

THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE THIRD SUPPLEMENT DATED 6 OCTOBER 2023 WHICH RECEIVED THE APPROVAL NUMBER 23-417 FROM THE *AUTORITE DES MARCHES FINANCIERS* ON 6 OCTOBER 2023 (THE "THIRD SUPPLEMENT"). ONLY THE THIRD SUPPLEMENT WAS GRANTED AN APPROVAL NUMBER BY THE *AUTORITE DES MARCHES FINANCIERS*. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THE THIRD SUPPLEMENT AND THIS DOCUMENT, THE RELEVANT STATEMENTS OR OTHER ITEMS CONTAINED IN THE THIRD SUPPLEMENT SHALL PREVAIL. FOR THE AVOIDANCE OF DOUBT, REFERENCES IN THIS DOCUMENT TO THE "THIRD SUPPLEMENT" ARE TO THE "THIRD SUPPLEMENT" AND DO NOT INCLUDE ITS ENGLISH TRANSLATION.

THIRD SUPPLEMENT DATED 6 OCTOBER TO THE BASE PROSPECTUS DATED 14 APRIL 2023



CAISSE DES DEPOTS ET CONSIGNATIONS

(an *établissement spécial* in France)

€1,500,000,000

Titres Négociables à Moyen Terme Admission Programme

This third supplement (the “**Third Supplement**”) which has obtained the approval number 23-417 on 6 July 2023 from the *Autorité des marchés financiers* (the “**AMF**”) is supplemental to and must be read in conjunction with the base prospectus dated 14 April 2023 which was granted the approval number 23-117 on 14 April 2023 by the AMF (the “**Base Prospectus**”) as supplemented by the first supplement dated 15 May 2023 which was granted the approval number 23-158 on 15 May 2023 by the AMF (the “**First Supplement**”) and the second supplement dated 6 July 2023 which was granted the approval number 23-286 on 6 July 2023 by the AMF (the “**Second Supplement**”) prepared by Caisse des dépôts et consignations (“**Caisse des Dépôts**” or the “**Issuer**”) with respect to its €1,500,000,000 *Titres Négociables à Moyen Terme Admission Programme* (the “**Programme**”).

Application has been made for approval of this Third Supplement to the AMF as competent authority under the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). This Third Supplement has been prepared for the purpose of Article 23 of the Prospectus Regulation. The Base Prospectus (which includes, for the avoidance of doubt, the First Supplement, the Second Supplement and this Third Supplement) constitutes a base prospectus for the purposes of Article 8 of the Prospectus Regulation.

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

This Third Supplement modifies and completes the Base Prospectus.

Copies of this Third Supplement, together with the documents incorporated by reference herein, can be obtained free of charge from the principal office of the Issuer and will be available on the Issuer’s website (www.caissedesdepots.fr) and the AMF’s website (www.amf-france.org).

Save as disclosed in this Third Supplement, there has been no other significant new factor, material omission or inaccuracy relating to information included in the Base Prospectus (as supplemented by the First Supplement, the Second Supplement and this Third Supplement) which may affect the assessment of the Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the First Supplement or the Second Supplement, the statements in (a) above will prevail.

This Third Supplement has been prepared in order to incorporate by reference the 2023 consolidated half year financial statements (*comptes consolidés*) and the 2023 half year financial statements of the central sector (*comptes sociaux de la section générale*) of the Issuer.

As a result, certain sections “Documents Incorporated by Reference” and “General Information” of the Base Prospectus have been updated accordingly.

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DOCUMENTS INCORPORATED BY REFERENCE

The paragraphs under the section of the Base Prospectus entitled “Documents incorporated by reference” on pages 24 to 29 are deleted and replaced with the following:

- The last word “and” in paragraph (b) is deleted;
- The word “and” at the end of paragraph (c) is added and replaces “.”;
- The following paragraph is added below (c):

“(d) the sections referred to in the table below “Cross-reference list relating to information incorporated by reference” which are extracted from the 2023 consolidated half year financial statements (*comptes consolidés*) and the auditors’ limited review report thereon and the 2023 half year financial statements of the central sector (*comptes sociaux de la section générale*) and the auditors’ limited review report thereon of the Issuer for the half-year ending 30 June 2023 (in the French language) filed with the AMF (together the “**2023 Half Year Financial Statements**”) (<https://www.caissedesdepots.fr/sites/default/files/2023-09/Comptes%20consolid%C3%A9s%20du%20Groupe%20Caisse%20des%20D%C3%A9p%C3%B4ts%20au%2030%20juin%202023%20DEF.pdf> and <https://www.caissedesdepots.fr/sites/default/files/2023-09/ETATS%20FINANCIERS%20SG%2030062023%20DEF.pdf>); and ”

The table entitled “Cross-reference list relating to information incorporated by reference:” is amended to (i) delete the item (x) 4.1.5 and (y) 11.4.1 in their entirety and replace them with the following and (ii) add a new column entitled “2023 Half Year Financial Statements” in relation to item 4.1.5 and 11.4.1 as shown below:

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2021 Financial Report	2022 Financial Report	2022 Business Review	2023 Half Year Financial Statements
4	INFORMATION ABOUT THE ISSUER				
4.1.5	any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.		pages 12 to 16 and 168-169		Pages 4-9 (consolidated half year financial statements) and pages 7-8 (half year financial statements of the central sector)
11	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES				
11.4	<u>Significant change in the issuer's financial position</u>				

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended	2021 Financial Report	2022 Financial Report	2022 Business Review	2023 Half Year Financial Statements
11.4.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate negative statement.		pages 16 and 169		Pages 4-135 (consolidated half year financial statements) and pages 4-39 (half year financial statements of the central sector)

GENERAL INFORMATION

The paragraphs (4), (11) and (13) of the section "General Information" contained in pages 90 *et seq.* of the Base Prospectus shall be deleted and replaced by the following:

- (a) The paragraph (4) of section "General Information" contained in the Base Prospectus shall be deleted and replaced by the following new paragraph:

“Except the information disclosed in the Third Supplement, there has been no significant change in the financial position or the financial performance of the Group ("**Group**" being the Issuer and its subsidiaries consolidated on a full integration basis (*filiales consolidées par intégration globale*) and a proportional integration basis (*filiales consolidées par intégration proportionnelle*)) since 30 June 2023.”

- (b) The paragraph (11) of section "General Information" contained in the Base Prospectus shall be deleted and replaced by the following new paragraph:

“(a) The audited consolidated financial statements (*comptes consolidés*) of the Issuer and audited annual financial statements of the central sector (*comptes sociaux de la section générale*) of the Issuer incorporated by reference in this Base Prospectus (i) for the year ended 31 December 2021 have been audited by Mazars and PricewaterhouseCoopers Audit and (ii) for the year ended 31 December 2022 have been audited by Mazars and KPMG S.A. Mazars, KPMG S.A. and PricewaterhouseCoopers Audit are statutory auditors and members of the *compagnie régionale des commissaires aux comptes de Versailles et du Centre*, as stated in their reports incorporated by reference herein and (b) the 2023 half year financial statements of the central sector (*comptes sociaux de la section générale*) of the Issuer and the 2023 consolidated half year financial statements (*comptes consolidés*) of the Issuer have been reviewed by Mazars and KPMG S.A., statutory auditors and members of the *compagnie régionale des commissaires aux comptes de Versailles*, as stated in their reports incorporated by reference herein.

- (c) The paragraph (13) of section "General Information" contained in the Base Prospectus shall be deleted and replaced by the following new paragraph:

“For so long as Notes issued under the Programme are outstanding:

- (a) all reports, letters and other documents, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Base Prospectus will be available on the website of the Issuer (www.caissedesdepots.fr); and
- (b) the constitutive documents, namely Articles L. 518-2 and *seq.* of the French *Code monétaire et financier* will be available on the following website: www.legifrance.gouv.fr.

In addition, for so long as Notes issued under the Programme are outstanding, the documents listed in (i) and (ii) below will be available on the website of the AMF (www.amf-france.org) and the documents listed from (ii) to (v) on the website of the Issuer (www.caissedesdepots.fr):

- (i) Final Terms relating to Notes which are admitted to trading on Euronext Paris;
- (ii) this Base Prospectus, together with any supplement to this Base Prospectus or further Base Prospectus;

- (iii) the documents incorporated by reference in this Base Prospectus;
- (iv) any further published audited consolidated financial statements (*comptes consolidés*) of the Issuer and audited annual financial statements of the central sector (*comptes sociaux de la section générale*) of the Issuer for following years; and
- (v) the 2023 Half Year Financial Statements (including the consolidated half year financial statements (*comptes consolidés*) and the half year financial statements of the central sector (*comptes sociaux de la section générale*) of the Issuer).

The Issuer publishes, within the time frame imposed by French law, annual audited consolidated financial statements (*comptes consolidés*) and annual audited financial statements of the central sector (*comptes sociaux de la section générale*) as at 31 December in each year.”

RESPONSIBILITY FOR THE THIRD SUPPLEMENT

Individual assuming responsibility for the Third Supplement to the Base Prospectus

In the name of the Issuer

To the best knowledge of the Issuer, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import.

Caisse des dépôts et consignations

56, rue de Lille
75007 Paris
France

Represented by Nathalie Tubiana
Directrice des finances et de la politique durable

Executed in Paris on 6 October 2023



Autorité des marchés financiers

This Third Supplement to the Base Prospectus has been approved on 6 October 2023 by the *Autorité des marchés financiers* (the “AMF”), in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF has approved this document after having verified that the information in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval should not be considered as a favourable opinion on the Issuer and on the quality of the Notes described in this Third Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Third Supplement to the Base Prospectus has received the following approval number: n°23-417.