

THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE "*CONDITIONS DEFINITIVES*" DATED THE DATE OF THIS DOCUMENT PREPARED BY UNEDIC. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THESE DOCUMENTS, THE RELEVANT STATEMENTS OR ITEMS OF THE FRENCH LANGUAGE "*CONDITIONS DEFINITIVES*" SHALL PREVAIL.

**Final Terms dated 17 March 2025**

Unédic

**Issue of € 2,000,000,000 3.375 per cent. Notes due 25 November 2033  
benefiting from the unconditional and irrevocable guarantee of the French State**

under the € 60,000,000,000 Euro Medium Term Note Programme  
of UNEDIC to the service of employment

**Series No.: 36**

**Tranche No.: 1**

Issue Price: 99.244 per cent

**CREDIT AGRICOLE CIB  
J.P. MORGAN  
NATIXIS  
NATWEST  
SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING**

Joint Lead Managers

**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 consideration the five categories referred to in item 19 of the Guidelines published by the 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 of the European Parliament and of the Council dated 15 May 2014, 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 / eligible counterparties and professional clients** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**") and (ii) all channels for distribution 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.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the information memorandum dated 1 August 2024, as updated on 6 March 2025 (“**Information Memorandum**”).

This document constitutes the Final Terms relating to the issue of the notes (the “**Notes**”) described hereafter and contains the definitive terms of the Notes. These Final Terms supplement the Information Memorandum relating to the Programme of issuance and must be read in conjunction therewith.

The Final Terms and the Information Memorandum (as amended, as the case may be) are available on the Issuer's website ([www.unedic.org](http://www.unedic.org)), and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Issuer:</b>                       | Unédic                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>2. Guarantee:</b>                    | Applicable<br><br>Unconditional and irrevocable guarantee from the French State granted pursuant to (i) Article 149 of 2025 budget law no. 2025-127 dated 14 February 2025 (French <i>loi de finances pour 2025</i> ) and (ii) the Order ( <i>arrêté</i> ) of the Minister for Economy, Finance and industrial and digital sovereignty dated 17 February 2025 published in the <i>Journal Officiel</i> of the Republic of France on 28 February 2025. |
| <b>3. (i) Series Number:</b>            | 36                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>(ii) Tranche Number:</b>             | 1                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>4. Specified Currency:</b>           | Euro ("€")                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5. Aggregate Nominal Amount:</b>     |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (i) Series:                             | € 2,000,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (ii) Tranche:                           | € 2,000,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>6. Issue proceeds:</b>               |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (i) Gross issue proceeds:               | € 1,984,880,000                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (ii) Estimated net issue proceeds:      | € 1,981,880,000                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>7. Issue Price:</b>                  | 99.244 per cent. of the Aggregate Nominal Amount                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>8. Denomination:</b>                 | € 100,000                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>9. Number of Notes issued:</b>       | 20,000                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>10. (i) Issue Date:</b>              | 19 March 2025                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>(ii) Interest Commencement Date:</b> | Issue Date                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>11. Maturity Date:</b>               | 25 November 2033                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>12. Interest Basis:</b>                                       | 3.375 per cent. <i>per annum</i> Fixed Rate ( <i>further particulars specified below</i> )                                                                                                                                            |
| <b>13. Redemption/Payment Basis:</b>                             | Redemption at par                                                                                                                                                                                                                     |
| <b>14. Change of Interest Basis or Redemption/Payment Basis:</b> | Not Applicable                                                                                                                                                                                                                        |
| <b>15. Option:</b>                                               | Not Applicable                                                                                                                                                                                                                        |
| <b>16. Date of authorisations for issuance of Notes:</b>         | Decision of the Board of directors dated 29 January 2025 setting the terms for determining the characteristics of the issue and authorising Christophe Valentie, <i>directeur général</i> of the Issuer, to determine its final terms |
| <b>17. Method of distribution:</b>                               | Syndicated                                                                                                                                                                                                                            |

#### PROVISIONS RELATING TO INTEREST PAYABLE

- |                                                                                        |                                                                                                                                                                                                                                                                                   |
|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>18. Fixed Rate Notes Provisions:</b>                                                | Applicable                                                                                                                                                                                                                                                                        |
| (i) Rate of Interest:                                                                  | 3.375 per cent. <i>per annum</i>                                                                                                                                                                                                                                                  |
| (ii) Interest Payment Dates:                                                           | 25 November in each year and for the first time on 25 November 2025.<br>There will be a short first coupon in respect of the first Interest Period, from and including the Interest Commencement Date up to, but excluding, 25 November 2025 (the " <b>Short First Coupon</b> "). |
| (iii) Fixed Coupon Amounts:                                                            | € 3,375 per € 100,000 in Denomination                                                                                                                                                                                                                                             |
| (iv) Broken Amount(s):                                                                 | € 2,320.89 per € 100,000 in Denomination in respect of the Short First Coupon                                                                                                                                                                                                     |
| (v) Day Count Fraction:                                                                | Annual ACT/ACT - ICMA                                                                                                                                                                                                                                                             |
| (vi) Determination Dates:                                                              | 25 November in each year commencing 25 November 2025                                                                                                                                                                                                                              |
| (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable                                                                                                                                                                                                                                                                    |
| <b>19. Floating Rate Notes Provisions:</b>                                             | Not Applicable                                                                                                                                                                                                                                                                    |

**PROVISIONS RELATING TO REDEMPTION**

- 20. Call Option:** Not Applicable
- 21. Final Redemption Amount of each Note:** € 100,000 per Note of € 100,000 Denomination
- 22. Early Redemption Amount:**
- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same and/or any other terms (if required or if different from that set out in the Conditions): As specified in Condition 7 of the Terms and Conditions of the Information Memorandum
  - (ii) Redemption for taxation purpose at a date different from the Interest Payment Dates: No

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 23. Form of Notes:**
- (i) Form of Notes: Dematerialised Notes in bearer form (*au porteur*)
  - (ii) Registration Agent: Not Applicable
- 24. Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 8(d):** Not Applicable
- 25. Redenomination, renominatisation:** Not Applicable
- 26. Consolidation provisions:** Not Applicable
- 27. Masse (Condition 12):** The name and address of the initial Representative of the *Masse* are:
- MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
33, rue Anna Jacquin  
92100 Boulogne-Billancourt  
France  
Represented by its Chairman
- The Representative of the *Masse* will perceive a remuneration of € 450 *per annum* (excluding VAT) with respect to its appointment as Representative.

**DISTRIBUTION**

- 28. (i) If syndicated, names of Managers:** Joint Lead Managers

Crédit Agricole Corporate and Investment  
Bank  
J.P. Morgan SE  
Natixis  
Natwest Markets N.V.  
Société Générale

(ii) **Date of the subscription agreement:** 17 March 2025

(iii) **Stabilising Manager (if any):** Crédit Agricole Corporate and Investment  
Bank

**29. If non-syndicated, name of Dealer:** 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 60,000,000,000 Euro Medium Term Note Programme of UNEDIC to the service of employment.

#### **RESPONSIBILITY**

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

Signed on behalf of UNEDIC:

**Unédic**  
**4, rue Traversière**  
**75012 PARIS**

By: \_\_\_\_\_  
Mr. Christophe Valentie  
Directeur Général  
Duly authorised

## PART B – OTHER INFORMATION

### 1. ADMISSION TO TRADING

- |       |                                                                                                                                                                                            |                                                                                                                                                      |
|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)   | (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 19 March 2025. |
|       | (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:                                                                                                                                | € 10,000                                                                                                                                             |
| (iii) | Additional publication of Information Memorandum and Final Terms:                                                                                                                          | Not Applicable                                                                                                                                       |

### 2. RATINGS

- |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ratings: | <p>The Notes to be issued are expected to be rated by Moody's France S.A.S. ("<b>Moody's</b>"), S&amp;P Global Ratings Europe Limited (« <b>S&amp;P</b> ») et Scope Ratings GmbH (« <b>Scope Ratings</b> ») :</p> <p>Moody's: Aa3</p> <p>S&amp;P: AA-</p> <p>Scope Ratings: AA-</p> <p>In accordance with Regulation (EC) No 1060/2009 dated 16 September 2009 of the European Parliament and of the Council, as amended (the "<b>CRA Regulation</b>"), each of Moody's, S&amp;P and Scope Ratings is included in the list of registered credit rating agencies published on the European Securities and Markets Authority's website.</p> |
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### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale" of the Information Memorandum, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. Certain of the Joint Lead Managers have been allocated Notes in the offering and so on settlement may hold a portion of the Notes. Such Joint Lead Managers may sell these in the secondary market but are under no obligation to do so.

### 4. REASONS FOR THE OFFER

- |                        |                                                                                                                                                                                                                                                                                                              |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Reasons for the offer: | <p><i>See "Use of Proceeds" section in the Information Memorandum</i></p> <p>The net proceeds will be used by the Issuer to finance or refinance eligible projects as set out in the Issuer's social bonds framework disclosed in the relevant section of the Issuer's website (the "<b>Framework</b>"):</p> |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

([https://www.unedic.org/storage/uploads/2024/03/11/2020-06\\_Social-Bond-Framework-VEENG\\_uid\\_65ef35c8e58c2.pdf](https://www.unedic.org/storage/uploads/2024/03/11/2020-06_Social-Bond-Framework-VEENG_uid_65ef35c8e58c2.pdf)).

The net proceeds of the Notes not yet allocated will be managed by the Issuer's treasury management teams. To the extent it can diversify, the treasury management teams will invest this liquidity in responsible investment funds, on a best efforts basis, pursuant to the terms of the Framework.

The Issuer will annually publish a report on the allocation of the proceeds raised as well as impact metrics, at least until the proceeds are fully allocated and in the event of any subsequent significant change in allocation. The allocation report and impact report will be made available to investors on the Issuer's website.

## 5. YIELD

Yield:

3.479 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

ISIN Code:

FR001400YA95

Common Code:

302955638

Depositories:

Euroclear France to act as Central Depository

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of initial Paying Agent(s):

**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 Agent(s) (if any):

Not Applicable