

## **Final Terms dated 18 August 2021**

(These Final Terms are drafted solely for the purpose of listing and admission to trading of the Notes on Euronext Paris)

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "EU MIFID II"); (ii) a customer within the meaning of Directive 2016/97/EC, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MIFID II or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "EU PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the domestic law by virtue of the EUWA (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of the domestic law of the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of the domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**EU MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines on EU MiFID II product governance requirements published by ESMA dated 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in EU 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 manufacturer's target market assessment; however, a distributor subject to EU MIFID II 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.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "*Brexit our approach to EU non-legislative materials*"), has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of the domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK

**MiFIR**"); 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 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.

## **REGIE AUTONOME DES TRANSPORTS PARISIENS**

Issue of €50,000,000.00 0.953 per cent. Notes due 24 May  
2052

under the Euro 7,000,000,000  
Euro Medium Term Note Programme

**Legal Entity Identifier (LEI): 969500K59E47ULNCAQ69**

## **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated 28 July 2021 (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (as may be amended from time to time) (the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the EU Prospectus Regulation and must be read in conjunction with such 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 and the Base Prospectus. The Base Prospectus is available for viewing on the websites of the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and the Issuer (<https://www.ratp.fr/groupe-ratp/newsroom/corporate/publications-le-gales> and <https://www.ratp.fr/groupe-ratp/presentation-du-groupe/documents-de-reference>).

1.	(i) Issuer:	Régie Autonome des Transports Parisiens
2.	(i) Series Number:	47
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Euro ("€")
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	€50,000,000.00
	(ii) Tranche:	€50,000,000.00
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	€100,000
7.	(i) Issue Date:	20 August 2021
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	24 May 2052
9.	Interest Basis:	0.953 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Redemption/Payment Basis:	or Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior

14. Method of distribution Non syndicated

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

15. Fixed Rate Note Provisions Applicable

(i) Rate of Interest: 0.953 per cent. per annum payable annually in arrear

(ii) Interest Payment Dates: 24 May in each year commencing on 24 May 2022 and ending on the Maturity Date

(iii) First Interest Payment Date: 24 May 2022

(iv) Fixed Coupon Amount: €953 per €100,000 Specified Denomination.

(v) Broken Amount: €723.24 per €100,000 Specified Denomination payable on the First Interest Payment Date

(vi) Day Count Fraction: Actual/Actual-(ICMA)

(vii) Determination Dates: 24 May in each year

16. Floating Rate Note Provisions Not Applicable

17. Zero Coupon Note Provisions Not Applicable

18. Fixed to Floating Rate Note Provisions Not Applicable

19. Dual Currency Note Provisions Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20. Call Option Not Applicable

21. Put Option Not Applicable

22. Final Redemption Amount of each Note €100,000 per Note of €100,000 Specified Denomination

23. Early Redemption Amount

(i) Early Redemption Amount of each Note payable on redemption for €100,000 per Note of €100,000 Specified Denomination

taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required):

- (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates: Yes
- (iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only): Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 24. Form of Notes: Dematerialised Notes
  - (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
  - (ii) Registration Agent: Not Applicable
  - (iii) Temporary Global Certificate: Not Applicable
- 25. Financial Centre or other special provisions relating to payment dates: Not Applicable
- 26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
- 27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
- 28. Details relating to Instalment Notes: Not Applicable

29. Representation of holders of Condition 10 applies  
Notes/Masse:

So long as the Notes are held by a single Noteholder, such Noteholder shall exercise all powers entrusted to the *Masse* by the provisions of the French *Code de commerce*, as supplemented by the Terms and Condition.

The Issuer shall hold (or shall have any entitled agent to hold it) a register of the decisions taken by the sole Noteholder in this capacity and shall make them available, upon request, to any subsequent later Noteholder. A Representative must be appointed by the Issuer if the Notes are held by more than one Noteholder

### **DISTRIBUTION**

30. (i) If syndicated, names of Dealers: Not Applicable
- (ii) Stabilising Manager (if any): Not Applicable
31. If non-syndicated, name of Dealer: Barclays Bank Ireland PLC
32. Dealer's Commission: Not Applicable
33. U.S. Selling Restrictions Reg. S Category 2; TEFRA not applicable
34. Prohibition of Sales to EEA Retail Investors Applicable

### **RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: Maurice Jarlier  
Head of Treasury and Finance

Duly authorised



## **PART B – OTHER INFORMATION**

### **1 LISTING AND ADMISSION TO TRADING**

- (i) Listing: Paris
- (ii) 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 20 August 2021.
- (iii) Estimate of total expenses related to admission to trading: € 13,200
- (iv) 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: Not Applicable

### **2 RATINGS**

- Ratings: The Notes to be issued are expected to be rated.
- Fitch: AA
- Moody's: Aa2
- Fitch and Moody's are established in the European Economic Area and are registered under the EU CRA Regulation.

### **3 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.

### **4 REASONS FOR THE OFFER**

- (i) Reasons for the offer: The net proceeds from each issue of Notes will be used for the financing of the Issuer's investment programme

### **5 YIELD**

Indication of yield: 0.953 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: FR00140052W6

Common Code: 237668740

Depositories:

(a) Euroclear France to act as Central Depository: Yes

(b) Euroclear Bank and Clearstream Banking Société Anonyme to act as Common Depository: No

Any clearing system(s) other than Euroclear France, 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 additional Paying Agent(s) (if any): Not Applicable

## 7 GENERAL

The aggregate principal amount of Notes has been translated into Euro at the rate of [●], producing a sum of (for Notes note denominated in Euro): Not Applicable