

This guide will be online at a later date by clicking on the "help" button at the bottom of the portal screen.

July 10, 2024



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Foreword

This document aims to answer recurring questions and to facilitate navigation on the Banque de France web portal of the NEU CP - NEU MTN market.

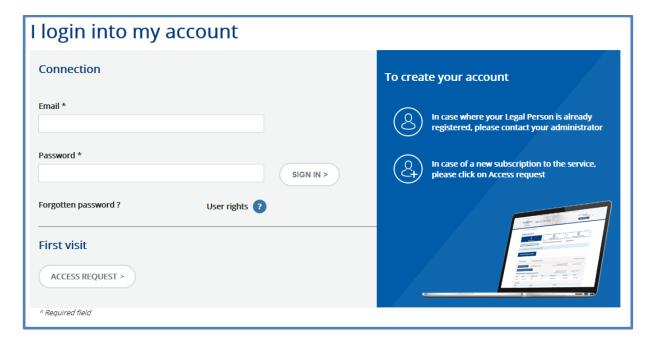
The web portal is the digital platform enabling issuers and/or their advisers as well as their issuing and paying agent and their guarantors to access the NEU CP / NEU MTN market in order to update the Information Memorandum (IM).

Navigation on the portal is possible in French or English. The same applies to the drafting of IM.

How to access the private portal?

Click on the link below:

https://eucpmtn.banque-france.fr



1 Information Memorandum (IM)

1.1 General information

Prior to the issuance of NEU CP or NEU MTN, issuers file a draft information memorandum(IM) with the Banque de France.

The IM includes:

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- A presentation of the programme;
- A presentation of the legal and financial situation of the issuer (or its guarantor in the case of a programme benefiting from a first demand guarantee);
- The documents made available to the annual General Meeting of shareholders (or of the entity having the equivalent role) that approved the financial statements for the previous financial year.

The portal makes it possible to create this IM by filling in the following tabs:

- "Entity description" (issuer and guarantor if applicable, the latter to be completed by the guarantor);
- "Programme description".

The "Entity description" will be shared in order to be associated to each programme of the issuer making up an IM;

In the event that one of the programmes is written in English, an "entity description" should also be drawn up in English.

The date of the Annual General Meeting of shareholders ("AGM") having approved or having to do so the annual accounts is the backbone of the application. Its indication opens the possibility to download, on the portal, the documents made available to shareholders at the last AGM.

At each stage of data entry, it is possible to generate an IM in "word" format (button at the bottom of the screen) in order to be able to check the result of the data entry or to be able to send the document to any person likely to be involved in the process or to the lawyers in charge of the file.

To be able to transmit a data entry (entity description or programme description) to the compliance examination carried out by the Banque de France, you must click on "validate" (the Entity or Programme description).

The Banque de France will only examine compliance and, if necessary, make comments on the information entered when the IM is considered complete, i.e. when the BdF has received on the portal, at the very least, the entity description and a programme description (following the change from "in progress" to "being checked by the BdF" after having clicked on "validation" of these descriptions).

Prerequisites: The issuer, whether or not it delegates the drafting of the IM to a Third Party Redactor (Cf. 1st connection guide), must first always create the IM. The delegation to a Third Party Redactor can only be carried out after this first step. Only the "Administrator" or "Responsible" profiles are authorised to carry out the IM creation process, and the "Responsible" or "Redactor" profiles can then be entrusted with the drafting.

WARNING: Remember to make a regular record of the data entered or downloaded, in order to keep track of the data entry (so that you can interrupt and resume your work a later).

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1.1.1 Date of the Annual General Meeting ("AGM") approving the annual financial statements

The date of the annual general meeting of shareholders (or the body holding the meeting) (AGM) is the "pivot" of the portal to manage the updating of the IM.

It must be indicated as soon as the issuer knows it.

Depending on the situation over time in relation to that date, the IM must be :

- Updated once a year, regulatory minimum, for a completion within 45 days of the AGM;
- Updated on a one-off basis (the next AGM has not yet taken place).

Its indication opens up the possibility of downloading, on the portal, the documents made available to shareholders at the AGM, for both issuers and guarantors.

Thus, by entering a date for the AGM to be held on 30 June 2021, the 2020 annual report, which is subject to approval by the AGM in 2021, can be downloaded from the portal.

1.1.2 Entering the AGM date of an entity (issuer and/or guarantor)

It must be entered in the screen below.

To get there, click on the "Entity Description" button and then "Modify".

A calendar appears to select the date.



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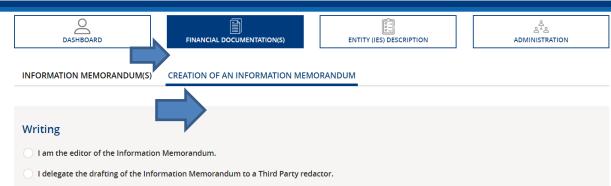


2 Creating an IM

2.1 Creating an IM

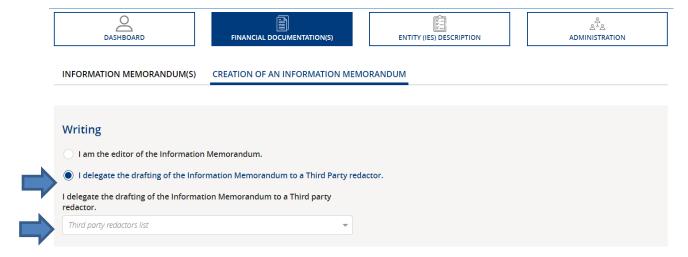
<u>As an issuer,</u> to be able to create an IM, the user must have the administrator or responsible profile. Clicking on the "Financial Documentation(s)" menu and then the "Creation of an Information Memorandum" submenu opens access to a form with the main characteristics to be filled in.

When you click on the "Generate" button, the portal proposes a name for the issue programme. The user is free to modify or keep it.



2.2 Delegating the drafting of an IM to a Third Party Redactor.

As issuer, the user has the possibility to delegate the drafting of an IM to a Third Party Redactor. To do so, when creating the IM, the user must tick "I delegate the drafting of the Information Memorandum to a third-party redactor" and then select the desired third-party redactor in the drop-down list.



<u>Prerequisite:</u> the third party redactor must be registered on the portal beforehand in order to be selectable.

<u>Notification:</u> the Third Party Editor is notified of his or her appointment when the programme is generated.

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2.3 Withdrawing the delegation of an IM mistakenly given to a Third Party Redactor.

The user can at any time add/replace/delete the third party redactor of a programme from the "Programme Administration" screen.

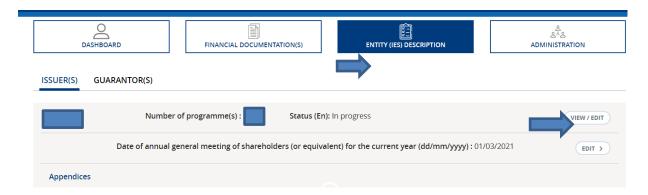
See below 8.3.2

2.4 Indicating the AGM date of an entity (issuer and / or guarantor)

See 1.2.2 above

2.5 Describing the entity (issuer or guarantor)

To access the entity description form, the user must click on the "entity description" button, select the "issuer" or "guarantor" tab, and then click on the "view/edit" button.



2.5.1 Describing the composition of the Management

The information to be provided is at the issuer's discretion. It may concern the composition of the administrative bodies (Board of Directors and Chief Executive Officers; Executive Board and Supervisory Board; etc.), possibly supplemented by that of the Executive Committee.

The text box allows to refer to the page numbers of the annual report where the information appears or to describe the composition of the Management Board in a free format.

2.5.2 Adding one (or more) graphs related to the activity

The transmitter can insert graphics in the following formats: JPG; JPEG; PNG; BMP et PDF with a limit of 32 Mo.

2.5.3 Indicating the maturity date of listed debt securities

If the issuer benefits from a rating exemption for its issuance programme based on the listing of debt securities on a regulated market in the European Economic Area or on a market outside the European

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Economic Area recognised as equivalent by the European Commission, please specify the maturity date of the debt securities concerned.

2.5.4 Indicating the accounting standards for social data

If the issuer produces corporate financial statements in accordance with national standards, please specify the regulations applicable to such standards.

2.5.5 Indicating the amount of the share capital and its distribution (holding ratio)

The information to be provided only concerns shareholders holding at least 5% of the issuer's share capital.

If a distinction is made between the percentage of share capital and the percentage of voting rights, please indicate this.

2.5.6 Downloading the annexes (in step 4) of the description Entity and accepted formats

It is possible to provide a universal registration document (URD) or an annual report, provided that all of these documents include the information made available to shareholders at the AGM that approved the financial statements for the previous financial year (in particular the management report, the corporate and, where applicable, consolidated financial statements, accompanied by the reports of the statutory auditors (CAC).

If this summary document does not exist, it is necessary to download all of the documents mentioned above.

To download the appendices, go to step 4 and select the year of the annual general meeting that approved the document to be downloaded.

Click on "File" to download it.



Checking the "Authorisation to publish" box allows the document to be published on the Banque de France's public portal.

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Entering a URL address for direct access to the document generates its insertion in the IM in the form of an active hypertext link.

The accepted formats are: JPG; JPEG; PNG; BMP et PDF dans une limite de 32 Mo.

2.5.7 Validating the entity description

To validate the description of the entity, click on the "validate" button in the 4th step "Annexes" after having downloaded at least one of the requested annexes.

The description will then be given the status "Submitted" and can no longer be modified until the Banque de France has completed its review, of which you be notified by e-mail.

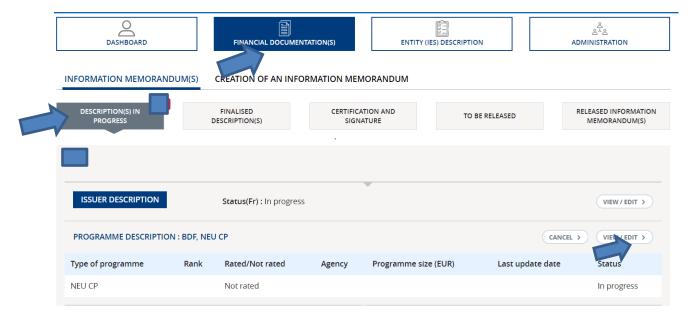
It will return the description to the status "in progress" and will be accompanied by comments to be taken into account.

Reminder: The Banque de France will only carry out a compliance review and, if necessary, express comments on the information entered when the IM is considered complete, i.e. when the BdF has received on the portal, at the very least, the entity description and a programme description (following the transition from the "in progress" status to the "Submitted" status after having clicked on "validation" of these descriptions).

2.6 Describing the issuing programme

Click on the "Financial Documentation" menu, then on the "Current Description" sub-menu and then click on the "View/Edit" button of the desired description.

To be editable, descriptions must be in "In progress" status.



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2.6.1 Designate the guarantor of a programme

Select the "Yes" button under the "Guarantee" heading in the programme description, then select the guaranty type from the "guaranty type" drop-down list.



Prerequisites: The guarantor must be previously registered on the portal in order to be selectable.

<u>Notification</u>: The guarantor is notified of its appointment the first time the programme description is changed to "submitted".

- If the guarantor is also an issuer on the market, when the IM is generated, a hypertext link to the guarantor's IM published on the BdF website will enable a continuously updated description of the guarantor to be consulted.
- If the guarantor is not, a "guarantor" description must be provided.

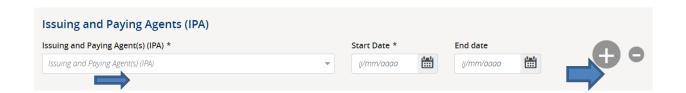
2.6.2 Designating one (or more) issuing and paying agent(s) for an issuance programme

It is necessary to define the date of conclusion of the contract from which an issuing and paying agent can intervene on the issuance programme.

For issuers already present on the market, a date is proposed (based on the transfer of historical data). It can be refined by looking up the contract signed in the past with the issuing and paying agent or by mentioning the date of the first IM approved when the issuer entered the market.

To appoint an issuing and paying agent for a programme, select it from the drop-down list proposed in the 2nd step "Administrative information" of the programme description.

To add more than one, click on the "+" icon.



Prerequisite: the issuing and paying agent must be registered on the portal beforehand to be selectable.



Notification: the issuing and paying agent is notified of his appointment the first time the programme description is changed to "under verification" status.

2.6.3 Indicating the rating of the programme

If the rating is not yet known (rating process in progress with the selected agency), do not complete. This information will be updated at a later date

2.6.4 Indicating the status (rank) of the notes

The purpose is to indicate the rank of subordination of the securities in the programme in the event that the issuer issues securities with different subordination characteristics, in terms of priority of redemption.

2.6.5 Indicating the settlement system

Complete with "YES" or "OPTIONAL". The proposed drop-down list indicates the exact name of the CSD, which is useful for possible contacts to be made in the context of the verification of statistical data transmitted by the issuing and paying agent to Banque de France.

2.6.6 Label STEP / Other information about the programme

Part 4 of the application for the STEP label should be managed via "other information / programme", which allows the addition of other information about the programme.

Part 4 "Application for Label STEP" will, in the near future, appear automatically in the IM (between the certification page and the annexes) if Label STEP is selected in the Label field.

Please click on:

- at the "beginning of the IM": add information about the programme just after the cover page (e.g. BRRD, Bail-in, TLAC & MREL, MIFID II...) ;
- at the "end of the IM": add information about the programme just after the appendices: e.g. STEP label

4. INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL

An application for a STEP label for this Programme will be made to the STEP Secretariat in relation to the Notes eligible under the STEP Market Convention. Information as to whether the STEP label has been granted for this Programme in relation to such Notes may be made available on the STEP market website (initially www.stepmarket.org). This website is not sponsored by the Issuer and the Issuer is not responsible for its content or availability.

Unless otherwise specified in this Information Memorandum, the expressions "STEP", "STEP Market Convention", "STEP label", "STEP Secretariat", and "STEP market website" shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 19 May 2015 and adopted by the European Money Markets Institute and Euribor-ACI (as amended from time to time).

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2.6.7 Translation of the IM Label STEP

It is possible to add a translation of the IM by loading an appendix in part "Appendices" of the "programme description".

You can use the Template on line on the web site of the Banque de France.

https://www.banque-france.fr/politique-monetaire/financements-de-marche/marche-des-titres-negociables-court-et-moyen-terme/acceder-au-marche-actualiser-sa-documentation-financiere

Or Adopt a free format, at your convenience.

2.6.8 Validation of the programme description

Click on the "Validate" button in the 4th step "Other information".

The description will then be set to the status "Under verification" by the Banque de France and can no longer be modified.

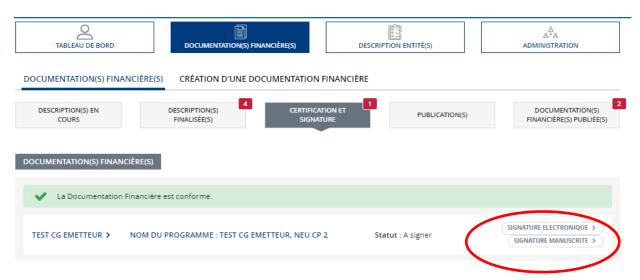
Reminder: The Banque de France will only carry out the compliance review and, if necessary, make comments on the information entered when the IM is considered complete, i.e. when the BdF has received the <u>entity description</u> and a <u>programme description</u> on the portal (following the change from "in progress" to "being verified by the BdF" status after clicking on "validate" these descriptions).

3 Signing the IM

<u>Prerequisite</u>: the descriptions of the issuer and programme are no longer subject to remarks by the Banque de France.

On receipt of the notification that the IM is ready to be downloaded for signature and sent to the Banque de France, click on the "Financial documentation" menu and then on the "Certification and signature" sub-menu.

Since March 21, 2024, in addition to manual signature, the Banque de France has offered to issuers of negotiable debt securities, the option of using SIGNELEC solution to sign their IMs electronically (subject to prior installation of technical prerequisites).



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3.1 Electronic signature

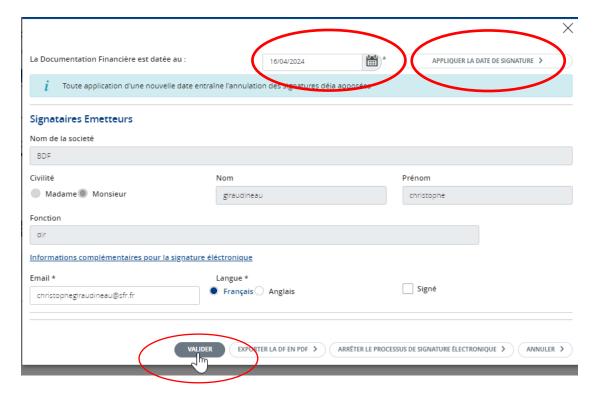
Technical requirements:

- Possession of a qualified certificate issued by a qualified eIDAS certification authority. The list of certification authorities is available at the following link: https://eidas.ec.europa.eu/efda/tl-browser/#/screen/home
- Install two certificate recognition software packages (action to be carried out internally) in accordance with the terms specified in the guide "Eidas Qualified Electronic Signature Technical Prerequisites Guide" available on the Banque de France website at the following link: How to access the NEU CP NEU MTN market and update an information memorandum | Banque de France (banque-france.fr">hanque-france.fr)

To sign electronically, please consult the guide "eIDAS Qualified Electronic Signature – User guide" procedure available on the Banque de France website at the following link: <u>How to access the NEU CP – NEU MTN market and update an information memorandum | Banque de France (banque-france.fr)</u>

Enter the date on which the IM was signed (see screen below), then click on 'Apply signature date' and finally click on 'Validate'.

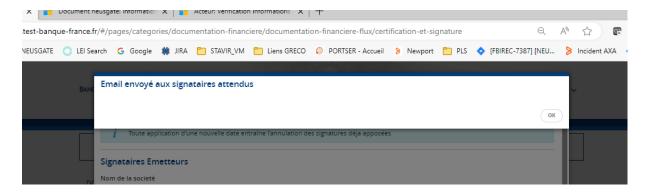
The signatory fields are already pre-filled, as they were entered in step 2 (general information).



Following validation, an e-mail inviting the signatories to sign the IM will be sent to each of them.

The IM writer will also be informed by e-mail that the signatories can sign, and a copy of the document to be signed will be attached to the e-mail.





When all signatories to the IM have signed electronically, the writer receives an e-mail notifying him that the IM signature process has been completed, with a link to upload the signed document. To be noted that a copy of the signed document is also automatically sent to the Banque de France.

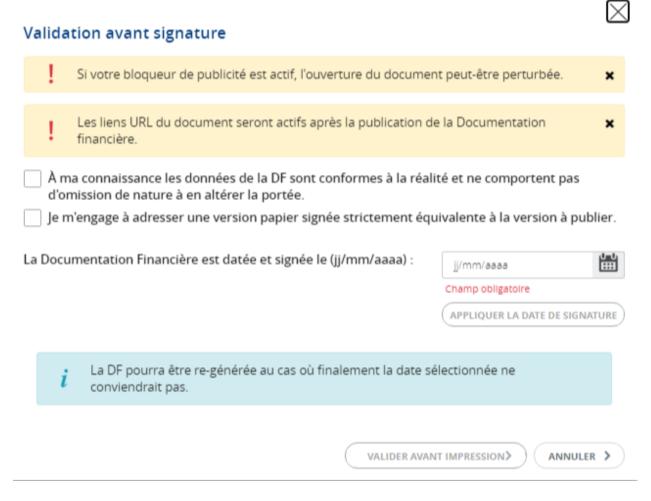
3.2 Manual signature

Enter the date on which the DF was signed (see screen below), then click on "Validate before printing". This button becomes clickable when all boxes are checked.

The DF can then be downloaded by clicking on the "Validate before printing" button.

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The signed IM must then be sent to the Banque de France:

- by post, by registered mail with acknowledgement of receipt (LR/AR)

As a reminder, mail should be 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) S2B-1134 Service des Titres de Créances Négociables (STCN) 39, rue Croix des Petits Champs 75049 PARIS CEDEX 01

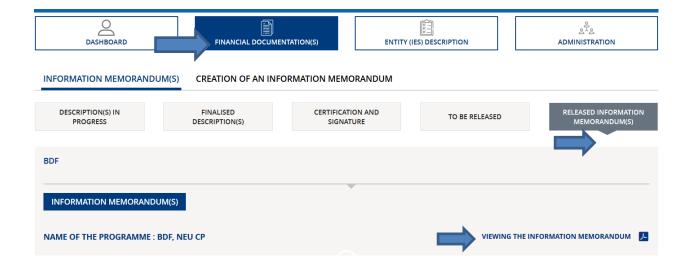
> - and electronically, as an e-mail attachment (PDF version of the scan of the signed version mentioned above) to the following address: neucpmtn.issuers@banque-france.fr

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4 Consult the IM published

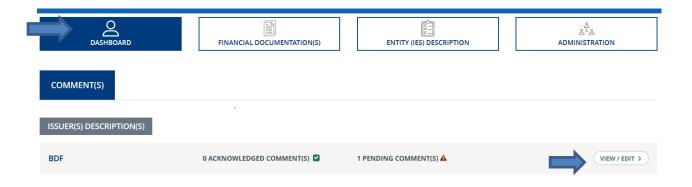
Upon receipt of notification that the IM has been published by the Banque de France, the user clicks on the "Financial Documentation" menu and then on the "Published Financial Documentation(s)" sub-menu. The IM can be viewed and downloaded by clicking on the "View Financial Documentation" button.



5 Taking into account the Banque de France remarks

5.1 Consulting the Banque de France remarks

In the dashboard screen, pending or taken into account comments are distributed according to the commented descriptions. To access the descriptions with comments to be taken into account, click on the "View/Edit" button.

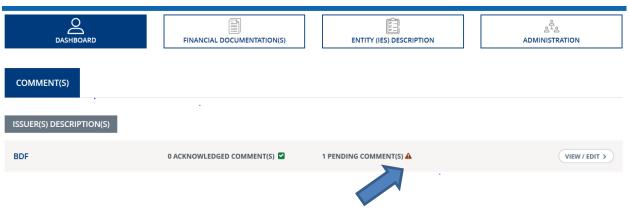


Remarks are represented by a "! "to the right of the relevant field.

When you click on this symbol, the remark appears.

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5.2 Taking into account a remark

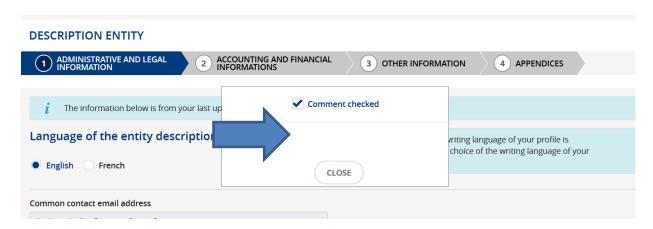
Clicking on the red symbol "!", allows you to access the remark made by the Banque de France.

Once the modification has been made, tick the "Comment taken into account" box.

The symbol " ! " symbol is then replaced by a tick on a green background « $\ensuremath{\male}$ » indicating that the comment has been taken into account.

NB: all comments must have been adressed in order to finalize an IM.

Reminder: the Banque de France will only be able to carry out the compliance review and express any remarks/comments once the IM is complete, i.e. the BdF will have received on the portal, at the very least, the entity description and a programme description (click on "validation" for these 2 descriptions).



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6 Modifying / updating an IM

6.1 Updating an IM

Caution: No IM update to do for BMTN¹ programmes.

Unlock the relevant description (entity then NEU CP or NEU MTN programme only) by clicking on the "Update" button.

The description will change from "Complete" to "In progress" status.



Prerequisite: the entity / issuing programme description must be in "complete" status to be updated.

Reminder: each IM must be updated at least once a year (minimum regulatory requirement) within 45 days of the AGM approving the accounts (or the body acting in its stead).

6.2 Modifying the issuing and paying agent

6.2.1 Adding an issuing and paying agent

See 2.6.2 above

First add the new issuing and paying agent before deleting the old one (article 5 of the decree of 30/5.2016).

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¹ They appear in your dashboard due to the presence of outstandings that have not reached maturity yet. They have the same ID as the NEU MTN with similar characteristics on which issues are now carried out

In this context, the issuer carries out an overall update of the Information memoradum, as for the annual update.

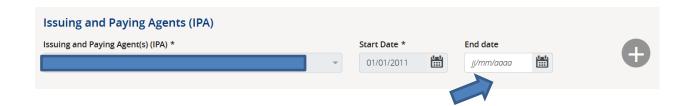
6.2.2 Removing an issuing and paying agent

See paragraph 2.6.2 above. Ending the designation of an IPA

Prerequisite: having no outstanding notes (not yet matured) declared by this issuing and paying agent to the Banque de France.

Process: in step 2 "Administrative information" of the programme description, enter an "end date" for the issuing and paying agent concerned. This entry will end the relationship from the date entered.

Notification: the issuing and paying agent is notified of the end of its role of IPA for the issuing programme concerned.



7 Administration

Preamble: for more details on roles and profiles, please refer to the 1st Login Guide.

7.1 Legal entity administration

To add or delete a role to an entity, send a request by e-mail to the Banque de France at the following address:

mail address: neucpmtn.issuers@banque-france.fr

7.2 User administration

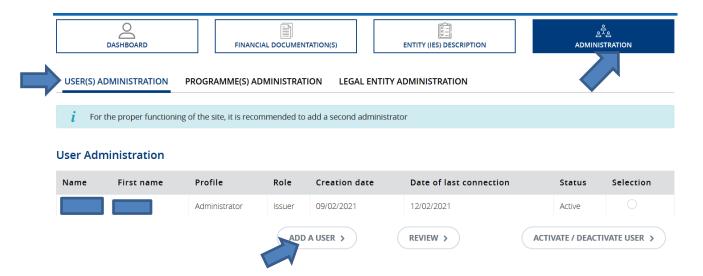
7.2.1 Adding a user

Click on the "Administration" menu and then on the "User Administration" sub-menu.

Then click on the "Add a user" button to access the screen for entering the required information.

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Prerequisite: To access this feature, the user must have the Administrator profile.

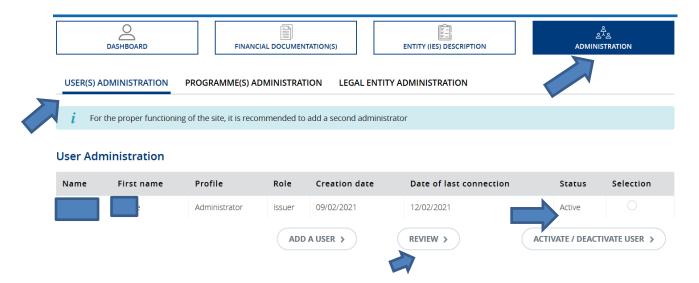
Notification: once the information has been validated, the user will receive his accreditation to the portal by e-mail.

7.2.2 Consulting a user's file

Click on the "Administration" menu and then on the "User(s) administration" sub-menu.

Select the user in the table and click on the "View" button.

As a reminder, a user can represent an entity with several roles². On the other hand, an individual can only have one profile (administrator, responsible, editor or reader).



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² A person user may represent a credit institution in its role as issuer, guarantor or even as third party redactor or issuing paying agent.



7.2.3 Adding or deleting a role to a user

As the administrator, the only user authorised to perform this action, click on the "Administration" menu and then on the "User(s) Administration" sub-menu.

Select the user in the table, then click on the "View" button, to access the information. To unlock the roles, click on the "Modify" button, make the modifications and validate.



<u>Prerequisite</u>: To access this feature, the user must have the administrator profile. The composition of the role choice list is dependent on the roles of the entity.

7.2.4 Changing a user's profile

As the administrator, the only user authorised for this action, click on the "Administration" menu and then on the "User Administration" sub-menu.

Select the user in the table, click on the "View" button and access his information.

To unlock the profile, click on the "Modify" button, make the modifications and validate them.



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<u>Prerequisite:</u> To access this feature, the user must have the administrator profile.

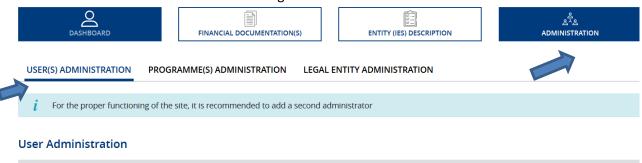
As a reminder, it is advisable to have at least two users with the "Administrator" profile in an entity, in order to be able to continue to access the portal and make changes to it, in the event that one of them leaves / becomes unavailable.

7.2.5 Activating / desactivating a user

As the administrator, the only user authorised for this action, click on the "Administration" menu and then on the "User(s) Administration" sub-menu.

Select the user in the table, click on the "Activate / Deactivate a user" button.

The action is taken into account after clicking on "validation".



Name First name Profile Role Creation date Date of last connection Status Selection Pubellier 09/02/2021 12/02/2021 Karine Administrator Issuer Active ADD A USER > REVIEW > ACTIVATE / DEACTIVATE USER >

<u>Prerequisite</u>: in order to access this feature, the user must have the administrator profile.

7.3 Programme administration

7.3.1 Duplicating a program

To quickly create a new programme, the "duplicate" function allows you to copy the descriptive information from a first existing programme so that you only have to make a few minor changes to the portal.

Prerequisite: to access this functionality, the user must have the administrator or responsible profile.

Click on the "Administration" menu and then on the "Programme Administration" sub-menu.

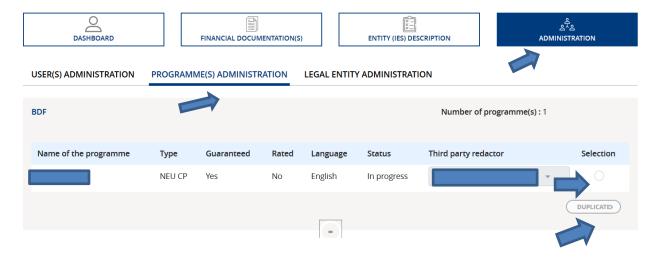
Select the program to be duplicated from the table.

Click on the "Duplicate" button.

When you click on it, the portal suggests a programme name. The user is free to change the name or to keep the one proposed.

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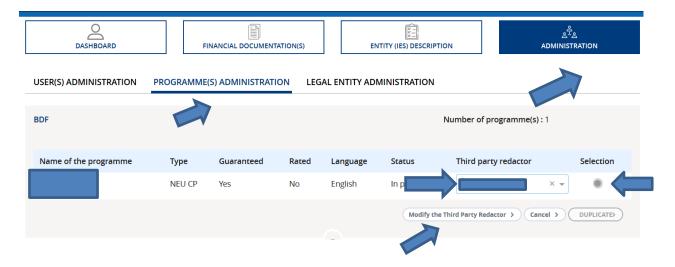
7.3.2 Changing or terminating the designation of a third party redactor on the IM of a programme

Prerequisite: to access this functionality, the user must have the administrator orresponsible profile.

Click on the "Administration" menu and then on the "Program(s) Administration" sub-menu.

Select the issuing programme from the table.

Click on the drop-down menu. The user can designate, program by program, a Third Party redactror. When the choice is made, confirm it by clicking on the "Modify the Third Party Redactor" button.



7.3.3 Dropping out of a programme (before it has been fully completed)

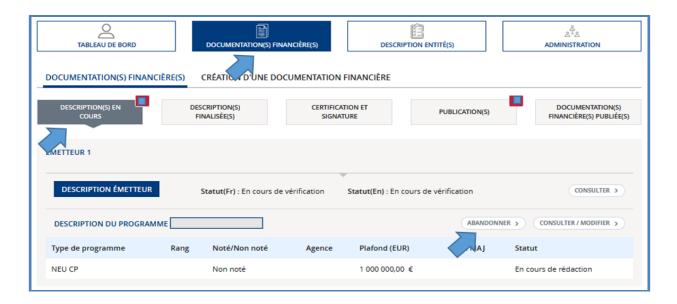
Prerequisite: Only a programme that has not yet been validated can be dropped. In order to access this functionality, the user must have the administrator or responsible profile.

Click on the "Financial documentation(s)" menu and then on the "Current description" sub-menu.

Select the programme description to be abandoned and click on the "Abort" button.

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7.3.4 Market withdrawal or withdrawal of Program(s)

Please contact the short and medium term securities division: neucpmtn.issuers@banque-france.fr

After having checked the absence of outstanding amounts on the programmes to be withdrawn from the market, send a detailed request to the Banque de France by registered mail with acknowledgement of receipt signed by the head of certification of the IM.

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