

**THIRD SUPPLEMENT DATED 23 MARCH 2023
TO THE BASE PROSPECTUS DATED 14 JUNE 2022**



**COMPAGNIE DE
FINANCEMENT FONCIER**

**COMPAGNIE DE FINANCEMENT FONCIER
Euro 125,000,000,000
Euro Medium Term Note Programme
for the issue of *Obligations Foncières* due from one month
from the date of original issue**

This third supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 14 June 2022 (the “**Base Prospectus**”) which has been prepared by Compagnie de Financement Foncier (the “**Issuer**”) with respect to its €125,000,000,000 Euro Medium Term Note Programme (the “**Programme**”), the first supplement dated 30 August 2022 (the “**First Supplement**”) and the second supplement dated 20 February 2023 (the “**Second Supplement**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The French *Autorité des marchés financiers* (the “**AMF**”) has approval number no. 22-0212 on 14 June 2022 on the Base Prospectus, approval number no. 22-0361 on 30 August 2022 on the First Supplement and approval no. 23-0043 on 20 February 2023 on the Second Supplement.

Terms defined in the Base Prospectus have the same meaning when used in this Third Supplement.

This Third Supplement has been approved by the AMF in France in its capacity as competent authority pursuant to the Prospectus Regulation. The AMF only approves this Third Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes which are the subject of the Base Prospectus as supplemented. Investors should make their own assessment as to the suitability of investing in the Notes. This Third Supplement constitutes a supplement to the Base Prospectus, and has been prepared for the purpose of Article 23 of the Prospectus Regulation.

Application has been made to the AMF in France for the notification of a certificate of approval released to the *Commission de Surveillance du Secteur Financier* in Luxembourg for Notes issued under the Programme to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, such notification being made in its capacity as competent authority under Article 8 of the Prospectus Regulation.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus, as supplemented, that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Third Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, as supplemented by the First Supplement and the Second Supplement, the statements in the Third Supplement will prevail.

Copies of this Third Supplement (a) may be obtained, free of charge, at the principal place of business of the Issuer, 182, avenue de France, 75013 Paris, France, during normal business hours, and (b) will be available on the Issuer’s website (www.foncier.fr) and on the website of the AMF (www.amf-france.org).

This Third Supplement has been prepared pursuant to Article 23 of the Prospectus Regulation for the purposes of:

- (i) incorporating by reference the universal registration document of the Issuer, in French and English language, for the financial year ended 31 December 2022, which was filed with the AMF on 21 March 2023 and registered under number D.23-0124;
- (ii) updating Section “RISK FACTORS” of the Base Prospectus; and
- (iii) updating Section “GENERAL INFORMATION” of the Base Prospectus.

To the extent applicable, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Third Supplement is published, have the right to withdraw their acceptances by no later than 27 March 2023, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. Investors may contact the Authorised Offerors should they wish to exercise the right of withdrawal.

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1. RISK FACTORS

On page 14, Section “RISK FACTORS RELATING TO THE ISSUER” of the Base Prospectus, as supplemented by the First Supplement, is deleted and replaced as follows:

“RISK FACTORS RELATING TO THE ISSUER

Please refer to pages 83 to 88 of the Universal Registration Document 2022 (as defined under “Documents incorporated by reference”) which is incorporated by reference in this Base Prospectus.”

2. DOCUMENTS INCORPORATED BY REFERENCE

On pages 32 to 35, Section “DOCUMENTS INCORPORATED BY REFERENCE” of the Base Prospectus, as supplemented by the First Supplement, is deleted and replaced as follows:

“This Base Prospectus should be read and construed in conjunction with the sections set out in the cross reference tables below from the following documents:

- (a) the universal registration document of the Issuer in French and English language for the financial year ended 31 December 2022, which was filed with the AMF under registration number n° D. 23-0124 on 21 March 2023 (the “**Universal Registration Document 2022**”);
<https://foncier.fr/fcontent/uploads/2023/03/Compagnie-Foncier-DEU-2022.pdf>
<https://foncier.fr/fcontent/uploads/2023/03/Compagnie-Foncier-2022-URD.pdf>
- (b) the universal registration document of the Issuer in French and English language for the financial year ended 31 December 2021, which was filed with the AMF under registration number n° D. 22-0138 on 23 March 2022 (the “**Universal Registration Document 2021**”);
<https://foncier.fr/fcontent/uploads/2022/03/Compagnie.pdf>
<https://foncier.fr/fcontent/uploads/2022/03/Compagnie-de-Financement-Foncier-2021-Universal-registration-document.pdf>
- (c) the universal registration document of the Issuer in French and English language for the financial year ended 31 December 2020, which was filed with the AMF under registration number n° D. 21-0179 on 23 March 2021 (the “**Universal Registration Document 2020**”);
<https://foncier.fr/fcontent/uploads/2021/03/Compagnie-de-Financement-Foncier-Denregistrement-universel-2020.pdf>
<https://foncier.fr/fcontent/uploads/2021/03/Compagnie-de-Financement-Foncier-2020-Universal-registration-document.pdf>
- (d) the terms and conditions of the notes contained in the base prospectus of the Issuer dated, respectively 25 August 2005 (the “**2005 EMTN Conditions**”), 1 August 2006 (the “**2006 EMTN Conditions**”), 16 July 2007 (the “**2007 EMTN Conditions**”), 4 July 2008 (the “**2008 EMTN Conditions**”), 3 July 2009 (the “**2009 EMTN Conditions**”), 1 July 2010 (the “**2010 EMTN Conditions**”), 30 June 2011 (the “**2011 EMTN Conditions**”), 26 June 2012 (the “**2012 EMTN Conditions**”), 26 June 2013 (the “**2013 EMTN Conditions**”), 27 June 2014 (the “**2014 EMTN Conditions**”), 26 June 2015 (the “**2015 EMTN Conditions**”), 15 June 2016 (the “**2016 EMTN Conditions**”), 16 June 2017 (the “**2017 EMTN Conditions**”), 15 June 2018 (the “**2018 EMTN Conditions**”), 14 June 2019 (the “**2019 EMTN Conditions**”), 12 June 2020 (the “**2020 EMTN Conditions**”), 15 June 2021 (the “**2021 EMTN Conditions**”) and in the second supplement dated 25 February 2010 to the base prospectus dated 3 July 2009 (the “**Additional February 2010 EMTN Conditions**” and together with the 2005 EMTN Conditions, the 2006 EMTN Conditions, the 2007 EMTN Conditions, the 2008 EMTN Conditions, the 2009 EMTN Conditions, the 2010 EMTN Conditions, the 2011 EMTN Conditions, the 2012 EMTN Conditions, the 2013 EMTN Conditions, the 2014 EMTN Conditions, the 2015 EMTN Conditions, the 2016 EMTN Conditions, the 2017 EMTN Conditions, the 2018 EMTN Conditions, the 2019 EMTN Conditions, the 2020 EMTN Conditions and the 2021 EMTN Conditions, the “**EMTN Previous Conditions**”).
<https://foncier.fr/fcontent/uploads/2020/05/Base-Prospectus-2005-08-25.pdf>
<https://foncier.fr/fcontent/uploads/2020/05/Base-Prospectus-2006-08-01.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/CFF Update 2007 Base Prospectus.pdf>

<https://foncier.fr/fcontent/uploads/2018/08/Base Prospectus CieFF 2008.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/Prospectus 2009 Fr.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/Base-Prospectus-CieFF Update 2010.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/EMTN-Base-Prospectus-CieFF-2011.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/Base-Prospectus-CieFF-2012.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/2013.06.26-Base-Prospectus-CieFF-2013.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/2014.06.27-Base-Prospectus-CieFF-2014.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/EMTN-CieFF-2015-Base-Prospectus.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/EMTN-CieFF-2016-Base-Prospectus-avec-visa.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/CFF Update-2017 Base-Prospectus-final-visa.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/CFF-2018 Base-Prospectus-final-with-visa.pdf>
<https://foncier.fr/fcontent/uploads/2019/06/CFF-2019 Base-Prospectus-final-with-visa.pdf>
<https://foncier.fr/fcontent/uploads/2020/06/CFF-2020 Base-Prospectus.pdf>
<https://foncier.fr/fcontent/uploads/2021/06/CFF-2021 Base-Prospectus-final-with-approval.pdf>
<https://foncier.fr/fcontent/uploads/2018/08/Second Prospectus Supplement CieFF 2009.pdf>

The sections set out in the cross reference table are incorporated in, and form part of this Base Prospectus, save that any statement contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

Copies of the documents set out in (a) to (d) above may be obtained without charge from (i) the registered office of the Issuer, (ii) the website of the AMF (<https://www.amf-france.org/en>) (save for the 2005 EMTN Conditions (as defined above)), (iii) the website of the Issuer (<https://www.foncier.fr>) and/or (iv) the offices of each Paying Agent set out at the end of this Base Prospectus during normal business hours.

Furthermore, no information in the website of the Issuer (<https://www.foncier.fr>) nor the website itself forms any part of this Base Prospectus unless that information is incorporated by reference into this Base Prospectus.

For the purposes of the Prospectus Regulation, the information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference list below. For the avoidance of doubt, any information not listed in the cross-reference list below but included in the documents incorporated by reference shall not form part of this Base Prospectus and is not relevant for investors.

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
	3. RISKS FACTORS		
3.1 A description of the material risks that are specific to the issuer and that may affect the Issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'.	Pages 83 to 88		
	4. INFORMATION ABOUT THE ISSUER		
4.1.5 Details of any recent event particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	Page 202		
	5. BUSINESS OVERVIEW		
5.1 Principal activities			

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
5.1.1 A description of the principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new product or activities; (c) the principal markets in which the issuer competes.	Pages 26 to 32		
5.2 The basis for any statements made by the issuer regarding its competitive position.	Pages 6 to 10		
	7. TREND INFORMATION		
7.2 Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.	Pages 5, 98, 146, 202		

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
	9. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES		
9.1 Names, business addresses and functions within the Issuer of the members of the administrative, management or supervisory bodies and principal activities performed by them outside the Issuer	Pages 48 to 65		
9.2 Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	Page 77		

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
	10. MAJOR SHAREHOLDERS		
10.1 To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	Pages 196 to 197		
10.2 A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	Page 202		

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
	11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
<u>11.1 Historical financial information</u>			
11.1.1. Audited historical financial information covering at least two financial years and the audit report in respect of each year	Pages 142 to 184	Pages 134 to 178	Pages 134 to 179
11.1.3. The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002	Pages 142 to 180	Pages 134 to 174	Pages 138 to 175

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
11.1.5 Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following: (a) the balance sheet; (b) the income statement; (c) the cash flow statement; (d) the accounting policies and explanatory notes.			
Audit reports	Pages 181 to 184	Pages 175 to 178	Pages 176 to 179
Balance sheet	Page 143	Page 135	Page 139
Off-balance sheet	Page 144	Page 136	Page 140
Income statement	Page 142	Page 134	Page 138
Cash flow statement	Page 179	Page 173	Page 174
Accounting policies and explanatory notes	Pages 145 to 180	Pages 137 to 174	Pages 141 to 175
11.3. Auditing of historical annual financial information			

Commission Delegated Regulation (EU) 2019/980 – Annex VI	Universal Registration Document 2022	Universal Registration Document 2021	Universal Registration Document 2020
<p>11.3.1 The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.</p>	<p>Pages 181 to 184</p>	<p>Pages 175 to 178</p>	<p>Pages 176 to 179</p>

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued with the relevant EMTN Previous Conditions.

EMTN Previous Conditions	
2005 EMTN Conditions	Pages 20 to 42
2006 EMTN Conditions	Pages 38 to 59
2007 EMTN Conditions	Pages 45 to 66
2008 EMTN Conditions	Pages 45 to 66
2009 EMTN Conditions	Pages 50 to 72
2010 EMTN Conditions	Pages 53 to 74
2011 EMTN Conditions	Pages 53 to 75
2012 EMTN Conditions	Pages 55 to 77
2013 EMTN Conditions	Pages 82 to 121
2014 EMTN Conditions	Pages 83 to 132
2015 EMTN Conditions	Pages 83 to 133
2016 EMTN Conditions	Pages 71 to 120
2017 EMTN Conditions	Pages 76 to 125
2018 EMTN Conditions	Pages 77 to 130
2019 EMTN Conditions	Pages 79 to 134
2020 EMTN Conditions	Pages 44 to 109
2021 EMTN Conditions	Pages 36 to 101
Additional February 2010 EMTN Conditions	Page 5

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3. UPDATE OF THE SECTION “GENERAL INFORMATION” OF THE BASE PROSPECTUS

On pages 247 to 249, paragraphs 5, 6, 11 and 14 of Section “GENERAL INFORMATION” of the Base Prospectus, as supplemented by the First Supplement and the Second Supplement, are deleted and replaced as follows:

“5 No significant change in the financial position or financial performance of the Issuer

Except as disclosed in this Base Prospectus, there has been no significant change in the financial position or financial performance of the Issuer since 31 December 2022.”

“6 No material adverse change

Except as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Issuer since 31 December 2022.”

“11 Availability of documents

For so long as Notes may be admitted to trading on Euronext Paris, the following documents will be available, free of charge during usual business hours on any weekday (Saturdays and public holidays excepted), at the office of the Fiscal Agent and the Paying Agents:

- (i) the Amended and Restated Agency Agreement;
- (ii) the *statuts* of the Issuer in both French and English;
- (iii) the annual accounts of the Issuer for the financial year ended 31 December 2021 and for the financial year ended 31 December 2022; and
- (iv) the latest quarterly borrowing programme of the Issuer and the specific controller’s certificate relating thereto which are usually delivered at the beginning of each quarter.

In accordance with the Prospectus Regulation, the following documents will be available, on the website of the AMF (<https://www.amf-france.org/en>):

- (i) the Final Terms for Notes that are admitted to trading on Euronext Paris;
- (ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and
- (iii) the documents incorporated by reference in this Base Prospectus (excluding the 2005 EMTN Conditions).

The documents listed in paragraphs (ii) and (iii) above and the 2005 EMTN Conditions will be available on the website of the Issuer (<https://www.foncier.fr>).

Each time the Notes will be admitted to trading on Euronext Paris, the Notes will also be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange. As a consequence, the Final Terms will be available in electronic form on the website of the Luxembourg Stock Exchange (<https://www.bourse.lu>).”

“14 Auditors

PricewaterhouseCoopers Audit, 63, rue de Villiers, 92200 Neuilly sur Seine, France and KPMG S.A., Tour EQHO, 2, avenue Gambetta, CS 60055, 92066 Paris La Défense cedex, France, have audited

and rendered an audit report on the financial statements of the Issuer for the financial year ended 31 December 2021.

The Annual General Shareholders' Meeting of the Issuer dated 9 May 2022 has appointed Mazars, Tour Exaltis, 61, rue Henri Régnault, 92400 Courbevoie, France, represented by Mrs. Laurence Karagulian, as, statutory auditor, from 9 May 2022 and for a period of six years ending at the Annual General Shareholders' Meeting of the Issuer to approve the financial statements for the financial year 2027.

PricewaterhouseCoopers Audit, 63, rue de Villiers, 92200 Neuilly sur Seine, France and Mazars, Tour Exaltis, 61, rue Henri Régnault, 92400 Courbevoie, France, have audited and rendered an audit report on the financial statements of the Issuer for the financial year ended 31 December 2022.

PricewaterhouseCoopers Audit, KPMG S.A. and Mazars are regulated by the *Haut Conseil du Commissariat aux Comptes and members of the Compagnie régionale des Commissaires aux comptes de Versailles* and duly authorised as *Commissaires aux comptes*."

4. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT

In the name of the Issuer

We declare, to the best of our knowledge, that the information contained in this Third Supplement (when read together with the Base Prospectus, as supplemented by the First Supplement and the Second Supplement) is in accordance with the facts and that it contains no omission likely to affect its import.

Compagnie de Financement Foncier

182 avenue de France
75013 Paris
France

Duly represented by: Paul Dudouit
Directeur Général Délégué / Deputy C.E.O.
Duly authorized
on 23 March 2023



Autorité des marchés financiers

This Third Supplement has been approved on 23 March 2023 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Third Supplement.

This Third Supplement obtained the following approval number: n° 23-083.