**Negotiable Commercial Paper**

**(Negotiable European Commercial Paper - NEU CP)**[[1]](#footnote-1)1

**Guaranteed programme**

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| **Information Memorandum (IM)** | |
| **Name of the programme** | Name of the issuer, NEU CP |
| **Name of the issuer** | Legal name |
| **Type of programme** | NEU CP  This denomination will be used in each relevant section of the IM |
| **Programme size** | In euro |
| **Guarantor(s)** | Name of the guarantor |
| **Rating(s) of the programme** | « Rated » and precise the name(s) of the rating agency (ies)  Or  « not Rated » |
| **Arranger(s)** | Name of the arranger if any or « none » |
| **Introduction advisor** | Name of the introduction advisor if any or « none » |
| **Legal advisor** | Name of the legal advisor if any or « none » |
| **Issuing and paying agent(s) (IPA)** | Name of the Issuing and Paying Agent(s) |
| **Dealer(s)** | Legal name of the dealer(s) if any or « none » |
| **Date of the information memorandum** | DD/MM/YYYY |
| **Update by amendment (if appropriate)** | “None””  or  Purpose of the amendment, date of signature and number of the page in the information memorandum where the amendment is included |

*Drawn up pursuant to articles L 213-1 A to L 213-4-1 of the French monetary and financial code*

A copy of the information memorandum is sent to :

**BANQUE DE FRANCE**

**Direction générale de la stabilité financière et des opérations (DGSO)**

**Direction de la mise en œuvre de la politique monétaire (DMPM)**

**21-1134 Service des Titres de Créances Négociables (STCN)**

**39, rue Croix des Petits Champs**

**75049 PARIS CEDEX 01**

***Avertissement****: cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l’émetteur invite l’investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.*

**The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities :**

<https://www.banque-france.fr/en/monetary-policy/market-financing/commercial-paper-and-medium-term-note-market-neu-cp-neu-mtn>

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| 1. **DESCRIPTION OF THE ISSUANCE PROGRAMME** | | |
| **Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments** | | |
| **1.1** | **Name of the programme** | Name of the issuer, NEU CP |
| **1.2** | **Type of programme** | NEU CP |
| **1.3** | **Name of the issuer** | If a branch, precise “acting through XXX branch” |
| **1.4** | **Type of issuer** | Monetary financial institution, non-financial corporation, special purpose securitization vehicle, local authority, etc…in accordance with Article L. 213-3 of the French monetary and financial code |
| **1.5** | **Purpose of the programme** | Depending on your case :  Enter the following text : “general corporate purposes”  Or  Enter the specific objective of the programme  or  Indicate « Optional[[2]](#footnote-2)\* » |
| **1.6** | **Programme size (maximum outstanding amount) in Euro** | Fill in, expressed in euro.  If the issuances are made in other currencies, indicate also “or any other currency authorized by applicable laws and regulations in force in France at the time of the issue**”** |
| **1.7** | **Form of the notes** | Description of the notes (dematerialised, in bearer form, etc…)  or  Indicate : “Notes of the programme are issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations” |
| **1.8** | **Yield basis** | Indicate “Remuneration is unrestricted” if the three types of remuneration are used (fixed rate, floating rate and/or structured remuneration).  Otherwise, indicate which type of remuneration will be used.  If appropriate, fill in by maintaining or amending the mentions of the previous information memorandum. |
| **1.9** | **Currencies of issue** | Indicate “Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue” |
| **1.10** | **Maturity** | Indicate “The term (maturity date) of the commercial paper shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the commercial paper shall not be longer than one year (365 days or 366 days in a leap year), from the issue date”  If appropriate, fill in by maintaining or amending the mentions of the previous information memorandum. |
| **1.11** | **Minimum issuance amount** | 200 000 euros  Or  Any other amount above the stated value (or equivalent amount in the relevant foreign currency) |
| **1.12** | **Minimum denomination of the notes** | 200 000 euros  And indicate :  “By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this programme is 200 000 euros or the equivalent in the currencies selected at the time of issuance” |
| **1.13** | **Status of the notes** | Indicate « Optional[[3]](#footnote-3)\* » or fill in |
| **1.14** | **Governing law that applies to the programme** | Indicate “French law” or « Optional\* » |
| **1.15** | **Listing of the notes/Admission to trading on a regulated market** | Indicate :  No  Otherwise,  Yes, and indicate the market on which the notes may be listed and traded and, potentially, the hyperlink to the website where the information can be found |
| **1.16** | **Settlement system** | **If Label STEP** : fill in (see list STEP eligible SSS)  **If no Label STEP** : fill in or Indicate « Optional\* » |
| **1.17** | **Rating(s) of the programme** | **Indicate : « Rated » or « not Rated »**  **If Rated, enter :**  • The name(s) of the rating agency (ies) ;  • The direct active hyperlink to the rating of the programme on the rating agency (ies) Website.  **Possibility to include a reference to Annex II**  • And add this reminder : “Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating”. |
| **1.18** | **Guarantor** | Name of the guarantor  If so, precise that the guarantee complies with article D.213-5 of the French monetary and financial code. |
| **1.19** | **Issuing and Paying Agent(s) (IPA) - exhaustive list -** | Indicate the legal names |
| **1.20** | **Arranger** | Indicate :« Optional \*»  or  The legal name |
| **1.21** | **Placement method** | Indicate “direct placement” and/or “placement through dealers” and the names of the appointed dealers if appropriate.  Also indicate :  «The Issuer may subsequently elect to replace any dealer, proceed to direct placement, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer ». |
| **1.22** | **Selling restrictions** | Indicate « Optional [[4]](#footnote-4)\*» or fill in |
| **1.23** | **Taxation** | Indicate « Optional \*» or fill in |
| **1.24** | **Involvement of national authorities** | Indicate « Optional \*» or fill in with “Banque de France” |
| **1.25** | **Contact (s)** | Indicate at least one or more telephone number(s) and e-mail address(es) (ideally generic) |
| **1.26** | **Additional information on the programme** | Indicate « Optional \*» or fill in |
| **1.27** | **Language of the information memorandum which prevails** | Indicate a customary language in the financial sphere other than French.  **In the case where a translation of the information memorandum is provided** :  Indicate which of the two versions shall prevail ;  Mention : “The French (or other customary language) version of the Financial Documentation is only for information purpose”. |

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| **2. DESCRIPTION OF THE ISSUER** | | |
| **Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments** | | |
| **2.A.1** | **Legal name** | Name of the issuer |
| **2.A.2** | **Legal form/status, governing law of the issuer and competent courts** | The issuer shall refer to the courts of law which have jurisdiction over the issuer’s activities (and not over the issuance of notes) |
| **2.A.3** | **Date of incorporation** | DD/MM/YYYY |
| **2.A.4** | **Registered office or equivalent (legal address) and main administrative office** | Full address. Indicate the administrative head office (if different from the legal address).  In the case of an issuer which is the branch office of a non-French resident monetary financial institution, indicate the address of the head office of the issuer and the address of its branch office. |
| **2.A.5** | **Registration number, place of registration and LEI** | Indicate the registration number on the Registry of Trade (or the equivalent) and LEI. |
| **2.A.6** | **Issuer’s mission summary** | Fill in |
| **2.A.7** | **Brief description of current activities** | Provide a brief description of current main activities with reference to the pages of the last annual report where this description is detailed.  If not contained in the documents referred to indent 3°, Article D. 213-9 of the French monetary and financial code, provide :  For the lasttwo financial years a description of the issuer’s main areas of business activity alongside with the turnover indicating the main categories of products groups or services as well as the geographical areas covered. |
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| **2.A.8** | **Capital** | Specify the number and type of securities with the main characteristics (nominal value in euro, overall amount in euro if the capital is subscribed in another currency, etc…) |
| **2.A.8.1** | **Amount of capital subscribed and fully paid** | Indicate the fraction of subscribed capital fully paid |
| **2.A.8.2** | **Amount of capital subscribed and not fully paid** | Indicate the fraction of subscribed capital not fully paid |
| **2.A.9** | **List of main shareholders** | Indicate shareholders holding 5 % or more of the share capital of the issuer |
| **2.A.10** | **Regulated markets on which the shares or debt securities of the issuer are listed** | Name of the regulated markets on which the shares or debt securities of the issuer are listed. (Indicate, if possible, the hyperlink (s) websites to these information)  If no shares or debt securities are listed, indicate « not applicable ». |
| **2.A.11** | **Composition of governing bodies** | Indicate the references to the relevant pages of the annual report where the composition of governing bodies is provided.  Otherwise, or if it has changed at the effective date of the information memorandum, indicate the composition of governing bodies. |
| **2.A.12** | **Accounting method for consolidated accounts (or failing that, for the annual accounts)** | Fill in |
| **2.A.13** | **Accounting year** | Starting on [DD/MM], ending on [DD/MM] |
| **2.A.13.1** | **Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts** | DD/MM/YYYY |
| **2.A.14** | **Fiscal year** | Indicate « Optional[[5]](#footnote-5)\*»  Or  Fill in with “Starting on [DD/MM], ending on [DD/MM]” |
| **2.A.15** | **Auditors of the issuer, who have audited the issuer’s annual accounts** |  |
| 2.A.15.1 | Auditors | Indicate names and addresses of the audit firms and alternates (if necessary). |
| 2.A.15.2 | Auditors report on the accuracy of the accounting and financial information | Refer to the relevant pages in the last two years annual reports where appear auditors reports on the accuracy of the accounting and financial information (annual accounts and, if relevant, consolidated accounts).  Otherwise, directly incorporate the abovementioned reports in the information memorandum (Cf. Annex III). |
| **2.A.16** | **Other equivalent programmes of the issuer** | Brief description of equivalent securities issuance programmes, including applicable maximum outstanding amounts and the name of the relevant short and medium term markets (Euro Commercial Paper, USCP,…) |
| **2.A.17** | **Rating of the issuer** | Indicate « Optional[[6]](#footnote-6)\* »  or  Fill in with :  • « Rated » and indicate the name(s) of the rating agency/ies.  or  • « not Rated » |
| **2.A.18** | **Additional information on the issuer** | Indicate « Optional \*» or fill in |

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| **2. B. Description of the guarantor**  Should the debt securities be guaranteed, the information memorandum shall provide the same information for the guarantor as for the issuer. |
| Provide, for the guarantor, the same information as above for the issuer, for items from 2.A.1 to 2.A.18 |

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| **CERTIFICATION OF INFORMATION FOR THE ISSUER** | | | |
| **Articles D. 213-5 et D. 213-9, 4°of the French monetary and financial code and subsequent amendments** | | | |
| **3.A.1** | **Person(s) responsible for the information memorandum concerning the NEU CP programme** | Full name(s) and position within the issuer | |
| **3.A.2** | **Declaration of the person(s) responsible for the information memorandum concerning the NEU CP programme** | **Example of wording :**  «To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information ». | |
| **3.A.3** | **Date, place of signature, signature** | Under the form DD/MM/YYYY | |
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| |  |  |  | | --- | --- | --- | | **Certification of information for the Guarantor** | | | | **3.B.1** | **Person(s) responsible for the financial documentation concerning the NEU CP programme for the Guarantor** | Full name(s) and position within the guarantor. | | **3.B.2** | **Declaration of the person(s) responsible for the financial documentation concerning the NEU CP programme for the Guarantor** | **Example of wording :**  «To the best of my knowledge, the information provided by the guarantor in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information ». | | **3.B.3** | **Date, place of signature, signature** | Under the form DD/MM/YYYY | | | |
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| **ANNEXES** | | | | |
| **Annex**  **I** | | **Guarantee** | Insert the guarantee and the certification of the guarantee | |
| **Annex**  **II** | | **Rating(s) of the programme** | If appropriate, indication of the direct hyperlinks to the website(s) of the relevant rating agency (ies) where the rating of the programme is available | |
| **Annex**  **III** | | **Documents available to the shareholders annual general meeting or the equivalent body[[7]](#footnote-7)** | Annual reports of the last two financial years (if possible, add the hyperlink (s) websites to these information)  Or  If there is no annual reports :  • Insert auditor’s reports on the accuracy of the accounting and financial information regarding the abovementioned accounts at the end of the information memorandum.  • Send to the Banque de France the documents available to the shareholders annual general meeting or the equivalent body, including notably the annual and, where appropriate, consolidated accounts. | |
| **Annex**  **IV** | | **Amendment, if appropriate, under electronic and paper form (signed)** | Include the amendment or indicate “None” | |

1. ***1*** ***Trade name of the notes defined in article D.213-1 of the French monetary and financial code*** [↑](#footnote-ref-1)
2. \*Optional : information that the issuer may not provide because it is not required by French regulation [↑](#footnote-ref-2)
3. \*Optional : information that the issuer may not provide because it is not required by French regulation [↑](#footnote-ref-3)
4. \*Optional : information that the issuer may not provide because it is not required by French regulation [↑](#footnote-ref-4)
5. \*Optional : information that the issuer may not provide because it is not required by French regulation [↑](#footnote-ref-5)
6. [↑](#footnote-ref-6)
7. **The information set out in Article D. 213-9 of the Monetary and Financial Code, including documents made available to the General Meeting of Shareholders or the body acting in its stead, shall be communicated to any person who so requests, in accordance with Article D. 213-13 of the French monetary and financial code.** [↑](#footnote-ref-7)