

Final Terms dated 25 October 2017



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

SERIES NO: 641

TRANCHE NO: 2

**Euro 20,000,000 1.58 per cent. *Obligations Foncières* due June 2037
(the “Notes”)**

**to be assimilated (*assimilées*) upon listing and form a single series with the existing Tranche 1 of
Series 641**

**Euro 57,000,000 1.58 per cent. *Obligations Foncières* due June 2037 issued on 1 June 2017
(the “Existing Notes”)**

Issued by: COMPAGNIE DE FINANCEMENT FONCIER (the “Issuer”)

Issue Price: 100.267 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount corresponding to accrued interest at a rate of 0.640657550 per cent. of such Aggregate Nominal Amount for the period from, and including, 1 June 2017 to, but excluding, 27 October 2017

Landesbank Baden-Württemberg

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) which are the 2016 EMTN Conditions which are incorporated by reference in the Base Prospectus dated 16 June 2017. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 16 June 2017 which has received visa n°17-275 from the AMF on 16 June 2017 and the supplement to the Base Prospectus dated 30 August 2017 which received visa n°17-449 from the AMF on 30 August 2017 (the “**Supplement**”), which together constitute a base prospectus for the purposes of the Prospectus Directive, including the 2016 EMTN Conditions which are incorporated by reference in the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of

these Final Terms, the 2016 EMTN Conditions and the Base Prospectus dated 16 June 2017 and the Supplement. The Base Prospectus and the Supplement are available for viewing on the website of the AMF (www.amf-france.org), and copies may be obtained from Compagnie de Financement Foncier, 4, Quai de Bercy, 94224 Charenton Cedex, France.

1	Issuer:	Compagnie de Financement Foncier
2	(i) Series Number:	641
	(ii) Tranche Number:	2
	(iii) Date on which the Notes become fungible:	The Notes will be assimilated (<i>assimilées</i>) and form a single series with the existing Tranche 1 of Series 641 Euro 57,000,000 1.58 per cent. <i>Obligations Foncières</i> due June 2037 issued on 1 June 2017 (the “ Existing Notes ”) as from the Issue Date of this Tranche 2.
3	Specified Currency or Currencies:	Euro
4	Aggregate Nominal Amount of Notes listed and admitted to trading:	
	(i) Series:	Euro 77,000,000
	(ii) Tranche:	Euro 20,000,000
5	Issue Price:	100.267 per cent. of the Aggregate Nominal Amount of this Tranche 2 plus an amount corresponding to accrued interest at a rate of 0.640657550 per cent. of such Aggregate Nominal Amount for the period from, and including, 1 June 2017 to, but excluding, 27 October 2017.
6	Specified Denominations:	Euro 100,000
7	(i) Issue Date:	27 October 2017
	(ii) Interest Commencement Date:	1 June 2017
8	Maturity Date:	1 June 2037
9	Extended Maturity Date:	Not Applicable.
10	Interest Basis:	1.58 per cent. Fixed Rate (<i>further particulars specified below</i>)
11	Redemption Basis:	Redemption at par
12	Change of Interest Basis:	Not Applicable
13	Put/Call Options:	Not Applicable
14	Maximum/Minimum Rates of Interest, Final Redemption Amounts and/or Optional Redemption Amounts:	Not Applicable
15	(i) Status of the Notes:	<i>Obligations Foncières</i>

- (ii) Dates of the corporate authorisations for issuance of Notes obtained: Decision of the *Conseil d'administration* of Compagnie de Financement Foncier dated 8 December 2016 authorising the issue of the Notes, decision of the *Conseil d'administration* of the Issuer dated 31 July 2017 authorising, inter alios, its *Directeur Général* and its *Directeur Général Délégué* to sign and execute all documents in relation to the issue of Notes and decision of the *Conseil d'administration* of the Issuer dated 28 September 2017 authorising the quarterly programme of borrowings which benefit from the *privilège* referred to in Article L. 513-11 of the French *Code monétaire et financier* up to and including Euro 1.5 billion for the fourth quarter of 2017.

**PROVISIONS RELATING TO INTEREST (IF ANY)
PAYABLE**

16	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.58 per cent. <i>per annum</i> with respect to each Interest Accrual Period payable annually in arrear
	(ii) Interest Payment Date(s):	1 June in each year commencing on 1 June 2018.
	(iii) Interest Period Date(s):	Not Applicable
	(iv) Fixed Coupon Amount:	Euro 1,580 per Specified Denomination
	(v) Broken Amount(s):	Not Applicable
	(vi) Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA
	(vii) Determination Date(s) (Condition 5(a)):	1 June in each year
17	Floating Rate Note Provisions	Not Applicable
18	Zero Coupon Note Provisions	Not Applicable
19	Inflation Linked Note Interest Provisions	Not Applicable
20	Index Formula	Not Applicable
21	Underlying Formula	Not Applicable
22	CPI Formula	Not Applicable
23	HICP Formula	Not Applicable

24	Leveraged Floating Rate Formula	Not Applicable
25	Reverse Floater Formula	Not Applicable
26	Maximum-Minimum VolBond Formula	Not Applicable
27	Pre/Post VolBond Formula	Not Applicable
28	Digital Formula	Not Applicable
29	Product of Spread Formula	Not Applicable
30	Range Accrual Formula	Not Applicable
31	Fixed/Floating Rate Note Provisions	Not Applicable
32	Zero Coupon/Fixed Rate Note Provisions	Not Applicable
33	Rate Switch and Rate Lock-In Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

34	Call Option	Not Applicable
35	Put Option	Not Applicable
36	Variable Zero Coupon Redemption – Provisions relating to the Optional Redemption Amount:	Not Applicable
37	Final Redemption Amount of each Note	Redemption at par
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
	Variable Zero Coupon Redemption – Provisions relating to the Final Redemption Amount:	Not Applicable
	Resetable Zero Coupon Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
38	Optional Redemption Amount	
	Inflation Linked Notes – Provisions relating to the Optional Redemption Amount:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

39	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	TEFRA not applicable
40	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:	Not Applicable
	Adjusted Payment Date (Condition 7(h)):	The next following business day as per Condition 7(h)

41	Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	No
42	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
43	Consolidation provisions:	Not Applicable
44	Representation of holders of Notes - <i>Masse</i> (Condition 10):	<p>Contractual <i>Masse</i> shall apply.</p> <p>The initial Representative will be: MURACEF 5, rue Masseran 75007 Paris France</p> <p>The alternate Representative will be: M. Hervé Bernard VALLEE 1, Hameau de Suscy 77390 Crisenoy France</p> <p>The Representative will not receive any remuneration.</p>

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the Euro 125,000,000,000 Euro Medium Term Note Programme of Compagnie de Financement Foncier.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

Duly represented by:

PART B – OTHER INFORMATION

1. LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: Euro 600
- (iii) Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: The Existing Notes are already admitted to trading on the Official List of the Luxembourg Stock Exchange.

2. RATINGS

Ratings:

The Programme has been rated Aaa by Moody's Investors Service ("**Moody's**") and AAA by Standard & Poor's Ratings Services ("**S&P**") and AAA by Scope Ratings AG ("**Scope**").

For Moody's, Notes issued under the Programme are deemed to have the same rating as the Programme, investors are invited to check on a regular basis the rating assigned to the Programme which is publicly disclosed via Moody's rating desk or moodys.com.

The Notes issued under the Programme will be rated AAA by S&P¹ and AAA by Scope.

Each of S&P, Moody's and Scope is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of S&P, Moody's and Scope is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

3. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified on 2 October 2017 that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in Article L. 513-11 of the *Code monétaire et financier*, after settlement of this issue and of the

¹ An obligation rated "AAA" has the highest rating assigned by Standard & Poor's Ratings Services. The obligor capacity to meet its financial commitment on the obligation is extremely strong (source: Standard & Poors Ratings Services). A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency without notice.

issues which have been the subject of previous attestations and that the coverage ratio of the Issuer is compliant with the minimum overcollateral ratio specified in Article R. 513-8 of the *Code monétaire et financier*.

4. NOTIFICATION

The Autorité des marchés financiers in France has provided the *Commission de Surveillance du Secteur Financier* in Luxembourg with certificates of approval attesting that the Base Prospectus dated 16 June 2017 and the supplement dated 30 August 2017 have been drawn up in accordance with the Prospectus Directive.

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in “Subscription and Sale” so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

6. YIELD

Indication of yield:	1.564 per cent. <i>per annum</i> Calculated as on the basis of the Issue Price. It is not an indication of future yield.
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7. DISTRIBUTION

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|---|---|
| (i) Method of distribution | Non-syndicated |
| (ii) If syndicated: | |
| (A) names and addresses of Managers and underwriting commitments: | Not Applicable |
| (B) Date of Subscription Agreement: | Not Applicable |
| (C) Stabilising Manager(s) (if any): | Not Applicable |
| (iii) If non-syndicated, name and address of Manager: | Landesbank Baden-Württemberg
Am Hauptbahnhof 2
70173 Stuttgart
Germany |
| (iv) Total commission and concession: | Not Applicable |
| (v) Additional selling restrictions: | Not Applicable |

8. OPERATIONAL INFORMATION

ISIN:	FR0013257847
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Common Code:	161936405
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Depositories:

- | | |
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| (i) Euroclear France to act as Central Depository | Yes |
| (ii) Common Depository for Euroclear and | |

Clearstream Luxembourg	No
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
The aggregate principal amount of Notes issued has been translated into Euro at the rate of <i>[currency]</i> [•] per Euro 1.00, producing a sum of:	Not Applicable