSTALE
UBS INVESTMENT BANK
UNICREDIT

Co-Lead Managers
DEKABANK
HELABA
NORD/LB

#### PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Conditions") set forth in the base prospectus dated 20 October 2023 which received approval No. 23-441 from the *Autorité des marchés financiers* (the "AMF") on 20 October 2023 (the "Base Prospectus") which constitutes a base prospectus for the purposes of the Prospectus Regulation.

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 the Base Prospectus in order to obtain all the relevant information. The Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF (www.amf-france.org) and (b) La Banque Postale Home Loan SFH (www.labanquepostale.com).

The expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as amended.

1 Issuer: LA BANQUE POSTALE HOME LOAN SFH 49 2 Series Number: (i) (ii) Tranche Number: 1 (iii) Date on which the Notes will be assimilated (assimilables) and form a single Series: Not Applicable 3 Euro ("€") **Specified Currency:** 4 **Aggregate Nominal Amount of Notes:** (i) Series: €750,000,000 (ii) Tranche: €750,000,000 **Issue Price:** 5 99.780 per cent. of the Aggregate Nominal Amount **Specified Denomination:** €100,000 6 7 Issue Date: 29 January 2024 (ii) Interest Commencement Dates: Issue Date in respect of the Fixed Rate Notes provisions of paragraph 15 below and, in case the Maturity Date is extended to the Extended Maturity Date, the Maturity Date in respect of the Floating Rate Notes provisions of paragraph 16 below 8 **Maturity Date:** 29 January 2034 9 **Extended Maturity Date:** Specified Interest Payment Date falling on, or nearest to, 29 January 2035 provided a Maturity Extension Trigger

10

**Interest Basis:** 

Event occurs (as specified in Condition 6(a)).

(further particulars specified below)

Fixed/Floating Rate

11 Redemption: Subject to any purchase and cancellation or early

redemption, the Notes will be redeemed on the Maturity Date or the Extended Maturity Date, as the case may be,

at 100 per cent. of their Specified Denomination

12 Change of Interest Basis: Applicable – Fixed/Floating Rate

(further particulars specified below in "Fixed/Floating

Rate Note Provisions")

13 Call Option: Not Applicable

14 Date of corporate authorisations for

issuance of Notes obtained: Decision of Patrick Peaucelle, Directeur Général of the

Issuer dated 23 January 2024 and decision of the Board of Directors (Conseil d'administration) of the Issuer

dated 14 December 2023

#### PROVISIONS RELATING TO INTEREST PAYABLE

15 Fixed Rate Notes Provisions: Applicable to the Interest Periods preceding the Switch

Date

(i) Rate of Interest: 3.125 per cent. *per annum* payable annually in arrear on

each Interest Payment Date.

(ii) Interest Payment Dates: 29 January in each year commencing on 29 January 2025

up to and including the Maturity Date

(iii) Fixed Coupon Amount: €3,125 per €100,000 in Specified Denomination

(iv) Broken Amount: Not Applicable

(v) Day Count Fraction: Actual/Actual-ICMA

(vi) Interest Determination Dates: 29 January in each year

16 Floating Rate Notes Provisions: Applicable to the Interest Periods following the Switch

Date

(i) Interest Periods: The period from and including the Maturity Date to but

excluding the first Specified Interest Payment Date and each successive period from and including a Specified Interest Payment Date to but excluding the next succeeding Specified Interest Payment Date, up to and including the Extended Maturity Date or, if earlier, the Specified Interest Payment Date on which the Notes are redeemed in full, all such dates being subject to adjustment in accordance with the Business Day

Convention set out in (v) below

(ii) Specified Interest Payment Dates: From and including 28 February 2034, and the 29 of each

month thereafter, up to and including the Extended Maturity Date, all such dates being subject to adjustment in accordance with the Business Day Convention set out

in (v) below

(iii) First Specified Interest Payment

Date: Specified Interest Payment Date falling on, or nearest to,

28 February 2034

(iv) Interest Period Date: Specified Interest Payment Date

(v) Business Day Convention: Modified Following Business Day Convention

(adjusted)

(vi) Business Centre (Condition 5(a)): Not Applicable

(vii) Manner in which the Rate of Interest

is to be determined: Screen Rate Determination

(viii) Party responsible for calculating the Rate of Interest and/or Interest Amount (if not the Calculation

Agent): Not Applicable

(ix) FBF Determination: Not Applicable

(x) ISDA Determination: Not Applicable

(xi) Screen Rate Determination: Applicable

Relevant Rate: EURIBOR 1-month

Relevant Time: 11:00 a.m. Brussels time

Interest Determination Dates: Two T2 Business Days prior to the first day in each

Interest Period

Reference Bank: Not Applicable

Relevant Screen Page: Reuters Screen EURIBOR01 Page

(xii) Margin: +0.45 per cent. per annum

(xiii) Minimum Rate of Interest: 0 per cent. per annum

(xiv) Maximum Rate of Interest: Not Applicable

(xv) Day Count Fraction: Actual/360

17 Fixed/Floating Rate Note Provisions: Applicable

(i) Issuer Change of Interest Basis: Not Applicable

(ii) Automatic Change of Interest Basis: Applicable if there is an Extended Maturity Date as

provided in paragraph 9 above

(iii) Rate of Interest applicable to the Interest Periods preceding the

Switch Date (excluded):

Determined in accordance with Condition 5(b), as though the Note was a Fixed Rate Note with further variables set out in item 15 of these Final Terms

(iv) Rate of Interest applicable to the Interest Periods following the

Switch Date (included):

Determined in accordance with Condition 5(c), as though the Note was a Floating Rate Note with further

variables set out in item 16 of these Final Terms

(v) Switch Date: Maturity Date

(vi) Minimum notice period required for

notice from the Issuer: Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18 Call Option: Not Applicable

19 Final Redemption Amount of each

**Note:** €100,000 per Note of €100,000 Specified Denomination

20 Early Redemption Amount:

Early Redemption Amount of each Note payable on redemption for illegality

(Condition 6(g)): Condition 6(g) applies

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

21 Form of Notes: Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer form (au porteur)

(ii) Registration Agent: Not Applicable

(iii) Temporary Global Certificate: Not Applicable

22 Financial Centre relating to payment dates for the purposes of Condition

7(g): Not Applicable

23 Payment on non-Business Days: As per Conditions for the Interest Periods preceding and

including the Switch Date and Modified Following for

the Interest Periods following the Switch Date

24 Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons

mature): Not Applicable

25 Redenomination provisions: Not Applicable

26 Consolidation provisions: Not Applicable

### 27 Masse (Condition 10):

(i) Representative: Name and address of the Representative:

**MCM** Avocats

10, boulevard Malesherbes

75008 Paris France

represented by Maître Antoine Lachenaud

Partner at MCM Avocat law firm

(ii) Alternate Representative: Name and address of the alternate Representative:

Maître Philippe Maisonneuve

Partner at MCM Avocats law firm

10, boulevard Malesherbes

75008 Paris France

(iii) Remuneration of the Representative: The Representative will receive a remuneration of €450

(excluding taxes) per year for the entire Series referred

to herein.

(iv) Sole Noteholder: Not Applicable

(v) Issue outside France: Not Applicable

#### **GENERAL**

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per cent. producing a sum

of: Not Applicable

## **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 35,000,000,000 Euro Medium Term Note Programme of La Banque Postale Home Loan SFH.

# RESPONSIBILITY

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

Signed on behalf of La Banque I ostale Home Loan SFH:

By:

Duly authorised

Dominique Heckel Directeur Général Délégué

#### PART B – OTHER INFORMATION

#### 1 LISTING AND ADMISSION TO TRADING

(i) Listing: Euronext Paris

(a) Admission to trading: Application has been made by the Issuer (or on its behalf) for

the Notes to be admitted to trading on Euronext Paris with effect

from the Issue Date

(b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading:

Not Applicable

(ii) Estimate of total expenses related to

admission to trading: €10,960

2 RATINGS

Ratings: The Notes have been rated AAA by S&P Global Ratings Europe

Limited.

S&P Global Ratings Europe Limited is established in the European Union and is registered under European Regulation 1060/2009/EC of 16 September 2009 on credit rating agencies, as amended (the "CRA Regulation") and is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk)

in accordance with the CRA Regulation

#### 3 SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) delivered to the Issuer (i) a certificate relating to the borrowing Programme for the 2024 first quarter dated 22 December 2023 and (ii) a certificate relating to the issue of the Notes dated 24 January 2024.

## 4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Bookrunners and Joint Lead Managers and the Co-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 a material interest to the issue. The Joint Bookrunners and Joint Lead Managers, the Co-Lead Managers and their respective 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.

# 5 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

(a) Reasons for the offer: The Notes constitute "Green Notes" and the net proceeds

or an equivalent amount will be used to finance and/or refinance in whole or in part one or more Eligible Green Loans dedicated to the financing of the Eligible Green

Loan categories as defined in the Framework for issuing

green, social and sustainable bonds.

(b) Estimated net proceeds: €745,912,500

6 YIELD – FIXED RATE NOTES ONLY

Indication of yield: 3.151 per cent. per annum in respect of paragraph 15 of

Part A of this Final Terms

Calculated on the basis of the Issue Price on the Issue

Date. It is not an indication of future yield.

7 FLOATING RATE NOTES ONLY – PERFORMANCE OF RATES

(i) Performance of rates: Details of performance of EURIBOR rates can be

obtained free of charge from Reuters.

(ii) Benchmarks: Amounts payable under the Notes will be calculated by

reference to EURIBOR which is provided by EMMI. As at the date hereof, EMMI appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of Regulation (EU)

2016/2011 dated 8 June 2016, as amended.

8 OPERATIONAL INFORMATION

ISIN: FR001400NGT9

Common Code: 275543551

Depositaries:

(i) Euroclear France to act as Central

Depositary: Yes

(ii) Common Depositary for Euroclear

SA/NV and Clearstream Banking, S.A.: No

Any clearing systems other than Euroclear Bank SA/NV and Clearstream Banking, S.A.

and the relevant identification numbers: Not Applicable

Delivery: Delivery against payment

Name and address of Paying Agents: BNP Paribas

(affiliated with Euroclear France under number 29106)

Les Grands Moulins de Pantin

9, rue du Débarcadère

93500 Pantin France

Names and addresses of additional Paying

Agents: Not Applicable

#### 9 DISTRIBUTION

**Method of distribution:** Syndicated

(i) If syndicated, names of the Managers: Joint Bookrunners and Joint Lead Managers

**BNP** Paribas

Crédit Agricole Corporate and Investment Bank

ING Bank N.V. La Banque Postale UBS Europe SE

UniCredit Bank GmbH

**Co-Lead Managers** 

DekaBank Deutsche Girozentrale

Landesbank Hessen-Thüringen Girozentrale Norddeutsche Landesbank – Girozentrale –

(ii) Stabilisation Manager: BNP Paribas

(iii) If non-syndicated, name of Dealer: Not Applicable

U.S. selling restrictions: Regulation S Compliance Category 1

TEFRA not Applicable

Prohibition of Sales to EEA Retail

**Investors:** 

Applicable

Prohibition of Sales to UK Retail Investors: Applicable