

**CAISSE D'AMORTISSEMENT DE LA DETTE SOCIALE**

Établissement public national administratif (*French national public entity*)

(*Established in Paris, France*)

EURO 130,000,000,000

DEBT ISSUANCE PROGRAMME

Under the Debt Issuance Programme (the "**Programme**"), described in this base prospectus (the "**Base Prospectus**"), *Caisse d'Amortissement de la Dette Sociale* (the "**Issuer**" or "**CADES**"), subject to compliance with all relevant laws, regulations and directives, may from time to time issue debt instruments (the "**Notes**"). The aggregate nominal amount of Notes outstanding will not at any time exceed euro 130,000,000,000 (or the equivalent in other currencies) unless the amount of the Programme is increased following the date hereof.

Application may be made (i) to the regulated market of NYSE Euronext in Paris ("**Euronext Paris**") during the period of twelve (12) months from the date of this Base Prospectus for Notes issued under the Programme to be admitted to trading on Euronext Paris and/or (ii) to the listing authority of any other Member State of the European Economic Area ("**EEA**") for Notes issued under the Programme to be admitted to trading on a Regulated Market (as defined below) in such Member State. Euronext Paris is a regulated market for the purposes of Directive 2004/39/EC on markets in financial instruments (a "**Regulated Market**"). The Programme also permits Notes to be issued on the basis that they will not be admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system or to be admitted to listing, trading and/or quotation by such other or further listing authorities, stock exchanges and/or quotation systems as may be agreed with the Issuer.

This Base Prospectus has been submitted to the *Autorité des Marchés Financiers* (the "**AMF**") and has received from AMF visa n°13-257 on 3 June 2013.

Notes shall be governed by French law and may be issued either in dematerialised form ("**Dematerialised Notes**") or in materialised form ("**Materialised Notes**") as more fully described herein. Dematerialised Notes will at all times be in book entry form in compliance with Article L.211-3 of the French *Code monétaire et financier*. No physical document of title will be issued in respect of the Dematerialised Notes.

The Issuer has been assigned a rating of Aa1 and P-1 by Moody's Investors Service, and AAA and F1+ by Fitch Ratings, in respect of its long-term and short-term debt, respectively. As at the date of the Base Prospectus, each of such credit rating agencies is established in the European Union and is registered under Regulation (EU) No 1060/2009, as amended by Regulation (EU) No. 513/2011 (the "**CRA Regulation**") and is included in the list of credit rating agencies published by the European Securities and Market Authority on its website (www.esma.com) in accordance with the CRA Regulation. Tranches of Notes (as defined in "**Summary of the Programme**") issued under the Programme may be rated or unrated. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the ratings assigned to the Notes. Whether or not each credit rating applied for in relation to a relevant Series of Notes will be issued by a credit rating agency established in the European Union and registered under the CRA Regulation will be disclosed in the Final Terms. A security 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 credit rating agency. Furthermore, the Issuer may at any time reduce the number of credit rating agencies from which it requests credit ratings.

The price and the amount of the relevant Notes to be issued under the Programme will be determined by the Issuer and the relevant Dealer based on their prevailing market conditions at the time of the issue of such Notes and will be set out in the relevant Final Terms. Notes will be in such denomination(s) as may be specified in the relevant

Final Terms, save that the minimum denomination of each Note listed and admitted to trading on a Regulated Market or offered to the public in a Member State of the EEA in circumstances which require the publication of a prospectus under the Prospectus Directive will be €1,000 and, if the Notes are denominated in a currency other than euro, the equivalent amount in such currency at the issue date, or such higher amount as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant specified currency.

This Base Prospectus and the Final Terms related to Notes offered to the public and/or listed and admitted to trading on Euronext Paris will be published on the websites of the AMF (www.amf-france.org), and the Issuer (www.cades.fr).

This Base Prospectus (together with any Supplements hereto (each a "**Supplement**" and together the "**Supplements**") comprises a prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (as amended by Directive 2010/73/EU, the "**Prospectus Directive**") and for the purpose of giving information with regard to CADES and the Notes which, according to the particular nature of the Issuer and the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

In addition, in the context of any offer of Notes that is not made within an exemption from the requirement to publish a prospectus under the Prospectus Directive (a "**Non-exempt Offer**"), in relation to any person (an "**Investor**") to whom an offer of any Notes is made by any financial intermediary to whom the Issuer has given its consent to use this Base Prospectus (an "**Authorised Offeror**"), where the offer is made during the period for which that consent is given and where the offer is made in the Member State for which that consent was given and is in compliance with all other conditions attached to the giving of the consent, all as mentioned in the Base Prospectus, the Issuer accepts responsibility in each such Member State for the content of this Base Prospectus. However, neither the Issuer nor any Dealer has any responsibility for any of the actions of any Authorised Offeror, including compliance by an Authorised Offeror with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to such offer.

If so specified in the Final Terms in respect of any Tranche of Notes, the Issuer consents to the use of this Base Prospectus in connection with a Non-exempt Offer during the Offer Period specified in the relevant Final Terms (the "**Offer Period**") either (1) in the Member State(s) specified in the relevant Final Terms by any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) and which satisfies the conditions (if any) specified in the relevant Final Terms or (2) by the financial intermediaries specified in the relevant Final Terms, in the Member State(s) specified in the relevant Final Terms and subject to the relevant conditions specified in the relevant Final Terms, for so long as they are authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC). The Issuer may give consent to additional financial intermediaries after the date of the relevant Final Terms and, if it does so, the Issuer will publish the above information in relation to them on www.cades.fr.

The consent referred to above relates to Offer Periods occurring within 12 months from the date of this Base Prospectus.

Any Authorised Offeror who wishes to use this Base Prospectus in connection with a Non-exempt Offer as set out in (1) above is required, for the duration of the relevant Offer Period, to publish on its website that it is using this Base Prospectus for such Non-exempt Offer in accordance with the consent of the Issuer and the conditions attached thereto.

To the extent specified in the relevant Final Terms, an offer may be made during the relevant Offer Period by any of the Issuer, the Dealers or any relevant Authorised Offeror in any relevant Member State and subject to any relevant conditions, in each case all as specified in the relevant Final Terms.

Other than as set out above, neither the Issuer nor any of the Dealers has authorised the making of any Non-exempt Offer of any Notes by any person in any circumstances and such person is not permitted to use this Base Prospectus in connection with its offer of any Notes. Any such Non-exempt Offers are not made by or on behalf of the Issuer or by any of the Dealers or Authorised Offerors and none of the Issuer or any of the Dealers or any Authorised Offerors has any responsibility or liability for the actions of any person making such offers.

An Investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocation, settlement arrangements and any expenses or taxes to be charged to the Investor (the "Terms and Conditions of the Non-exempt Offer"). The Issuer will not be a party to any such arrangements with Investors (other than Dealers) in connection with the offer or sale of the Notes and, accordingly, this Base Prospectus and any Final Terms will not contain such information. The Terms and Conditions of the Non-exempt Offer shall be provided to Investors by that Authorised Offeror at the relevant time. None of the Issuer, any of the Dealers or other Authorised Offerors has any responsibility or liability for such information.

In the case of any Tranche of Notes which are being (a) offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive) and/or (b) admitted to trading on a regulated market in a Member State, the relevant Final Terms shall not amend or replace any information in this Base Prospectus. Subject to this, to the extent permitted by applicable law and/or regulation, the Final Terms in respect of any Tranche of Notes may supplement any information in this Base Prospectus.

The Issuer having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Base Prospectus with respect to it and the Notes in the context of the issue and offering of such Notes, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Base Prospectus accordingly.

No person has been authorised to give any information or to make any representation other than those contained in this Base Prospectus in connection with the issue or offering of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers (as defined in "Summary of the Programme"). Neither the delivery of this Base Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof or the date upon which this Base Prospectus has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer since the date hereof or the date upon which this Base Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Base Prospectus and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Base Prospectus comes are required by the Issuer, the Dealers and the Arrangers to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States and the Notes may include Materialised Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or, in the case of Materialised Notes in bearer form, delivered within the United States. For a description of certain restrictions on offers and sales of Notes and on distribution of this Base Prospectus, see "Subscription and Sale".

The Notes have not been registered under the U.S. Securities Act of 1933 or under any other applicable securities laws and may include Materialised Notes in bearer form that are subject to U.S. tax law requirements. Therefore, the Notes may not be offered or sold within the United States or to, or for the account or benefit of, any U.S. person unless the offer or sale would qualify for registration exemption from the U.S. Securities Act of 1933 and the securities laws of any other applicable jurisdiction. Accordingly, the Notes may only be offered outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933. Prospective purchasers are hereby notified that the seller of the Notes will be relying on the exemptions from provisions of Section 5 of the U.S. Securities Act of 1933 provided by Regulation S.

This Base Prospectus is being provided for informational use in connection with consideration of a purchase of the Notes to qualified purchasers in offshore transactions complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act. Its use for any other purpose is not authorised. In the United States this Base Prospectus is confidential, and may not be distributed or copies made of it without the Issuer's prior written consent other than to people whom investors may have retained to advise them in connection with any offering.

Neither the U.S. Securities and Exchange Commission (the "SEC") nor any other securities commission, governmental agency or regulatory authority, has approved or disapproved of the Notes or determined if this Base Prospectus is truthful or complete. Any representation to the contrary is a criminal offence.

Neither this Base Prospectus nor any Final Terms constitute, and neither this Base Prospectus nor any Final Terms may be used for the purposes of, an offer, invitation or solicitation by anyone in any jurisdiction or in any circumstances in which such offer, invitation or solicitation is not authorised or to any person to whom it is unlawful to make such offer, invitation or solicitation and no action is being taken to permit an offering of the Notes or the distribution of this Base Prospectus or any Final Terms in any jurisdiction where such action is required.

No Dealer has separately verified the information contained in this Base Prospectus. No Dealer makes any representation, express or implied, or accepts any responsibility or liability, with respect to the accuracy or completeness at any time of any of the information in this Base Prospectus or any Final Terms. Neither this Base Prospectus nor any Final Terms nor any other financial statements are intended to provide the basis of any credit or other evaluation and neither this Base Prospectus, nor any Final Terms nor any other financial statements should be considered as a recommendation by the Issuer or any Dealer that any recipient of this Base Prospectus and/or any Final Terms and/or any such other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Base Prospectus and/or any Final Terms and its purchase of Notes should be based upon such investigation, as it deems necessary. No Dealer undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Base Prospectus nor to advise any investor or potential investor in the Notes of any information coming to the attention of any Dealer.

The expression "**Prospectus Directive**" means Directive 2003/71/EC as amended by Directive 2010/73/EU, and includes any relevant implementing measure in the Member State of the European Economic Area which has implemented the Prospectus Directive.

In connection with the issue of any Tranche, and unless otherwise agreed between the Issuer and the Relevant Dealer(s), the Relevant Dealer or, in the case of a Syndicated Issue, the Lead Manager shall act as a stabilising manager (the "**Stabilising Manager**"); provided that a different Stabilising Manager may not act upon the issue of a further Tranche of an existing Series until all previous stabilisation activity in respect of that Series has terminated. The Stabilising Manager may, to the extent permitted by applicable laws and directives, over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail, but in doing so the Stabilising Manager shall not act as agent of the Issuer and any loss resulting from over-allotment and stabilisation shall be borne, and any profit arising from them shall be beneficially retained, by the Stabilising Manager or, as the case may be, the Relevant Dealers in the manner agreed between them. Any stabilisation action may begin on or after the date on which adequate public disclosure of the final terms of the offer of the relevant Tranche is made and, if begun, may be ended at any time, but it must end no later than the earlier of (i) 30 days after the issue date of the relevant Tranche and (ii) 60 days after the date of the allotment of the relevant Tranche. Such stabilisation shall be carried out in accordance with applicable laws and regulations and the Issuer shall not be liable in respect thereof.

In this Base Prospectus, unless otherwise specified or the context otherwise requires, references to "U.S.\$", "USD" and "U.S. dollars" are to the currency of the United States of America, and references to "euro", "EUR" or "€" are to the single currency of the participating Member States of the European Union.

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SUMMARY (ENGLISH VERSION)

Summaries are made up of disclosure requirements known as "Elements" the communication of which is required by Annex XXII of the Regulation EC No 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) n°486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) n°862/2012 of 4 June 2012. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information is given regarding the Element. In this case a short description of the Elements is included in the summary with the mention "Not Applicable".

This summary is provided for purposes of the issue by CADES of Notes of a denomination of less than €100,000 which are offered to the public or admitted to trading on a Regulated Market of the European Economic Area. The issue specific summary relating to this type of Notes will be annexed to the relevant Final Terms and will comprise (i) the information below with respect to the summary of the Base Prospectus and (ii) the information included in the issue specific summary attached to the relevant Final Terms.

Capitalised words and expressions used in the following summary shall have the meaning ascribed to them in the Terms and Conditions of this Base Prospectus or elsewhere in the Base Prospectus, as the case may be.

Section A - Introduction and warnings		
A.1	Introduction:	<p>Please note that:</p> <ul style="list-style-type: none"> • this summary should be read as an introduction to the Base Prospectus; • any decision to invest in the securities should be based on consideration of the Base Prospectus as a whole by the investor; • where a claim relating to the information contained in this Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and • civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent:	<ul style="list-style-type: none"> • The Issuer consents to the use of this Base Prospectus in connection with a Non-exempt Offer, during the Offer Period specified in the applicable Final Terms, either (1) in the Member State(s) specified in the applicable Final Terms by any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) and which satisfies any conditions specified in the applicable Final Terms or (2) by the financial intermediaries, in the relevant Member State(s) and subject to the relevant conditions, in each case specified in the applicable Final Terms, for so long as they are authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC). The Issuer may give consent to additional financial intermediaries after the date of the applicable Final Terms and, if it does so, the Issuer will publish the above information in relation to them on its website (www.cades.fr). • An Investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor

Section A - Introduction and warnings		
		including as to price, allocation, settlement arrangements and any expenses or taxes to be charged to the investor (the "Terms and Conditions of the Non-exempt Offer"). The Issuer will not be a party to any such arrangements with Investors (other than the Dealers) in connection with the offer or sale of the Notes and, accordingly, this Base Prospectus and any Final Terms will not contain such information. The Terms and Conditions of the Non-exempt Offer shall be published by that Authorised Offeror on its website at the relevant time. None of the Issuer, any of the Dealers or other Authorised Offerors has any responsibility or liability for such information.

Section B - Issuer			
B.1	Legal name and commercial name of the Issuer:	Caisse d'Amortissement de la Dette Sociale ("CADES" or the "Issuer").	
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and its country of incorporation:	CADES was established by the French State by order n° 96-50, dated 24 January 1996 (<i>ordonnance n° 96-50 relative au remboursement de la dette sociale</i>) as an administrative public agency (<i>établissement public national à caractère administratif</i>). CADES' registered office is located at 15-17 rue Marsollier 75002 Paris – France and its telephone number is +33 1 55 78 58 32.	
B.4b	Known trends:	Not Applicable. There are no known trends affecting the Issuer and the industries in which it operates.	
B.5	The group and the Issuer's position within the group:	Not Applicable. CADES forms not part of any group.	
B.9	Profit Forecast:	Not Applicable. The Issuer does not provide profit forecasts.	
B.10	Audit Report Qualifications:	The auditor's report with respect to the financial statements as of and for the year ended 31 December 2012 contains an observation. The auditor's report with respect to the financial statements as of and for the year ended 31 December 2011 contains an observation.	
B.12	Selected historical key financial information		
	(in millions of euros)	As at 31 December 2011	As at 31 December 2012
	Treasury bills and other bills eligible for refinancing with central banks	150.01	4,553.68
	Total assets and liabilities	19,397.59	11,912.77
	Sub-total - Debts	162,162.12	149,376.26
	Sub-total - Reserves	(142,764.74)	(137,463.72)
	Net profit for the period	11,677.85	11,949.07

Section B - Issuer		
		<ul style="list-style-type: none"> There has been no material adverse change in the prospects of the issuer since 31 December 2012. There has been no significant changes in the financial or trading position since 31 December 2012.
B.13	Recent events	There have been no recent events which the Issuer considers materially relevant to the evaluation of its solvency.
B.14	Dependence upon other entities within the group:	Not applicable. CADES forms not part of any group.
B.15	The issuer's principal activities:	CADES is responsible for financing and repaying a portion of the accumulated debt of France's social security system. CADES finances this debt by borrowing primarily in the debt capital markets and using the proceeds of social security taxes imposed on French taxpayers' earnings to service interest payments and repay principal on the amounts borrowed.
B.16	Controlling persons:	CADES is owned and controlled by the French State.
B.17	Credit ratings:	<p>The Programme has been rated Aa1 by Moody's Investors Services ("Moody's") and AAA by Fitch Ratings ("Fitch"). As at the date of the Base Prospectus, the Issuer's long-term and short-term debt has been respectively rated (i) Aa1 and P-1 by Moody's and (ii) AAA and F1+ by Fitch.</p> <p>As at the date of the Base Prospectus, each of such credit rating agencies is established in the European Union and is registered under Regulation (EU) No 1060/2009, as amended by Regulation (EU) No. 513/2011 (the "CRA Regulation") and is included in the list of credit rating agencies published by the European Securities and Market Authority on its website (www.esma.com) in accordance with the CRA Regulation. Notes issued pursuant to the Programme may be rated or unrated. The rating of Notes (if any) will be specified in the relevant Final Terms. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating assigned to Notes issued under the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning credit rating agency without notice.</p>

Section C - The Notes		
C.1	Type and class of the Notes and ISIN number:	<p>The Notes will constitute <i>obligations</i> under French law.</p> <p>The Notes will be issued in series (each a "Series") having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a "Tranche") on the same or different issue dates with no minimum issue size. The specific terms of each Tranche (which will be supplemented, where necessary, with supplemental terms and conditions and, save in respect of the issue date, issue price, first payment of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out in the final terms to this Base Prospectus (the "Final Terms").</p> <p>Notes may be issued as Dematerialised Notes or Materialised Notes.</p>

Section C - The Notes

		<p>Dematerialised Notes may, at the option of the Issuer, be issued either (i) in bearer dematerialised form (<i>au porteur</i>) inscribed as from the issue date in the books of Euroclear France which shall credit the accounts of Account Holders including Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear") and the depository bank for Clearstream Banking, <i>société anonyme</i> ("Clearstream Luxembourg") or (ii) in registered dematerialised form (<i>au nominatif</i>) and, in such case, at the option of the relevant Noteholder, in either <i>au nominatif pur</i> or <i>au nominatif administré</i> form. No physical documents of title will be issued in respect of Dematerialised Notes. Dematerialised Notes will at all times be in book entry form in compliance with Articles L.211-3 <i>et seq.</i> of the <i>Code monétaire et financier</i>.</p> <p>Materialised Notes will be in bearer materialised form only. A Temporary Global Certificate will be issued initially in respect of each Tranche of Materialised Notes. Such Temporary Global Certificate will be exchanged for Definitive Materialised Notes with, where applicable, coupons for interest attached on a date expected to be on or after the 40th day after the issue date of the Notes (subject to postponement) upon certification as to non-US beneficial ownership as more fully described herein.</p> <p>The relevant security identification number(s) (ISIN) in respect of each Tranche of Notes will be specified in the applicable Final Terms.</p>
C.2	Currencies:	<p>Subject to compliance with all relevant laws, regulations and directives, Notes may be issued, without limitation, in Australian dollars (AUD), Canadian dollars (CAD), Danish krone (DKK), euro (EUR), Hong Kong dollars (HKD), Japanese yen (JPY), New Zealand dollars (NZD), Norwegian krone (NOK), pounds sterling (GBP), South African rand (ZAR), Swedish krone (SEK), Swiss francs (CHF), U.S. dollars (USD), Turkish lira (TL), Singapore dollars (SGD), Mexican peso (MXN) and in any other currency as may be agreed between the Issuer and the relevant Dealers.</p>
C.5	Free transferability:	<p>Not Applicable. There is no restriction on the free transferability of the Notes.</p>
C.8	The rights attached to the Notes, ranking, and limitation to these rights:	<p><i>Status of the Notes:</i> The Notes and, if applicable, any Receipts and Coupons constitute (subject to negative pledge provisions) direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank <i>pari passu</i> among themselves and, save for those preferred by mandatory provisions of French law and subject to negative pledge provisions, equally with all other present or future unsecured and unsubordinated obligations of the Issuer.</p> <p><i>Negative Pledge:</i> The Issuer undertakes that, so long as any of the Notes or, if applicable, Receipts or Coupons remain outstanding, it shall not create on any of its present or future assets or revenues any mortgage, pledge or other encumbrance to secure any Publicly Issued External Financial Indebtedness of the Issuer unless the Issuer's obligations under the Notes or, if applicable, Receipts and Coupons shall also be secured by such mortgage, pledge or other encumbrance equally and rateably therewith.</p> <p><i>Events of Default:</i> The Notes shall become due and payable at their principal amount together with accrued interest thereon following the occurrence of an event of default in respect of the Notes. The events of default in respect of the Notes include, in particular, an interest or principal payment default, a default in the performance of any other obligation of the Issuer under the Notes and some additional events affecting the Issuer. However, the terms and conditions of the Notes do not contain a cross-default provision.</p> <p><i>Withholding tax:</i> All payments of principal and interest by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law, in which case the Issuer shall pay no additional amounts.</p>

Section C - The Notes

		<p><i>Governing law:</i> The Notes and all matters arising from or connected with the Notes are governed by, and shall be construed in accordance with, French law.</p>
C.9	<p>Interest, Redemption and Representation:</p>	<p>See Element C.8 for the rights attaching to the Notes, ranking and limitations.</p> <p><i>Fixed Rate Notes:</i> Fixed interest will be payable in arrears on the date in each year specified in the relevant Final Terms.</p> <p><i>Floating Rate Notes:</i> Floating Rate Notes will bear interest determined separately for each Series as follows:</p> <ul style="list-style-type: none"> (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2000 or, as the case may be, the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., or the relevant FBF (<i>Fédération Bancaire Française</i>) definitions incorporated among others in the <i>Additifs Techniques</i> to the FBF Master-Agreement relating to transactions on forward financial instruments, or (ii) by reference to LIBOR, LIBID, LIMEAN, EURIBOR, CMS or TEC (or such other Reference Rate as may be specified in the relevant Final Terms) as adjusted for any applicable margin. <p><i>Inflation Linked Notes:</i> Inflation Linked Notes may be issued by the Issuer where the principal and/or interest in respect of such Notes will be calculated by reference to an inflation index ratio derived from either (i) the consumer price index (excluding tobacco) for all households in metropolitan France, as calculated and published monthly by the <i>Institut National de la Statistique et des Etudes Economiques</i> (the "CPI") or (ii) the harmonized index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat (the "HICP") (each an "Inflation Index Ratio").</p> <p><i>FX Linked Notes:</i> FX Linked Notes may be issued by the Issuer where the principal and/or interest in respect of such Notes will be calculated by reference to an exchange rate between certain currencies.</p> <p><i>Nominal Interest Rate / Zero Coupon Notes:</i> Notes may be interest-bearing or non-interest bearing. Interest (if any) may accrue at a fixed or floating rate or a combination thereof and may vary during the lifetime of the relevant Series. Zero Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest.</p> <p><i>Date from which interest becomes payable and the due dates for interest:</i> In respect of each Tranche of Notes bearing interest, the date from which interest becomes payable and due dates for interest will be indicated in the applicable Final Terms.</p> <p><i>Maturity Date:</i> Notes will have maturities as specified in the applicable Final Terms, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.</p> <p><i>Redemption:</i> Notes may be redeemed at par or at such other Redemption Amount (detailed in a formula or otherwise) as may be specified in the relevant Final Terms.</p> <p><i>Early Redemption:</i> The Final Terms issued in respect of each Tranche of Notes will indicate either that the Notes of that Tranche cannot be redeemed prior to their stated maturity (other than in specified instalments or following an Event of Default), or that such Notes will be redeemable prior to such stated maturity at the option of the Issuer and/or the holders of such Notes upon giving irrevocable notice to the relevant Noteholders or the Issuer, as the case may be, within the time limits set out in the Final Terms, on a date or dates specified prior to such stated maturity and at a price or prices and at such other terms as may be indicated in the relevant Final Terms.</p>

Section C - The Notes

		<p><i>Automatic Early Redemption:</i> In the case of FX Linked Redemption Notes, if specified in the relevant Final Terms and if the Calculation Agent determines that an automatic early redemption event occurs, the Notes shall be redeemed at the automatic early redemption amount as specified in the relevant Final Terms.</p> <p><i>Partial Redemption:</i> The Final Terms issued in respect of each issue of Notes that are redeemable in two or more instalments will set out the dates on which, and the amounts in which, such Notes may be redeemed.</p> <p><i>Yield:</i> In respect of Fixed Rate Notes, the yield of the Notes will be specified in the relevant Final Terms.</p>
C.10	Derivative component in interest payment:	Other than Inflation Linked Notes and FX Linked Notes, Notes issued under the Programme do not contain any derivative components. Inflation Linked Notes are linked to the CPI or the HICP, as outlined in C.9, above. FX Linked Notes are linked to an exchange rate between certain currencies, as outlined in C.9 above.
C.11	Listing and admission to trading:	Notes issued under the Programme may be admitted to trading on Euronext Paris and/or any other Regulated Market in any Member State of the EEA and/or quotation by such other or further listing authorities, stock exchanges and/or quotation systems as may be agreed between the Issuer and the relevant Dealer, or may be unlisted, in each case as specified in the relevant Final Terms.
C.15	Description of how the value of investment is affected by the value of the underlying instrument:	<p>Inflation Linked Notes are debt securities which do not provide for predetermined principal and/or interest payments. Principal and/or interest amounts will be dependent upon the performance of the CPI or the HICP, as outlined in C.9, above. The amount of principal and/or interest payable by the Issuer may vary. Noteholders may receive no interest. However, if the nominal amount to be repaid at maturity is below par, the Inflation Linked Notes will be redeemed at par.</p> <p>FX Linked Notes are debt securities which do not provide for predetermined principal and/or interest payments. Principal and/or interest amounts will be dependent upon the variations of an exchange rate between certain currencies, as outlined in C.9, above. The amount of principal and/or interest payable by the Issuer may vary. Noteholders may receive no interest, and FX Linked Redemption Notes may, in certain circumstances, be redeemed below par.</p>
C.16	Derivative Notes – Maturity:	Notes will have maturities as specified in the applicable Final Terms, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.
C.17	Derivative Notes – Settlement procedure:	Notes issued under the Programme as Dematerialised Notes have been accepted for clearance through Euroclear France as central depository. Notes issued under the Programme as Materialised Bearer Notes will be represented initially upon issue by Temporary Global Certificates and have been accepted for clearance through Clearstream, Luxembourg, Euroclear or any other clearing system that may be agreed between the Issuer, the Fiscal Agent and the relevant Dealer.
C.18	Return on Derivative Notes:	Inflation Linked Notes and FX Linked Notes are not ordinary debt securities and the return and/or interest and/or redemption amount (as the case may be) may be linked to the value or performance of an underlying, as set out in Elements C.9 and C.15 above.
C.19	Derivative Notes – Exercise price / Final reference price	Not Applicable.
C.20	Derivative Notes - Type of the underlying and where the information on the underlying can be found	<p>In the case of Inflation Linked Notes, the underlying will be either the CPI or the HICP, as outlined in C.9 above. Details of the source from which information about the CPI or the HICP, as the case may be, can be obtained, will be specified in the applicable Final Terms.</p> <p>In the case of FX Linked Notes, the underlying will be an exchange rate between certain currencies, as outlined in C.9 above. Details of the source from which information about such exchange rate can be obtained will be specified in the applicable Final Terms.</p>

Section C - The Notes		
C.21	Market where the securities will be traded and for which the Base Prospectus has been published	See Element C.11 for an indication of market where securities will be traded and for which a prospectus in respect of the Notes has been published.

Section D - Risks		
D.2	Key risks specific to the Issuer:	<p>There are certain factors that may affect the ability of the Issuer to fulfil its obligations under the Notes:</p> <ul style="list-style-type: none"> • Payment risks: credit risk in relation to CADES is limited, because of the fact that the State is ultimately responsible for the solvency of CADES and because of the allocation of resources to CADES by the government; • The French State has transferred additional social security debt to the Issuer in the past and may do so in the future: these debt transfers have increased and will continue to increase CADES' funding requirements in the debt capital markets and its exposure to the volatility of those markets. In addition, the French State may carry out further debt transfers in the future, which would increase CADES' funding requirements and debt capital markets exposure; • The revenues of CADES from the social security taxes it receives may vary: CADES' revenue sources (the CRDS and the CSG) are mainly based on the salaries of French taxpayers (<i>masse salariale</i>). Tax receipts from the CRDS are closely correlated with France's nominal gross domestic product; and • The Issuer faces various market risks, such as counterparty risk and interest rate risks.
D.3	Key risks specific to the Notes:	<p>There are certain factors that are material for the purpose of assessing the market risks associated with the Notes.</p> <ul style="list-style-type: none"> • The Notes may not be a suitable investment for all investors: each potential investor should determine the suitability of investing in the Notes in light of its own circumstances. In addition, some Notes are complex financial instruments and a potential investor should not invest in such Notes unless it has the expertise to evaluate specific risks in relation thereto; • None of the Issuer, any Dealer or any of their affiliates has or assumes any responsibility for the lawfulness of the acquisition of the Notes by a prospective investor, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates (if different), or for compliance by that prospective investor with any law, regulation or regulatory policy applicable to it; • The trading market for debt securities may be volatile and may be adversely impacted by many events, such as economic and market conditions and, to varying degrees, interest rates, currency exchange rates and inflation rates in other European and other industrialised countries; • An active trading market for the Notes may not develop and there can be no assurance that an active trading market for the Notes will develop, or, if one does develop, that it will be maintained; • Any early redemption at the option of the Issuer, if provided for in any Final Terms for a particular issue of Notes, could cause the yield received by any Noteholders to be considerably less than anticipated, and the redeemed face amount of the Notes may be lower than the purchase price for the Notes paid by the Noteholder, in which case part of the capital invested by such Noteholder may be lost;

Section D - Risks

		<ul style="list-style-type: none"> • The Notes may be subject to restrictions on transfer which may adversely affect their value, and in particular restrictions on transfer in relation to U.S. Securities laws or the laws of any other relevant country; • The Notes contain limited events of default and covenants (in particular, there is no cross-default of the Issuer's other obligations); • A Noteholder's actual yield on the Notes may be reduced from the stated yield due to transaction costs incurred when the Notes are purchased or sold (including transaction fees and commissions), which may significantly reduce or even exclude the profit potential of the Notes; • A Noteholder's effective yield on the Notes may be diminished due to the tax impact on that Noteholder of its investment in the Notes, if payments of interest on the Notes, or profits realised by the Noteholder upon the sale or repayment of the Notes are subject to taxation in the Noteholder's home jurisdiction or in other jurisdictions in which it is required to pay taxes; • Investors will not be able to calculate in advance their rate of return on Floating Rate Notes, as investors are not able to determine a definite yield of Floating Rate Notes at the time they purchase them, due to varying interest income; • The Issuer's ability to convert the interest rate of Fixed to Floating Rate Notes may affect the secondary market and the market value of the Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing; • Zero Coupon Notes are subject to higher price fluctuations than non-discounted bonds, because the discounted issue prices are substantially below par; • Foreign currency bonds expose investors to foreign-exchange risk as well as to issuer risk; • Structured Notes may entail significant risks not associated with similar investments in a conventional debt security, including the risks that the resulting interest rate will be less than that payable on a conventional debt security at the same time and/or that an investor could lose all or a substantial portion of the principal of its Notes; • The value of Inflation Linked Notes is subject to fluctuations and volatility in the underlying relevant inflation ratio. In particular, if the value of the relevant index calculated at any time prior to the maturity date is lower than the value of the relevant index at the time of the issue of the Notes or at the time of purchase by the Noteholders, then the amount of interest payable by the Issuer and/or the principal of Inflation Linked Notes may vary. Noteholders may receive no interest. However, if the nominal amount to be repaid at maturity is below par, the Inflation Linked Notes will be redeemed at par. • Some Notes may be FX Linked Notes, where the interest rate, automatic early redemption and/or maturity redemption amount shall be determined depending on the currency exchange rate between specified currencies or where in respect of the Instruments in certain currency, all or some of which interest and/or redemption payments shall be made in another currency or, if applicable, any other currencies. The investor in such Notes will be exposed to the performance of and the market in, such underlying or underlyings; • The Notes may be subject to exchange rate risks, in particular if an investor's financial activities are denominated principally in a currency or currency unit other than the Specified Currency and if that exchange rates significantly change; • The Notes are subject to interest rate risks being that subsequent changes in market interest rates may adversely affect the value of the Notes; • Holdings of less than the minimum Specified Denomination may be affected if the Notes are traded in denominations that are not integral multiples of the Specified Denomination, in which case the holder of such notes will not receive a definitive Note in respect of such holding and would need to purchase a principal amount of
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Section D - Risks

		<p>Notes such that it holds an amount equal to one or more specified denominations;</p> <ul style="list-style-type: none"> • Taxes, charges and duties may be payable in respect of purchases of the Notes, in accordance with laws and practices of the country where the Notes are transferred or the laws and practices of other jurisdictions; • Member States may be required to provide details of payments of interest under the EU Savings Directive and neither the Issuer nor any Paying Agent will pay any additional amount with respect to any Note as a result of the imposition of withholding tax by another Member State; • The Issuer shall not pay any additional amounts in respect of Grossing-Up in case of withholding or deduction for reason of French taxes required by applicable law on any payments made by the Issuer under the Notes; • The decision of the majority of Noteholders taken during meetings called to consider matters affecting their interest generally may bind all holders of the Notes; • The Notes may be affected by changes in law and no assurance can be given as to the impact of any possible judicial decisions or change to French (or any other relevant) law after the date of this Base Prospectus, nor can any assurance be given as to whether any such change could adversely affect the ability of the Issuer to make payments under the Notes; and • The credit ratings assigned to the Notes may not reflect all the potential impact of all risks related to structure, market, and other factors that may affect the value of the Notes;
D.6	Risk warning:	<p>Potential investors in Inflation Linked Notes should be aware that such Notes are debt securities which do not provide for predetermined interest and/or principal payments. Principal and/or interest amounts will be dependent upon the performance of the CPI or the HICP, as described in C.9, above. The amount of principal and/or interest payable by the Issuer may vary and Noteholders may receive no interest.</p> <p>Potential investors in FX Linked Notes should be aware that such Notes are debt securities which do not provide for predetermined interest and/or principal payments. Principal and/or interest amounts will be dependent upon the variations of an exchange rate between certain currencies, as outlined in C.9, above. The amount of principal and/or interest payable by the Issuer may vary. Noteholders may receive no interest, and FX Linked Redemption Notes may, if applicable and in certain circumstances, be redeemed below par.</p>

Section E - Offer

E.2b	Reasons for the Offer and Use and Proceeds:	The net proceeds from the issue of the Notes will be used for the general financing purposes of the Issuer.
E.3	Terms and Conditions of the Offer:	<p>The relevant Final Terms will specify the terms and conditions of the offer applicable to each Tranche of Notes.</p> <p>Other than as set out in section A.2 above, neither the Issuer nor any of the Dealers has authorised the making of any Public Offer by any person in any circumstances and such person is not permitted to use the Base Prospectus in connection with its offer of any Notes. Any such offers are not made on behalf of the Issuer or by any of the Dealers or Authorised Offerors and none of the Issuer or any of the Dealers or Authorised Offerors has any responsibility or liability for the actions of any person making such offers.</p>
E.4	Interests Material to the Issue:	Interest and any potential conflicting ones that is material to the issue/offer of Notes will be described in the relevant Final Terms.

Section E - Offer

E.7	Estimated Expenses:	Estimated expenses charged to the investor by the Issuer or the offeror will be specified in the relevant Final Terms.
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TRADUCTION EN FRANCAIS DU RÉSUMÉ

Les résumés sont composés des informations requises appelées « Éléments » dont la communication est requise par l'Annexe XXII du Règlement européen n°809/2004 du 29 avril 2004 telle que modifiée par le Règlement délégué (UE) n°486/2012 du 30 mars 2012 et le Règlement délégué (UE) n°862/2012 du 4 juin 2012. Ces éléments sont numérotés dans les sections A à E (A.1 –E.7).

Le présent résumé contient l'ensemble des Éléments qui doivent être inclus dans un résumé pour ce type de titres et d'Émetteur. L'insertion de certains Éléments n'étant pas obligatoire, il est possible qu'il y ait des sauts de la numérotation dans la séquence des Éléments.

Même si l'insertion dans le résumé d'un Éléments peut être requise en raison du type de titres et d'Émetteur, il est possible qu'aucune information pertinente ne puisse être donnée concernant cet Éléments. Dans ce cas, une brève description de l'Éléments est insérée dans le résumé accompagnée de la mention "Sans objet".

Ce résumé est fourni dans le cadre d'une émission par CADES de Titres ayant une valeur nominale unitaire inférieure à 100.000 euros qui sont offerts au public ou admis à la négociation sur un marché réglementé de l'Espace Economique Européen. Le résumé spécifique à ce type d'émission de Titres figurera en annexe des Conditions Définitives applicables et comprendra (i) les informations relatives au résumé du Prospectus de Base et (ii) les informations contenues dans le résumé de l'émission figurant en annexe des Conditions Définitives applicables.

Les mots et expressions commençant pas une majuscule dans le résumé qui suit auront la signification du terme en langue anglaise correspondant qui lui est attribuée dans les Modalités des Titres du présent Prospectus de Base (Base Prospectus) ou le cas échéant dans toute autre partie du Prospectus de Base.

Section A - Introduction et avertissements		
A.1	Introduction :	<p>Veillez noter que :</p> <ul style="list-style-type: none"> • le présent résumé doit être lu comme une introduction au Prospectus de Base ; • que toute décision d'investir dans les titres doit être fondée sur un examen exhaustif du Prospectus de Base par l'investisseur ; • lorsqu'une action en responsabilité concernant l'information contenue dans le Prospectus de Base est intentée devant un tribunal, l'investisseur plaignant peut, selon la législation nationale de l'État Membre dans lequel l'action est intentée, avoir à supporter les frais de traduction du Prospectus de Base avant le début de la procédure judiciaire ; et • la responsabilité civile n'est attribuée qu'aux personnes qui ont présenté le résumé, y compris sa traduction, mais uniquement si le contenu du résumé est trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus de Base ou s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus de Base, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces titres.
A.2	Consentement :	<ul style="list-style-type: none"> • L'Émetteur consent à l'utilisation du Prospectus de Base dans le cadre d'une Offre Non-exemptée (<i>Non-exempt Offer</i>), pendant la Période d'Offre (<i>Offer Period</i>) indiquée dans les Conditions Définitives (<i>Final Terms</i>) applicables, soit (1) dans le ou les Etat(s) Membre(s) indiqué(s) dans les Conditions Définitives applicables par tout intermédiaire financier autorisé à faire de telles offres en vertu de la Directive sur les Marchés d'Instruments Financiers (Directive 2004/39/CE) et qui remplit les conditions mentionnées (le cas échéant) dans les Conditions Définitives applicables, soit (2) par les intermédiaires financiers indiqués dans les Conditions Définitives applicables, dans le ou les Etat(s) Membre(s) indiqué(s) dans les Conditions Définitives et sous réserve des conditions applicables indiquées dans les Conditions Définitives applicables, aussi longtemps qu'ils sont autorisés à faire de telles offres en vertu de la Directive sur les Marchés d'Instruments Financiers (Directive 2004/39/CE). L'Émetteur peut donner son consentement à des intermédiaires financiers supplémentaires après la date des Conditions Définitives applicables et, le cas échéant, l'Émetteur publiera les informations ci-dessus le concernant sur

Section A - Introduction et avertissements

		<p>www.cades.fr</p> <ul style="list-style-type: none"> Un Investisseur (<i>Investor</i>) qui souhaite acquérir ou qui acquiert de quelconques Titres auprès d'un Offrant Autorisé (<i>Authorised Offeror</i>) pourra le faire, et les offres et ventes des Titres à un Investisseur par un Offrant Autorisé seront effectuées conformément aux modalités et autres accords conclus entre cet Offrant Autorisé et cet Investisseur y compris, s'agissant du prix, de l'allocation, des accords de règlement et de toutes dépenses ou taxes facturées à l'Investisseur (les "Modalités de l'Offre Non-exemptée"). L'Émetteur ne sera pas partie à ces accords avec les Investisseurs (autres que les Agents Placeurs (<i>Dealers</i>)) en ce qui concerne l'offre ou la vente des Titres et, en conséquence, le présent Prospectus de Base et toutes Conditions Définitives ne contiendront pas ces informations. Les Modalités de l'Offre Non-exemptée seront publiées par ledit Offrant Autorisé sur son site internet pendant la période concernée. Ni l'Émetteur ni aucun des Agents Placeurs ou d'autres Offrants Autorisés ne sauraient être tenus responsables pour cette information.
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Section B - Emetteur

B.1	Raison sociale et nom commercial de l'Émetteur :	Caisse d'Amortissement de la Dette Sociale ("CADES" ou l'"Émetteur").	
B.2	Siège social et forme juridique de l'Émetteur, la législation régissant son activité ainsi que son pays d'origine :	<p>CADES est un établissement public national à caractère administratif créé par l'ordonnance n° 96-50 relative au remboursement de la dette sociale.</p> <p>Le siège social de CADES est situé au 15-17 rue Marsollier 75002 Paris – France et son numéro de téléphone est : +33 1 55 78 58 32.</p>	
B.4b	Tendances :	Sans Objet. Il n'existe pas de tendances connues ayant des répercussions sur l'Émetteur et ses secteurs d'activité.	
B.5	Le groupe et la position de l'Émetteur au sein du groupe :	Sans Objet. CADES ne fait partie d'aucun groupe.	
B.9	Prévision de bénéfice :	Sans Objet. L'Émetteur ne fournit pas d'estimation sur les bénéfices.	
B.10	Réserves du rapport d'audit :	<p>Le rapport des commissaires aux comptes concernant les comptes annuels arrêtés au 31 décembre 2012 contient une observation.</p> <p>Le rapport des commissaires aux comptes concernant les comptes annuels arrêtés au 31 décembre 2011 contient une observation.</p>	
B.12	Informations financières historiques clés sélectionnées :	<i>(en millions d'euros)</i>	
		Au 31 décembre 2011	Au 31 décembre 2012
	Bons du Trésor et autres bons éligibles pour le refinancement auprès des banques centrales	150,01	4.553,68
	Total actifs et passifs	19.397,59	11.912,77
	Sub-total - Dettes	162.162,12	149.376,26
	Sub-total - Réserves	(142.764,74)	(137.463,72)

Section B - Emetteur					
		Résultat net pour la période	11.677,85	11.949,07	
		<ul style="list-style-type: none"> Aucune détérioration n'a eu de répercussions sur les perspectives de l'Emetteur depuis le 31 décembre 2012. Aucun changement significatif de la situation financière ou commerciale de l'Emetteur n'est survenu depuis le 31 décembre 2012. 			
B.13	Evénements récents :	L'Émetteur estime qu'aucun évènement récent ayant une incidence pour l'évaluation de sa solvabilité n'est intervenu.			
B.14	Dépendance à l'égard des autres entités du groupe :	Sans objet. CADES ne fait partie d'aucun groupe.			
B.15	Activités principales de l'Emetteur :	La CADES a pour mission de financer et de rembourser une partie de la dette accumulée par le système français de sécurité sociale. La CADES finance cette dette en empruntant principalement sur les marchés obligataires et en utilisant les ressources tirées des prélèvements sociaux, afin de payer les intérêts d'emprunt et d'assurer le remboursement du principal des montants empruntés.			
B.16	Contrôle :	CADES est détenue et contrôlée par l'État français.			
B.17	Notations :	<p>Le Programme a été noté Aa1 par Moody's Investors Services ("Moody's") et AAA par Fitch Ratings ("Fitch"). A la date du Prospectus de Base, la dette long terme et court terme de Emetteur a été, respectivement, notée (i) Aa1 et P-1 par Moody's et (ii) AAA et F1+ par Fitch.</p> <p>A la date du Prospectus de Base, chacune de ces agences de notation de crédit est établie dans l'Union Européenne et est enregistrée conformément au Règlement (UE) No 1060/2009, tel que modifié par le Règlement (UE) No. 513/2011 (le "Règlement ANC") et est inclus dans la liste des agences de notation de crédit publiée par l'Autorité Européenne des Marchés Financiers (<i>European Securities and Market Authority</i>) sur son site internet (www.esma.com) conformément au Règlement ANC. Les Titres émis sous le Programme peuvent être notés ou non notés. La notation des Titres (le cas échéant) sera spécifiée dans les Conditions Définitives applicables. Lorsqu'une émission de Titres est notée, sa notation ne sera pas nécessairement la même que celle des Titres émis sous le Programme. Une notation n'est pas une recommandation d'acheter, de vendre ou de conserver des titres et peut faire l'objet d'une suspension, changement ou retrait à tout moment par l'agence de notation de crédit ayant allouée la notation à tout moment et sans notification.</p>			

Section C - Les Titres		
C.1	Nature et catégories des Titres et numéro d'identification des Titres :	<p>Les Titres constitueront des obligations de droit français.</p> <p>Les Titres seront émis par série (chacune une "Série") ayant une ou plusieurs date(s) d'émission et présentant des conditions identiques (ou identiques à part le premier paiement des intérêts), les Titres de chaque série étant censés être interchangeables avec les autres Titres de cette Série. Chaque Série pourra être émise par tranches (chacune une "Tranche") à des dates similaires ou différentes et, ce, sans contrainte de volume minimal d'émission. Les conditions spécifiques de chaque Tranche (qui pourraient avoir des modalités supplémentaires et, sauf en ce qui concerne la date d'émission, le prix d'émission, le premier paiement d'intérêts et la valeur nominale de la Tranche, seront identiques aux conditions des autres Tranches de la même Série) seront fixées dans les conditions définitives à ce Prospectus de Base (les "Conditions Définitives").</p>

Section C - Les Titres

		<p>Les Titres pourront être émis en tant que Titres Dématérialisés (<i>Dematerialised Notes</i>) ou en tant que Titres Matérialisés (<i>Materialised Notes</i>).</p> <p>Les Titres Dématérialisés peuvent, au choix de l'Émetteur, être émis soit (i) au porteur inscrits à leur date d'émission dans les livres d'Euroclear France qui créditera les comptes des Titulaires de Compte (<i>Account Holders</i>), y compris Euroclear Bank S.A./N.V., en sa qualité d'opérateur du Système Euroclear (« Euroclear ») et la banque dépositaire pour Clearstream Banking, société anonyme (« Clearstream Luxembourg ») soit (ii) au nominatif et, dans cette hypothèse, au choix du Détenteur de Titre concerné, soit au nominatif pur soit au nominatif administré. Aucun titre physique ne sera émis en relation avec les Titres Dématérialisés.</p> <p>Les Titres Matérialisés seront exclusivement au porteur. Un Certificat Global Temporaire (<i>Temporary Global Certificate</i>) sera émis à l'origine en relation avec chaque Tranche de Titres Matérialisés. Ce Certificat Global Temporaire sera échangé contre les Titres Matérialisés Définitifs (<i>Definitive Materialised Notes</i>) et, le cas échéant, des coupons pour les intérêts dus à une date censée être le ou après le 40^{ème} jour suivant la date d'émission des Titres (sous réserve de report) sur certification de l'absence de détention par des ressortissants des Etats-Unis telle que décrite plus amplement ci-après.</p> <p>Le numéro d'identification ISIN applicable conformément à chaque Tranche de Titres sera spécifié dans les Conditions Définitives applicable.</p>
C.2	Devises :	<p>Sous réserve de la conformité aux lois, réglementations et directives applicables, les Titres pourront être émis, sans limitation, en couronnes danoises (DKK), couronnes norvégiennes (NOK), couronnes suédoises (SEK), dollars américains (USD), dollars australiens (AUD), dollars canadiens (CAD), dollars de Hong Kong (HKD), dollars néo-zélandais (NZD), euros (EUR), francs suisses (CHF), livres sterling (GBP), rands sud-africains (ZAR), yens japonais (JPY), lires turques (TL), dollars singapouriens (SGD), pesos mexicains (MXN) et dans toute autre monnaie convenue d'un commun accord entre l'Émetteur et les Agents Placeurs concernés.</p>
C.5	Restrictions imposées à la libre négociabilité :	<p>Sans objet. Il n'existe pas de restrictions à la libre négociabilité des Titres.</p>

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C.8	<p>Les droits attachés aux Titres, rang et restrictions à ces droits :</p>	<p><i>Statut des Titres:</i> Les Titres et, le cas échéant, les Reçus (<i>Receipts</i>) et Coupons (<i>Coupons</i>) constituent (sous réserve des stipulations relatives au maintien de l'emprunt à son rang (<i>negative pledge</i>)) des engagements directs, inconditionnels, non subordonnés et non assortis de sûretés de l'Emetteur et doivent à tout moment être au même rang et sans préférence entre eux et, sous réserve des exceptions impératives du droit français et des stipulations relatives au maintien de l'emprunt à son rang (<i>negative pledge</i>), au même rang que tous autres engagements, présents ou futurs, non subordonnés et non assortis de sûretés de l'Emetteur.</p> <p><i>Maintien de l'emprunt à son rang:</i> Aussi longtemps que des Titres ou, le cas échéant, des Reçus ou Coupons attachés aux Titres seront en circulation, l'Emetteur ne créera pas, sur l'un de ses actifs ou revenus, d'hypothèque, de gage ou tout autre type de sûreté aux fins de garantir tout Endettement Financier Exterieur Rendu Public (<i>Publicly Issued External Financial Indebtedness</i>) de l'Emetteur, hormis si les engagements de l'Emetteur en vertu des Titres ou, le cas échéant, des Reçus ou Coupons, soient également garantis par cette hypothèque, ce gage ou tout autre type de sûretés de rang au moins égal et proportionnel.</p> <p><i>Cas de Défaut:</i> Les Titres seront remboursables à leur valeur nominale à laquelle s'ajoute les intérêts courus, en cas de survenance d'un Cas de Défaut. Les cas de défaut incluent notamment, un défaut au titre du paiement du principal ou des intérêts, un défaut dans l'exécution de toute autre obligation de l'Emetteur au titre des Titres et certains événements supplémentaires affectant l'Emetteur. Cependant, les modalités des Titres ne contiennent pas de clause de défaut croisé.</p> <p><i>Retenue à la source:</i> Tous les paiements de principal, des intérêts et autres produits effectués par ou pour le compte de l'Emetteur se rapportant aux Titres ne seront pas soumis à une retenue à la source ou à une déduction d'impôts, taxes, droits, ou charges gouvernementales d'une quelconque nature que ce soit, imposée, prélevée, collectée, retenue ou fixée par la France ou en France ou toute autre autorité française ayant le pouvoir de prélever l'impôt, à moins que cette retenue à la source ou déduction ne soit imposée par la loi, auquel cas l'Emetteur ne paiera aucun montant additionnel.</p> <p><i>Droit applicable:</i> Les Titres et toutes questions découlant de ou liés aux Titres sont régis et doivent être interprétés conformément au droit français.</p>
C.9	<p>Intérêts, Remboursement et Représentation :</p>	<p>Voir l'Elément C.8 pour les droits attachés aux Titres, le rang et les restrictions à ces droits.</p> <p><i>Titres à Taux Fixe</i> (Fixed Rate Notes) : Les coupons fixes seront payables à terme échu à la date ou aux dates de chaque année prévues par les Conditions Définitives.</p> <p><i>Titres à Taux Variable</i> (Floating Rate Notes) : Les Titres à Taux Variable porteront intérêt déterminé de façon différente pour chaque Tranche, comme suit :</p> <p>(i) sur la même base que le taux variable applicable à une opération d'échange de taux d'intérêt notionnel dans la Devise Prévues (<i>Specified Currency</i>) concernée, conclue conformément à une convention cadre FBF et à l'Additif Technique - Échange de conditions d'Intérêt ou de Devises y afférent ou conformément à un contrat incluant les Définitions ISDA 2000 ou, selon le cas, 2006 telles que publiées par la <i>International Swaps and Derivatives Association, Inc.</i> ; ou</p> <p>(ii) par référence au LIBOR, LIBID, LIMEAN, EURIBOR, CMS ou TEC (ou toute autre référence prévue dans les Conditions Définitives applicables), tels qu'ajustés des marges applicables. Les périodes d'intérêts seront précisées dans les Conditions Définitives applicables.</p> <p><i>Titres Indexés sur l'Inflation</i> (Inflation Linked Notes) : L'Émetteur pourra émettre des Titres Indexés sur l'Inflation dont le principal et/ou les intérêts seront calculés par référence à un ratio de l'indice d'inflation, déterminé grâce à (i) l'indice des prix à la consommation (hors tabac) des ménages en France métropolitaine tel que calculé et publié mensuellement par l'Institut National de la Statistique et des Etudes Economiques (le "CPI") ; ou (ii) l'indice harmonisé des prix à la consommation mesurant le taux d'inflation dans l'Union Monétaire</p>

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		<p>Européenne (hors tabac), tel que calculé et publié mensuellement par Eurostat (le "HICP") (chacun, un "Ratio de l'Indice d'Inflation").</p> <p><i>Titres Indexés sur Taux de Change (FX Linked Notes)</i> : L'Émetteur pourra émettre des Titres Indexés sur Taux de Change dont le principal et/ou les intérêts seront calculés par référence à un taux de change entre certaines devises.</p> <p><i>Taux d'intérêt nominal / Titres à Coupon Zéro (Zero Coupon Notes)</i> : Les Titres porteront ou non intérêt. Le taux d'intérêt (s'il y a lieu) sera fixe ou variable ou une combinaison des deux et pourra varier pendant la durée de la Tranche concernée. Les Titres à Coupon Zéro seront émis à leur valeur nominale ou à escompte et ne porteront pas intérêt.</p> <p><i>Date d'entrée en jouissance et date d'échéance des intérêts</i> : Les Conditions Définitives applicables indiqueront pour chaque Tranche de Titres portant intérêts, les dates d'exigibilité et d'échéance des intérêts.</p> <p><i>Date d'échéance</i> : Les échéances des Titres seront indiquées dans les Conditions Définitives applicables, sous réserve du respect des exigences légales et/ou réglementaires et/ou d'une banque centrale applicables.</p> <p><i>Montant de Remboursement Final</i> : Les Titres peuvent être remboursés au pair ou à un autre Montant de Remboursement (<i>Redemption Amount</i>) (détaillé dans une formule ou autrement) conformément aux Conditions Définitives applicables.</p> <p><i>Remboursement Anticipé</i>: Les Conditions Définitives applicables à chaque Tranche concernée indiqueront si les Titres de cette Tranche ne peuvent pas être remboursés avant leur date de maturité prévue (autrement que par versements échelonnés ou suite à un Cas de Défaut (<i>Event of Default</i>)), ou que ces Titres seront remboursables avant la date de maturité prévue à la discrétion de l'Émetteur et/ou des titulaires de ces Titres en notifiant irrévocablement ce remboursement aux Titulaires de Titres concernés ou à l'Émetteur, selon le cas, dans les délais indiqués dans les Conditions Définitives, à une date ou à des dates antérieures à cette date de maturité prévue et à un prix ou à des prix tels qu'indiqués dans les Conditions Définitives applicables.</p> <p><i>Remboursement Automatique Anticipé (Automatic Early Redemption)</i> : Dans le cas de Titres dont le Remboursement est Indexé sur Taux de Change (<i>FX Linked Redemption Notes</i>), si spécifié comme étant applicable dans les Conditions Définitives applicables et si l'Agent de Calcul estime que survient un événement de remboursement automatique anticipé, les Titres seront remboursés au montant de remboursement automatique anticipé tel que spécifié dans les Conditions Définitives applicables.</p> <p><i>Remboursement Partiel</i> : les Conditions Définitives émises dans le cadre de toute émission de Titres qui sont remboursables en deux ou plusieurs versements échelonnés indiqueront les dates auxquelles, et les montants auxquels, de tels Titres seront remboursés.</p> <p><i>Rendement</i>: Concernant les Titres à Taux Fixe, le rendement des Titres sera indiqué dans les Conditions Définitives concernées</p>
C.10	Composante dérivée dans le paiement d'intérêts :	A l'exception des Titres Indexés sur l'Inflation et des Titres Indexés sur Taux de Change, les Titres émis dans le cadre du Programme ne sont liés à aucun instrument dérivé. Les Titres Indexés sur l'Inflation sont liés au CPI ou au HCIP, tel que décrit au paragraphe C.9, ci-dessus. Les Titres Indexés sur Taux de Change sont indexés sur un taux de change entre certaines devises, tel que décrit au paragraphe C.9 ci-dessus.
C.11	Cotation et admission à la négociation :	Les Titres émis dans le cadre du Programme pourront être admis à la négociation sur Euronext Paris et/ou tout autre Marché Réglementé de tout Etat Membre de l'Espace Economique Européen et/ou toutes autorités de cotation et/ou tous systèmes de cotation qui seront convenus d'un commun accord entre l'Émetteur et l'Agent Placeur concerné, ou

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		pourront ne pas faire l'objet d'une cotation, dans chaque hypothèse tel qu'indiqué dans les Conditions Définitives concernées.
C.15	Description de l'impact de la valeur sous-jacent sur la valeur de l'investissement :	<p>Les Titres Indexés sur l'Inflation sont des titres de créance dont le montant du principal et/ou des intérêts n'est pas prédéterminé. Les montants dus au titre du principal et/ou des intérêts seront dépendants de la performance du CPI ou du HCIP, tel que décrit au paragraphe C.9 ci-dessus. Le montant du principal et/ou des intérêts dus par l'Émetteur pourra varier. Les Titulaires des Titres pourraient ne pas recevoir d'intérêt. Toutefois, si le principal dû à la date d'échéance est inférieur au pair, les Titres Indexés sur l'Inflation seront remboursés au pair.</p> <p>Les Titres Indexés sur Taux de Change sont des titres de créance dont le montant du principal et/ou des intérêts n'est pas prédéterminé. Les montants dus au titre du principal et/ou des intérêts seront dépendants de la performance d'un taux de change entre certaines devises sous-jacent, tel que décrit au paragraphe C.9 ci-dessus. Le montant du principal et/ou des intérêts dus par l'Émetteur pourra varier. Les Titulaires des Titres pourraient ne pas recevoir d'intérêt et les Titres dont le Remboursement est Indexé sur Taux de Change pourraient, dans certains cas, être remboursés en dessous du pair.</p>
C.16	Titres Dérivés-Échéance :	Les échéances des Titres seront indiquées dans les Conditions Définitives applicables, sous réserve du respect des exigences légales et/ou réglementaires et/ou d'une banque centrale applicables.
C.17	Procédure de règlement des Titres Dérivés :	<p>Les Titres émis dans le cadre du Programme sous forme de Titres Dématérialisés seront déposés auprès d'Euroclear France en tant que dépositaire central.</p> <p>Les Titres émis dans le cadre du Programme sous forme de Titres Matérialisés au Porteur seront initialement émis sous la forme de Certificats Globaux Temporaires et seront déposés auprès de Clearstream, Luxembourg, Euroclear ou tout autre système de compensation convenu par l'Émetteur, l'Agent Financier et l'Agent Placeur concerné.</p>
C.18	Produit des Titres Dérivés :	Les Titres Indexés sur l'Inflation et les Titres Indexés sur Taux de Change ne constituent pas des titres de créance ordinaires et le produit et/ou les intérêts et/ou le montant de remboursement (selon le cas) peut être indexé sur la valeur ou le rendement d'un sous-jacent, tel que décrit aux Éléments C.9 et C.15 ci-dessus.
C.19	Titres Dérivés – Prix d'exercice / Prix de référence final :	Sans objet.
C.20	Titres Dérivés - Type de sous-jacent utilisé et où trouver les informations à ce sujet :	<p>Concernant les Titres Indexés sur l'Inflation, le sous-jacent utilisé sera le CPI ou le HICP, tel que décrit en C.9 ci-dessus. Les détails relatifs à la source auprès de laquelle des informations sur le CPI ou le HICP, selon le cas, peuvent être obtenues, seront précisés dans les Conditions Définitives applicables.</p> <p>Concernant les Titres Indexés sur un Taux de Change, le sous-jacent utilisé sera un taux de change entre certaines devises, tel que décrit en C.9 ci-dessus. Les détails relatifs à la source auprès de laquelle des informations sur le taux de change sous jacent peuvent être obtenues, seront précisés dans les Conditions Définitives applicables.</p>
C.21	Marché sur lequel les Titres seront négociés et à l'intention duquel le Prospectus de Base est publié :	Pour des indicateurs sur le marché où les valeurs seront négociées et pour lequel un prospectus relatif aux Titres a été publié veuillez consulter l'Élément C.11.

Section D - Risques

D.2	Principaux risques propres à l'Émetteur :	<p>Il existe certains facteurs pouvant affecter la capacité de l'Émetteur à remplir ses obligations au titre des Titres:</p> <ul style="list-style-type: none"> • Risques de paiement : le risque de crédit relatif à CADES est limité, en raison du fait que l'Etat est responsable en dernier recours de la solvabilité de CADES et en raison de l'allocation des ressources à CADES par le gouvernement ; • L'Etat français a transféré la dette sociale aditionnelle à l'Émetteur dans le passé et pourrait en faire de même à l'avenir : ces transferts de dette ont augmenté et continueront à augmenter les besoins de financement de CADES sur les marchés de capitaux obligataires et son exposition à la volatilité de ces marchés. En outre, l'Etat français pourrait réaliser d'autres transferts de dette à l'avenir, ce qui augmenterait les besoins de financement de CADES et son exposition sur les marchés de capitaux obligataires ; • Les recettes tirées par CADES des prélèvements sociaux pourraient varier : les sources des recettes de CADES (la CRDS et la CSG) reposent principalement sur les salaires des contribuables français. Les produits de la CRDS sont étroitement corrélés au produit intérieur brut français ; et • L'Émetteur fait face à des risques de marché divers tels que le risque de contrepartie et les risques de taux d'intérêt.
D.3	Principaux risques propres aux Titres :	<p>Il existe certains facteurs qui sont significatifs en ce qui concerne l'évaluation des risques de marché associés aux Titres :</p> <ul style="list-style-type: none"> • Les Titres pourraient ne pas représenter un investissement adapté à tous les investisseurs : chaque investisseur potentiel devra établir le caractère approprié et adapté d'un investissement dans les Titres au regard de sa propre situation. En outre, certains Titres sont des instruments financiers complexes et un investisseur potentiel ne devrait pas investir dans de tels Titres sauf si cet investisseur dispose de l'expertise permettant d'évaluer les risques spécifiques y étant liés ; • Ni l'Émetteur, ni aucun Agent Placeur ou l'une de leurs filiales ou succursales n'engagera sa responsabilité en ce qui concerne la légalité de l'acquisition des Titres par un investisseur potentiel, au regard des lois de son pays d'immatriculation ou du pays dans lequel il exerce ses activités (si différent), ou pour la conformité par cet investisseur potentiel avec toute loi ou règlement lui étant applicable ; • Le marché obligataire peut s'avérer volatile et pourrait être pénalisé par de nombreux événements, telle que la conjoncture économique et les conditions de marché et, à des degrés divers, les taux d'intérêts, les taux de change et les taux d'inflation dans d'autres pays européens industrialisés ; • Le marché des Titres est susceptible de rester atone et il n'existe pas de certitude qu'un marché actif pour les Titres se développera, ou, si un tel marché se développe, que celui-ci se maintiendra ; • Tout remboursement anticipé sur option de l'Émetteur, s'il est prévu dans les Conditions Définitives d'une émission particulière de Titres, pourrait conduire à ce que le rendement obtenu par les Porteurs de Titres soit nettement inférieur à ce qu'ils avaient initialement anticipé, et le montant facial des Titres remboursés pourrait être inférieur au prix d'achat des Titres payé par le Porteur de Titres, auquel cas une partie du capital investi par ce Porteur pourrait être perdu ; • Le transfert des Titres pourrait faire l'objet de restrictions qui pourraient impacter négativement leur valeur, et notamment des restrictions liées à la législation américaine sur les valeurs mobilières ou les lois de tout autre pays ; • Les Titres contiennent des cas de défaut et des engagements limités (il n'existe notamment pas de clause de défaut croisé avec les autres obligations de l'Émetteur) ; • Le rendement réel des Titres pour un Porteur peut être moins élevé que le rendement affiché, en raison des coûts de la transaction supportés lorsque les Titres sont achetés ou vendus (y compris les frais de transaction et commissions), qui pourraient réduire significativement ou même exclure tout profit potentiel sur les

Section D - Risques

		<p>Titres ;</p> <ul style="list-style-type: none">• Le rendement effectif des Titres pour un Porteur peut être diminué en raison des conséquences fiscales pour le Porteur sur son investissement dans les Titres, si les paiements d'intérêts sur les Titres, ou les gains réalisés par le Porteur du Titre au titre de la vente ou du rachat des Titres sont soumis à une imposition dans le pays d'origine du Porteur ou d'autres pays dans lesquels il est tenu de payer des taxes ;• Les investisseurs ne pourront pas calculer par avance leur taux de retour sur les Titres à Taux Variable, dans la mesure où les investisseurs ne peuvent pas déterminer le rendement final des Titres à Taux Variables au moment où ils les achètent, en raison de la variabilité des revenus des intérêts;• La possibilité ouverte à l'Emetteur de convertir le Taux Fixe des Titres en Taux Variable pourrait affecter le marché secondaire et la valeur de marché des Titres, dans la mesure où l'Emetteur pourrait convertir le taux à un moment où cela aurait pour résultat un coût global d'emprunt inférieur ;• Les Titres à Coupon Zéro sont soumis à des fluctuations de prix plus importantes que les obligations donnant lieu à paiement d'intérêts, car les prix d'émission sont significativement en dessous du pair ;• Les obligations libellées en devises étrangères exposent les investisseurs à des risques de taux de change ainsi qu'à des risques liés à l'Emetteur ;• Les investissements dans les Titres Structurés présentent des risques significatifs, qui ne se rencontrent pas pour des investissements similaires dans des obligations classiques, notamment le risque que le taux d'intérêt en résultant sera inférieur à celui du au titre d'une obligation classique au même moment et/ou qu'un investisseur pourrait perdre tout ou partie du principal des Titres ;• La valeur des Titres Indexés sur l'Inflation est soumise aux fluctuations et à la volatilité du ratio d'inflation sous-jacent applicable. En particulier, si la valeur de l'indice applicable calculée à tout moment avant la date d'échéance est inférieure à la valeur de l'indice applicable au moment de l'émission des Titres ou au moment de l'achat par le Porteur concerné, le montant d'intérêts du par l'Emetteur et/ou le principal des Titres Indexés sur l'Inflation pourrait varier. Les Porteurs pourraient ne percevoir aucun intérêt. Cependant, si le montant nominal dû à la date d'échéance est inférieur au pair, les Titres Indexés sur l'Inflation seront remboursés au pair ;• Certains Titres peuvent être des Titres Indexés sur Taux de Change, pour lesquels le taux d'intérêt, le montant de remboursement automatique anticipé et/ou le montant de remboursement à l'échéance sera déterminé par référence au taux de change entre des devises déterminées ou pour lesquels, pour des Titres dans une certaine devise, la totalité ou certains des paiements d'intérêts et/ou de montants de remboursement doivent être faits dans une autre devise ou, le cas échéant, toutes autres devises. L'investisseur dans de tels Titres sera exposé au rendement et au marché de ce ou ces sous-jacent(s) ;• Les Titres peuvent être sujets à des risques sur taux de change, notamment si les activités financières d'un investisseur sont libellées principalement dans une devise autre que la Devise Spécifiée et si ces taux de change changent significativement ;• Les Titres sont sujets à des risques de taux d'intérêt, des changements sur les marchés de taux d'intérêt pouvant affecter négativement la valeur des Titres ;• Les détentions inférieures à la Valeur Nominale pourraient être affectées si les Titres sont négociés à des valeurs qui ne sont pas des multiples entiers de la Valeur Nominale ;• Des taxes, frais et charges pourraient être exigibles à l'occasion de l'acquisition des Titres ;• Les Etats Membres pourraient être obligés de fournir des détails quant au paiement des intérêts en application de la Directive Epargne et ni l'Emetteur ni aucun Agent Payeur ne payera de somme supplémentaire au regard d'un Titre à la suite d'une
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		<p>retenue à la source effectuée par un autre Etat Membre ;</p> <ul style="list-style-type: none"> • L'Emetteur ne paiera aucun montant additionnel lié aux majorations fiscales en cas de retenue à la source ; • La décision de la majorité des Porteurs de Titres peut contraindre la totalité des Porteurs de Titres ; • Les Titres pourraient être affectés par des changements législatifs ou réglementaires; et • Les notations de crédit attribuées aux Titres peuvent ne pas intégrer tous les facteurs qui pourraient affecter la valeur des Titres.
D.6	Avertissement sur les risques :	<p>Les investisseurs potentiels dans les Titres Indexés sur l'Inflation sont avertis que ces Titres sont des titres de créance qui ne prévoient pas des paiements d'intérêts et/ou du principal prédéterminés. Les montants du principal et/ou d'intérêts dépendront du rendement du Ratio d'Indice d'Inflation, tel que décrit en C.9 ci-dessus. Le montant du principal et/ou des intérêts du par l'Émetteur peut varier et les Titulaires des Titres peuvent ne percevoir aucun intérêt.</p> <p>Les investisseurs potentiels dans les Titres Indexés sur Taux de Change sont avertis que ces Titres sont des titres de créance qui ne prévoient pas des paiements d'intérêts et/ou du principal prédéterminés. Les montants du principal et/ou d'intérêts dépendront du rendement du taux de change sous-jacent applicable, tel que décrit en C.9 ci-dessus. Le montant du principal et/ou des intérêts du par l'Émetteur peut varier et les Titulaires des Titres peuvent ne percevoir aucun intérêt et le montant de remboursement pourra, le cas échéant et dans certains cas, être inférieur au pair.</p>

Section E - Offre		
E.2b	Raison de l'Offre et Utilisation des Produits :	Le produit net de l'émission de Titres sera utilisé pour les besoins généraux de financement de l'Emetteur.
E.3	Modalités et Conditions de l'Offre :	<p>Les Conditions Définitives concernées préciseront les modalités et conditions de l'offre applicables à chaque Tranche de Titres.</p> <p>A l'exception des stipulations de la section A.2 ci-dessus, ni l'Emetteur ni aucun des Agents Placeurs n'a autorisé une personne à faire une Offre au Public en aucune circonstance et aucune personne n'est autorisée à utiliser le Prospectus de Base dans le cadre de ses offres de Titres. Ces offres ne sont pas faites au nom de l'Emetteur ni par aucun des Agents Placeurs ou des Etablissements Autorisés et ni l'Emetteur ni aucun des Agents Placeurs ou des Etablissements Autorisés n'est responsable des actes de toute personne procédant à ces offres.</p>
E.4	Intérêts déterminants pour l'Emission :	L'intérêt et les éventuels intérêts conflictuels pouvant influencer sensiblement sur l'émission/l'offre des Titres concernés seront décrits dans les Conditions Définitives applicables.
E.7	Estimation des Dépenses :	Une estimation des dépenses facturées à l'investisseur par l'Emetteur ou l'offreur sera incluse dans les Conditions Définitives applicables.

RISK FACTORS

The Issuer believes that the following factors ("Risk factors relating to the Issuer") may affect its ability to fulfil its obligations under Notes issued under the Programme. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme are also described below ("Risk factors relating to the Notes").

The Issuer believes that the factors (although not exhaustive) described below represent the principal risks inherent in investing in Notes issued under the Programme, but the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive. The risks described below are not the only risks an investor faces. Additional risks and uncertainties not currently known to the Issuer or that it currently believes to be immaterial could also have a material impact on the risks relating to holding the Notes. Prospective investors should also read the detailed information set out elsewhere in this Base Prospectus and in the Final Terms and reach their own views prior to making any investment decision. In particular, investors should make their own assessment as to the risks associated with the Notes prior to investing in Notes issued under the Programme.

The Issuer believes that Notes should only be purchased by investors who are, or who are purchasing under the guidance of, financial institutions or other professional investors that are in a position to understand the special risks that an investment in the Notes involves.

Risk Factors relating to the Issuer

Factors that may affect the Issuer's ability to fulfil its obligations under Notes issued under the Programme

Payment risks

Credit risk in relation to CADES is limited, because of the fact that the State is ultimately responsible for the solvency of CADES (see "Description of CADES – 6. Solvency" and "7. Liquidity" below) and because of the allocation of resources to CADES by the government (see "Description of CADES - Source of Funds" below).

The French State has transferred additional social security debt to the Issuer in the past and may do so in the future

The French State transferred to CADES social security debt of Euro 44.7 billion in 1996, Euro 13.3 billion in 1998, Euro 1.3 billion in 2003, Euro 48.4 billion from 2004 to 2006, Euro 10 billion in 2008 and Euro 17 billion in 2009. Pursuant to the 2011 Social Security Financing Act (*loi de financement de la sécurité sociale pour 2011*), the French State will transfer an additional Euro 130 billion in social security debt to CADES between 2011 and 2018 (see "Description of Issuer -- Historical evolution of debt and resources") and pursuant to the 2012 Social Security Act, the French State transferred on 24 December 2011 a further Euro 2.466 billion. These debt transfers have increased and will continue to increase CADES' funding requirements in the debt capital markets and its exposure to the volatility of those markets. Increased interest rates or reduced liquidity in the debt capital markets could adversely affect CADES and its Noteholders. In addition, the French State may carry out further debt transfers in the future, which would increase CADES' funding requirements and debt capital markets exposure. Although the French Government is required by law to provide CADES with additional funding in connection with debt transfers, there can be no assurance that CADES will be able to obtain the funding necessary to fully amortise its debt by 2025.

The revenues of CADES from the social security taxes it receives may vary

CADES' revenue sources (the CRDS and the CSG) are mainly based on the salaries of French taxpayers (*masse salariale*). Tax receipts from the CRDS are closely correlated with France's nominal gross domestic product ("GDP"). For the year ended 31 December 2012, CADES received Euro 6.4 billion from the CRDS and Euro 5.744 billion from the CSG. For the year ended 31 December 2011, CADES received Euro 6.297 billion from the CRDS and Euro 5.499 billion from the CSG.

The Issuer faces various market risks

CADES faces interest rate risks and counterparty risks, as described below.

Counterparty risk may result mainly from the exposure of CADES to the credit risk of banking counterparties when dealing in over-the-counter derivative contracts, and the risk of default of such counterparties. See "Description of Issuer – Risk Management – Counterparty risk".

Interest rate risks may result from CADES' exposure to fluctuations in market interest rates. See "Description of Issuer – Risk Management – Interest rate risks".

Risk Factors relating to the Notes

The Notes may not be a suitable investment for all investors

Each potential investor should determine the suitability of investing in the Notes in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to meaningfully evaluate the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained in this Base Prospectus;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the currency in which such potential investor's financial activities are principally denominated;
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes that are complex financial instruments unless it has the expertise (either alone or with the assistance of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

None of the Issuer, any Dealer or any of their affiliates has or assumes any responsibility for the lawfulness of the acquisition of the Notes

None of the Issuer, any Dealer or any of their affiliates has or assumes any responsibility for the lawfulness of the acquisition of the Notes by a prospective investor, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates (if different), or for compliance by that prospective investor with any law, regulation or regulatory policy applicable to it.

The trading market for debt securities may be volatile and may be adversely impacted by many events

The market for debt securities issued by issuers is influenced by economic and market conditions and, to varying degrees, interest rates, currency exchange rates and inflation rates in other European and other industrialised countries. There can be no assurance that events in France, Europe or elsewhere will not cause market volatility or that such volatility will not adversely affect the price of Notes or that economic and market conditions will not have any other adverse effect.

An active trading market for the Notes may not develop

There can be no assurance that an active trading market for the Notes will develop, or, if one does develop, that it will be maintained. If an active trading market for the Notes does not develop or is not maintained, the market or trading price and liquidity of the Notes may be adversely affected. The Issuer is entitled to buy the Notes, as described in Condition 5(g) (*Purchases*), and the Issuer may issue further Notes, as described in Condition 12 (*Further Issues and Consolidation*). Such transactions may favourably or adversely affect the price development of the Notes. If additional and competing products are introduced in the markets, this may adversely affect the value of the Notes.

Any early redemption at the option of the Issuer, if provided for in any Final Terms for a particular issue of Notes, could cause the yield received by Noteholders to be considerably less than anticipated

The Final Terms for a particular issue of Notes may provide for early redemption at the option of the Issuer. As a consequence, the yields received upon redemption may be lower than expected, and the redeemed face amount of the Notes may be lower than the purchase price for the Notes paid by the Noteholder. As a consequence, part of the capital invested by the Noteholder may be lost, so that the Noteholder in such case would not receive the total amount of the capital invested. In addition, investors that choose to reinvest monies they receive through an early redemption may be able to do so only in securities with a lower yield than the redeemed Notes.

The Notes may be subject to restrictions on transfer which may adversely affect their value

The Notes have not been and will not be registered under the Securities Act or any United States state securities laws and the Issuer has not undertaken to effect any exchange offer for the Notes in the future. The Notes may not be offered in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable United States state securities laws, or pursuant to an effective registration statement. The Notes and the Agency Agreement will contain provisions that will restrict the Notes from being offered, sold or otherwise transferred except pursuant to the exemptions available pursuant to Rule 144A and Regulation S, or other exceptions, under the Securities Act in transactions that will not cause the Issuer to become required to be registered as an investment company under the Investment Company Act. Furthermore, the Issuer has not registered the Notes under any country's securities laws. Investors must ensure that their offers and sales of the Notes within the United States and other countries comply with applicable securities laws. See "Transfer Restrictions"

The Notes contain limited events of default and covenants

The holder of any Note may only give notice that such Note is immediately due and repayable in a limited number of events. Such events of default do not include, for example, a cross-default of the Issuer's other debt obligations.

A Noteholder's actual yield on the Notes may be reduced from the stated yield due to transaction costs

When Notes are purchased or sold, several types of incidental costs (including transaction fees and commissions) are incurred in addition to the current price of the security. These incidental costs may significantly reduce or even exclude the profit potential of the Notes. For instance, credit institutions generally charge their clients either a fixed minimum or a pro-rata commission, depending on the order value. Noteholders should take into account that, to the extent that additional parties, whether domestic or foreign, are involved in executing an order, including but not limited to domestic dealers or brokers in foreign markets, they may also be charged for the brokerage fees, commissions and other fees and expenses of such parties (third party costs).

In addition to such costs directly related to the purchase of securities (direct costs), Noteholders must also take into account any follow-up costs (such as custody fees). Investors should inform themselves about any additional costs incurred in connection with the purchase, custody or sale of the Notes before investing in the Notes.

A Noteholder's effective yield on the Notes may be diminished due to the tax impact on that Noteholder of its investment in the Notes

Payments of interest on the Notes, or profits realised by the Noteholder upon the sale or repayment of the Notes, may be subject to taxation in the Noteholder's home jurisdiction or in other jurisdictions in which it is required to pay taxes. The general tax impact on Noteholders in France is described under "Taxation" below; however, the tax impact on an

individual Noteholder may differ from the situation described for Noteholders generally. The Issuer advises all investors to contact their own tax advisors for advice on the tax impact of an investment in the Notes.

Investors will not be able to calculate in advance their rate of return on Floating Rate Notes

A key difference between Floating Rate Notes and Fixed Rate Notes is that interest income on Floating Rate Notes cannot be anticipated. Due to varying interest income, investors are not able to determine a definite yield of Floating Rate Notes at the time they purchase them, so that their return on investment cannot be compared with that of investments having longer fixed interest periods. If the terms and conditions of the Notes provide for frequent interest payment dates, investors are exposed to the reinvestment risk if market interest rates decline. That is, investors may reinvest the interest income paid to them only at the relevant lower interest rates then prevailing.

The Issuer's ability to convert the interest rate of Fixed to Floating Rate Notes may affect the secondary market and the market value of the Notes

Fixed to Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer's ability to convert the interest rate will affect the secondary market and the market value of the Notes, since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the fixed to floating Rate Notes may be less favourable than then prevailing spreads on comparable floating rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Zero Coupon Notes are subject to higher price fluctuations than non-discounted bonds

Changes in market interest rates have a substantially stronger impact on the prices of Zero Coupon Notes than on the prices of ordinary Notes because the discounted issue prices are substantially below par. If market interest rates increase, Zero Coupon Notes can suffer higher price losses than other Notes having the same maturity and credit rating. Due to their leverage effect, Zero Coupon Notes are a type of investment associated with a particularly high price risk.

Foreign currency bonds expose investors to foreign-exchange risk as well as to issuer risk

As purchasers of foreign currency bonds, investors are exposed to the risk of changing foreign exchange rates. This risk is in addition to any performance risk that relates to the issuer or the type of Note being issued.

Structured Notes may entail significant risks not associated with similar investments in a conventional debt security

An investment in Notes the premium and/or the interest on or principal of which is determined by reference to the value of one or more currencies, commodities, interest rates or other indices or formulae, either directly or inversely, may entail significant risks not associated with similar investments in a conventional debt security, including the risks that the resulting interest rate will be less than that payable on a conventional debt security at the same time and/or that an investor could lose all or a substantial portion of the principal of its Notes. Neither the current nor the historical value of the relevant currencies, commodities, interest rates or other indices or formulae should be taken as an indication of future performance of such currencies, commodities, interest rates or other indices or formulae during the term of any Note.

The value of Inflation Linked Notes is subject to fluctuations and volatility in the underlying relevant inflation ratio

Inflation Linked Notes are debt securities which do not provide for predetermined interest payments and/or in respect of which the principal is indexed. Interest amounts and/or principal will be dependent upon the performance of either (i) the consumer price index (excluding tobacco) for all households in metropolitan France (the "CPI"), as calculated and published monthly by the *Institut National de la Statistique et des Etudes Economiques* ("INSEE") or (ii) the harmonised index of consumer prices excluding tobacco, or the relevant successor index, measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat (the "HCIP") (each an "Inflation Index" and together, the "Inflation Indices"). If the value of the relevant index calculated at any time prior to the maturity date is lower than the value of the relevant index at the time of the issue of the Notes or at the time of purchase by the Noteholders, then the amount of interest payable by the Issuer and/or the principal of Inflation Linked

Notes may vary. Noteholders may receive no interest. However, if the nominal amount to be repaid at maturity is below par, the Inflation Linked Notes will be redeemed at par.

Neither the current nor the historical levels of any of the Inflation Indices should be taken as an indication of future performance of such index during the term of any Inflation Linked Notes.

Inflation Linked Notes are not in any way sponsored, endorsed, sold or promoted by the INSEE or Eurostat, as the case may be, and the INSEE or Eurostat makes no warranty or representation whatsoever, express or implied, either as to the results to be obtained from the use of any of the Inflation Indices and/or the figure at which such indices stand at any particular time. The Inflation Indices are determined, composed and calculated by the INSEE or Eurostat, as the case may be, without regard to the Issuer or the Notes. The INSEE or Eurostat, as the case may be, is not responsible for or has not participated in the determination of the timing of, prices of, or quantities of the Inflation Linked Notes to be issued or in the determination or calculation of the interest payable under such Notes.

None of the Issuer, the Dealer(s) or any of their respective affiliates makes any representation as to the Inflation Indices. Any of such persons may have acquired, or during the term of the Notes may acquire, non-public information with respect to the Inflation Indices that is or may be material in the context of Inflation Linked Notes. The issue of Inflation Linked Notes will not create any obligation on the part of any such persons to disclose to the Noteholder or any other party such information (whether or not confidential).

The value of FX Linked Notes is subject to fluctuations and volatility in the underlying exchange rates

The Issuer may issue FX Linked Notes where the Final Redemption Amount, automatic early redemption or interest payable are dependent upon movements in currency exchange rates or are payable in one or more currencies which may be different from the currency in which the Notes are denominated. Accordingly, an investment in FX Linked Notes may bear similar market risks to a direct foreign exchange investment and investors should take advice accordingly. An investment in FX Linked Notes will entail significant risks not associated with a conventional debt security. FX Linked Redemption Notes may be redeemable by the Issuer by payment of the par value amount and/or by the physical delivery of specified amount of one or more currencies and/or by payment of an amount determined by reference to the value of the currency/currencies. Interest payable on FX Linked Interest Notes may be calculated by reference to the value of one or more currencies.

Potential investors in any FX Linked Notes should be aware that depending on the terms of the FX Linked Notes (i) they may receive no or a limited amount of interest, (ii) payments or delivery of any specified assets may occur at a different time than expected and (iii) except in the case of principally protected Notes, they may lose all or a substantial portion of their investment if the currency exchange rates do not move in the anticipated direction. In addition, the movements in currency exchange rates may be subject to significant fluctuations that may not correlate with changes in interest rates or other indices and the timing of changes in the exchange rates may affect the actual yield to investors, even if the average level is consistent with their expectations. If the Final Redemption Amount or interest payable are determined in conjunction with a multiplier greater than one or by reference to some other leverage factor, the effect of changes in the currency exchange rates on the Final Redemption Amount or interest payable will be magnified. Fluctuations in exchange rates of the relevant currency will affect the value of FX Linked Notes. Furthermore, investors who intend to convert gains or losses from the redemption or sale of FX Linked Notes into their home currency may be affected by fluctuations in exchange rates between their home currency and the specified currency of the Notes. Currency values may be affected by complex political and economic factors, including governmental action to fix or support the value of a currency, regardless of other market forces.

The Notes may be subject to exchange rate risks

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "Investor's Currency") other than the Specified Currency. These include the risk that exchange rates may significantly change (for example, due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls which could adversely affect an applicable exchange rate. The Issuer does not have any control over the factors that generally affect these risks, such as economic, financial and political events and the supply and demand for applicable currencies. In

recent years, exchange rates between certain currencies have been volatile, and could continue to be volatile in the future. However, past fluctuations between currencies are not necessarily indicative of future fluctuations. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency-equivalent value of the principal payable on the Notes and (3) the Investor's Currency-equivalent market value of the Notes.

The Notes are subject to interest rate risks

Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

Holdings of less than the minimum Specified Denomination may be affected if the Notes are traded in denominations that are not integral multiples of the Specified Denomination

To the extent permitted by the applicable law(s) and in relation to any issue of Notes that have a denomination consisting of a minimum Specified Denomination plus a higher integral multiple of another smaller amount, it is possible that the Notes may be traded in amounts in excess of the Specified Denomination (or its equivalent) that are not integral multiples of the Specified Denomination (or its equivalent). In such a case, a Noteholder that, as a result of trading such amounts, holds a principal amount of less than the minimum Specified Denomination will not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

Taxes, charges and duties may be payable in respect of purchases of the Notes

Potential purchasers and sellers of the Notes should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Notes are transferred or the laws and practices of other jurisdictions. In some jurisdictions, official statements of the tax authorities or court decisions may not be available for financial instruments such as the Notes. Potential investors are advised not to rely exclusively upon the tax summary contained in this Base Prospectus and to ask for their own tax adviser's advice on their individual tax liabilities with respect to the acquisition, holding, sale and redemption of the Notes. Only these advisors are in a position to duly consider the specific situation of potential investors.

Member States may be required to provide details of payments of interest under the EU Savings Directive and neither the Issuer nor any Paying Agent will pay any additional amount with respect to any Note as a result of the imposition of withholding tax by another Member State

On 3 June 2003, the European Council of Economics and Finance Ministers adopted a directive 2003/48/EC regarding the taxation of savings income in the form of interest payments (the "Directive"). The Directive requires Member States, subject to a number of conditions being met, to provide to the tax authorities of another Member State details of payments of interest and other similar income made by a person located within their jurisdiction to an individual resident in that other Member State, except that, for a transitional period, Luxembourg and Austria will instead withhold an amount on interest payments unless the relevant beneficial owner of such payment elects otherwise and authorises the paying agent to disclose the above information. A number of non-EU countries and territories have adopted similar measures, including Switzerland, which has a withholding system. See "Taxation – EU Taxation".

If a payment were to be made or collected through a Member State that has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. If a withholding tax is imposed on a payment made by a Paying Agent, the Issuer will be required to maintain a Paying Agent in a Member State that will not be obliged to withhold or deduct tax pursuant to the Directive.

The Issuer shall not pay any additional amounts in respect of Grossing-Up in case of withholding

In the event of any withholding or deduction for reason of French taxes required by applicable law on any payments made by the Issuer under the Notes, the Issuer shall not, nor shall it be required to, pay any additional amounts in respect of any such withholding or deduction nor shall the Issuer be entitled or obliged to redeem any such Notes.

The decision of the majority of Noteholders may bind all holders of the Notes

The terms and conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Notes may be affected by changes in law

The Notes are governed by French law in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decisions or change to French (or any other relevant) law after the date of this Base Prospectus, nor can any assurance be given as to whether any such change could adversely affect the ability of the Issuer to make payments under the Notes.

The credit ratings assigned to the Notes may not reflect all factors that could affect the value of the Notes

One or more independent credit rating agency may assign credit ratings to the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. **A credit rating is not a recommendation to buy, sell or hold securities, does not address the likelihood or timing of repayment and may be revised, suspended or withdrawn by the credit rating agency at any time.**

GENERAL DESCRIPTION OF THE PROGRAMME

The following is qualified in its entirety by the remainder of this Base Prospectus.

Issuer: Caisse d'Amortissement de la Dette Sociale

Description: Debt Issuance Programme

Programme Size: Up to euro 130,000,000,000 aggregate principal amount of Notes outstanding at any one time (or the equivalent in other currencies calculated as set out below).

The euro equivalent of the aggregate principal amount of Notes outstanding at any one time and denominated in a currency other than euro (which, in the case of Dual Currency Notes, shall be the currency in which the subscription moneys are received by the Issuer) shall be determined on the basis of the official rate of exchange published by the European Central Bank which normally takes place each Business Day at 2.15 p.m. (CET time) on the European Central Bank's website (Statistics page) of euro for the relevant currency at any time selected by the Issuer during the five-day period ending on the date of agreement to issue such Notes.

For the purpose of the above calculation, the principal amount of Notes issued at a premium or at a discount shall equal their principal amount or, in the case of Notes the redemption amount of which is a variable amount, and if at such time such amount is calculable, their Redemption Amount (failing which their principal amount) or, in the case of Notes issued at a discount and if defined and provided for in the Terms and Conditions of such Notes, their Amortised Face Amount as at such time. The principal amount of partly-paid Notes as at any time shall equal the amount of subscription moneys paid up as at such time.

Dealers: There are no Dealers appointed permanently in respect of the Programme. The Issuer may from time to time appoint one or more dealers in respect of any Tranches of Notes. References in this Base Prospectus to "Dealers" are to all persons appointed as a dealer in respect of any Tranches.

Only credit institutions and investment firms incorporated in a member state of the European Union and which are authorised to lead-manage bond issues in such member state may act as Dealers in respect of non-syndicated issues of Notes denominated in euro and as lead manager of syndicated issues of Notes denominated in euro.

Fiscal Agent and Principal Paying Agent: Citibank, N.A., London branch

Paris Paying Agent: Citibank International, Paris branch

Method of Issue: The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a "Series") having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a "Tranche") on the same or different issue dates with no minimum issue size. The specific terms of each Tranche (which will be supplemented, where necessary, with supplemental terms and conditions set out in a Supplement and, save in respect of the issue date, issue price, first payment of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out

in the final terms to this Base Prospectus (the "**Final Terms**").

Redenomination: Notes issued in the currency of any Member State of the EU which participates in EMU may be redenominated into euro pursuant to the provisions of "**Terms and Conditions of the Notes – Form, Denomination, Title and Redenomination**" below (see also "**Consolidation**" below).

Issue Price: Notes may be issued at their nominal amount or at a premium over, or a discount to, their nominal amount and either on a fully-paid or partly-paid basis. The issue price of partly-paid Notes will be payable in two or more instalments.

Form of Notes: Notes may be issued as Dematerialised Notes or Materialised Notes.

Title to Dematerialised Notes will be evidenced in accordance with Article L.211-3 of the French *Code monétaire et financier* by book entries (*inscriptions en compte*). No physical document of title (including *certificats représentatifs* pursuant to Article R.211-7 of the French *Code monétaire et financier*) will be issued in respect of the Dematerialised Notes.

Dematerialised Notes are issued, at the option of the Issuer, either (i) in bearer dematerialised form (*au porteur*), which will be inscribed as from the issue date in the books of Euroclear France which shall credit the accounts of Account Holders including Euroclear Bank S.A./N.V., as operator of the Euroclear System ("**Euroclear**") and the depositary bank for Clearstream Banking, *société anonyme* ("**Clearstream Luxembourg**"), or (ii) in registered dematerialised form (*au nominatif*) and, in such case, at the option of the relevant Noteholders in either administered registered form (*au nominatif administré*) inscribed in the books of an Account Holder or in fully registered form (*au nominatif pur*) inscribed in an account in the books of Euroclear France maintained by the Issuer or the registration agent designated in the relevant Final Terms acting on behalf of the Issuer (the "**Registration Agent**").

Materialised Notes will be in bearer materialised form only. A Temporary Global Certificate will be issued initially in respect of each Tranche of Materialised Notes. Such Temporary Global Certificate will be exchanged for Definitive Materialised Notes with, where applicable, coupons for interest attached on a date expected to be on or after the 40th day after the issue date of the Notes (subject to postponement) upon certification as to non-US beneficial ownership as more fully described herein.

Temporary Global Certificates will (a) in the case of a Tranche intended to be cleared through Euroclear and/or Clearstream, Luxembourg, be deposited on the issue date with a common depositary on behalf of Euroclear and/or Clearstream, Luxembourg and (b) in the case of a Tranche intended to be cleared through a clearing system other than or in addition to Euroclear and/or Clearstream, Luxembourg or delivered outside a clearing system, be deposited as agreed between the Issuer and the relevant Dealer. Materialised Notes may only be issued outside France.

Clearing Systems: Euroclear France as central depositary in relation to Dematerialised Notes and, in relation to Materialised Notes, Clearstream, Luxembourg and Euroclear or any other clearing system that may be agreed between the Issuer, the Fiscal Agent and the relevant Dealer.

Initial Delivery of Dematerialised Notes: One Paris business day before the issue date of each Tranche of Dematerialised Notes, the *lettre comptable* relating to such Tranche shall be deposited with Euroclear France as central depositary.

Initial Delivery of Materialised Notes:	On or before the issue date for each Tranche of Materialised Notes, the Temporary Global Certificate issued in respect of such Tranche shall be deposited with a common depository for Euroclear and Clearstream, Luxembourg or with any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the Issuer, the Fiscal Agent and the relevant Dealer.
Currencies:	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued, without limitation, in Australian dollars (AUD), Canadian dollars (CAD), Danish krone (DKK), euro (EUR), Hong Kong dollars (HKD), Japanese yen (JPY), New Zealand dollars (NZD), Norwegian krone (NOK), pounds sterling (GBP), South African rand (ZAR), Swedish krone (SEK), Swiss francs (CHF), U.S. dollars (USD), Turkish lira (TL), Singapore dollars (SGD), Mexican peso (MXN) and in any other currency as may be agreed between the Issuer and the relevant Dealers.
Maturities:	Subject to compliance with all relevant laws, regulations and directives, any maturity.
Denomination:	Definitive Notes will be in such denominations as may be agreed between the Issuer and the relevant Dealer and specified in the relevant Final Terms, to the extent permitted by then current laws, regulations and directives. Notes in respect of which the proceeds are to be accepted by the Issuer in the United Kingdom, having a maturity of less than one year, shall (a) have a redemption value of not less than £100,000 (or an amount of equivalent value denominated wholly or partly in a currency other than sterling), and (b) provide that no part of any such Note may be transferred unless the redemption value of that part is not less than £100,000 (or such equivalent amount).
Fixed Interest Rate Notes:	Fixed interest will be payable in arrear on the date or dates in each year specified in the relevant Final Terms.
Floating Rate Notes:	Floating Rate Notes will bear interest at a rate set separately for each Series as follows: <ul style="list-style-type: none"> (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2000 or, as the case may be, the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., or the relevant FBF (<i>Fédération Bancaire Française</i>) definitions incorporated among others in the <i>Additifs Techniques</i> to the FBF Master-Agreement relating to transactions on forward financial instruments, or (ii) by reference to LIBOR, LIBID, LIMEAN, EURIBOR, CMS or TEC (or such other Reference Rate as may be specified in the relevant Final Terms) as adjusted for any applicable margin. <p>Interest periods will be specified in the relevant Final Terms.</p>
Zero Coupon Notes:	Zero coupon Notes will be offered and sold at a discount to their nominal amount and will not bear interest other than in the case of late payment.
Interest Periods and Interest Rates:	The length of the interest periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Notes may have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Notes to bear interest at different rates in the same interest period. All such information will be set out in the relevant Final Terms.

Dual Currency Notes:	Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in such currencies, and based upon such rates of exchange, as the Issuer and the relevant Dealers may agree (as indicated in the relevant Final Terms).
Inflation Linked Notes:	Payments of principal and/or interest in respect of Inflation Linked Notes will be calculated by reference to an inflation index ratio derived from either (i) the consumer price index (excluding tobacco) for all households in metropolitan France, as calculated and published monthly by the <i>Institut National de la Statistique et des Etudes Economiques</i> or (ii) the harmonized index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat.
FX Linked Notes:	Payments of principal and/or interest in respect of FX Linked Notes will be calculated by reference to an exchange rate between certain currencies.
Other Notes:	Terms applicable to any other type of Note that the Issuer and any Dealer or Dealers may agree to issue under the Programme will be set out in a supplement to the Base Prospectus.
Redemption:	<p>The Final Terms issued in respect of each Tranche of Notes will indicate either that the Notes of that Tranche cannot be redeemed prior to their stated maturity (other than in specified instalments (see below) or following an Event of Default), or that such Notes will be redeemable prior to such stated maturity at the option of the Issuer and/or the holders of such Notes upon giving irrevocable notice to the relevant Noteholders or the Issuer, as the case may be, within the time limits set out in the Final Terms, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be indicated in the relevant Final Terms.</p> <p>The relevant Final Terms may provide that the Notes may be redeemed in two or more instalments in such amounts and on such dates as may be indicated in such Final Terms.</p> <p>Notes in respect of which the proceeds are to be accepted by the Issuer in the United Kingdom having a maturity of less than one year, shall (a) have a redemption value of not less than £100,000 (or an amount of equivalent value denominated wholly or partly in a currency other than sterling), and (b) provide that no part of any such Note may be transferred unless the redemption value of that part is not less than £100,000 (or such equivalent amount).</p>
Redemption by Instalments:	The Final Terms issued in respect of each issue of Notes that are redeemable in two or more instalments will set out the dates on which, and the amounts in which, such Notes may be redeemed.
Automatic Early Redemption:	In the case of FX Linked Redemption Notes, if specified in the relevant Final Terms and if the Calculation Agent determines that an automatic early redemption event occurs, the Notes shall be redeemed at the automatic early redemption amount as specified in the relevant Final Terms.
Status of Notes:	The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank <i>pari passu</i> among themselves all as described in " Terms and Conditions of the Notes – Status ".
Negative Pledge:	The terms and conditions of the Notes will contain a negative pledge provision as described in " Terms and Conditions of the Notes – Negative Pledge ".
Cross-Default:	The terms and conditions of the Notes will not contain a cross-default provision.

Ratings:

The Issuer has been assigned a rating of Aa1 and P-1 by Moody's Investors Service, and AAA and F1+ by Fitch Ratings in respect of its long-term and short-term debt, respectively. Tranches of Notes (as defined in "General Description of the Programme") issued under the Programme may be rated or unrated. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the ratings assigned to the Notes. A security 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 credit rating agency. Furthermore, the Issuer may at any time reduce the number of credit rating agencies from which it requests credit ratings.

Withholding Tax:

1. All payments of principal and interest by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.

2. Notes issued on or after 1 March 2010 (except Notes that are issued on or after 1 March 2010 and which are to be assimilated (*assimilées*) and form a single Series with Notes issued before 1 March 2010 having the benefit of Article 131 *quater* of the French General Tax Code (the "**French General Tax Code**") fall under the new French withholding tax regime pursuant to the French *loi de finances rectificative pour 2009 no. 3* (n°2009-1674 dated 30 December 2009), applicable as from 1 March 2010 (the "**Law**"). Payments of interest and other revenues made by the Issuer on such Notes will not be subject to the withholding tax set out under Article 125 A III of the French General Tax Code unless such payments are made outside France in a noncooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the French General Tax Code (a "**Non-Cooperative State**"). If such payments under the Notes are made in a Non-Cooperative State, a 75% withholding tax will be applicable (subject to certain exceptions described below and the more favourable provisions of any applicable double tax treaty) by virtue of Article 125 A III of the French General Tax Code.

Furthermore, interest and other revenues on such Notes will no longer be deductible from the Issuer's taxable income, as from the fiscal years starting on or after 1 January 2011, if they are paid or accrued to persons established in a Non-Cooperative State or paid in such a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Article 109 of the French General Tax Code, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* of the French General Tax Code, at a rate of 30% or 75% subject to the more favourable provisions of a tax treaty, if applicable.

Notwithstanding the foregoing, the Law provides that neither the 75% withholding tax nor the non-deductibility will apply in respect of a particular issue of Notes if the Issuer can prove that the principal purpose and effect of such issue of Notes was not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the "**Exception**"). Pursuant to the *Bulletin Officiel des Finances Publiques-Impôts* BOI-ANXX-000364-20120912 and BOI-ANXX-000366-20120912, an issue of Notes will benefit from the Exception without the Issuer having to provide any proof of the purpose and effect of such issue of Notes, if such Notes are:

(i) offered by means of a public offer within the meaning of Article L.411-1 of the French *Code monétaire et financier* or pursuant to an equivalent offer in a State other than a Non-Cooperative State. For this purpose, an "equivalent offer" means any offer requiring the registration or submission of an offer document by or with a foreign securities market

authority; or

(ii) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services provider or entity is not located in a Non-Cooperative State; or

(iii) admitted, at the time of their issue, to the operations of a central depository or of a securities clearing and delivery and payments systems operator within the meaning of Article L.561-2 of the French *Code monétaire et financier*, or of one or more similar foreign depositories or operators provided that such depository or operator is not located in a Non-Cooperative State.

3. Interest and other revenues on (i) Notes issued (or deemed issued) outside France as provided under Article 131 *quater* of the French General Tax Code, prior to 1 March 2010 or (ii) Notes that are issued after 1 March 2010 and which are to be assimilated (*assimilées*) and form a single series with such Notes will continue to be exempt from the withholding tax set out under Article 125 A III of the French General Tax Code.

Notes, issued prior to 1 March 2010, constituting, or considered by the French tax authorities as falling into a similar category to, *obligations* under French law will be issued (or deemed to be issued) outside France within the meaning of Article 131 *quater* of the French General Tax Code, as more fully set out in the circular of the *Direction Générale des Impôts* dated 30 September 1998 and the *Rescrit* No. 2007-59 FP dated 8 January 2008 as amended by the *Rescrit* No. 2009/23 FP dated 7 April 2009.

In addition, interest and other revenues paid by the Issuer on Notes issued before 1 March 2010 (or Notes issued after 1 March 2010 and which are to be consolidated (*assimilables* for the purpose of French law) and form a single series with such Notes) will not be subject to the withholding tax set out in Article 119 *bis* of the French General Tax Code solely on account of their being paid in a Non-Cooperative State or accrued or paid to persons established or domiciled in a Non-Cooperative State.

Pursuant to Article 9 of the 2013 French Finance Law (*loi n°2012-1509 du 29 décembre 2012 de finances pour 2013*) subject to certain exceptions, interest received from 1 January 2013 by French tax resident individuals is subject to a 24% withholding tax, which is deductible from their personal income tax liability in respect of the year in which the payment has been made. Social contributions (CSG, CRDS and other related contributions) are also levied by way of withholding tax at an aggregate rate of 15.5% on interest paid to French tax resident individuals.

Consolidation: Notes of one Series may be consolidated with those of another Series, all as described in "**Terms and Conditions of the Notes – Further Issues and Consolidation**".

Governing Law: French law.

Listing: Notes issued under the Programme may be admitted to trading on Euronext Paris and/or any other Regulated Market in any Member State of the EEA and/or quotation by such other or further listing authorities, stock exchanges and/or quotation systems as may be agreed between the Issuer and the relevant Dealer, or may be unlisted, in each case as specified in the relevant Final Terms.

**Selling
Restrictions:**

United States, European Economic Area, United Kingdom, France, Japan and the Netherlands. See "**Subscription and Sale**". The Issuer is Category 2 for the purposes of Regulation S under the Securities Act.

Materialised Notes will be issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (the "**D Rules**") unless (i) the relevant Final Terms state that Notes are issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(c) (the "**C Rules**") or (ii) the Materialised Notes are issued other than in compliance with the D Rules or the C Rules but in circumstances in which the Notes will not constitute "registration required obligations" under the United States Tax Equity and Fiscal Responsibility Act of 1982 ("**TEFRA**"), which circumstances will be referred to in the relevant Final Terms as a transaction to which TEFRA is not applicable.

Dematerialised Notes do not require compliance with the TEFRA Rules.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published and have been filed with the AMF shall be incorporated in, and form part of, this Base Prospectus:

- (i) the terms and conditions of the notes contained in pages 27 to 44 of the base prospectus of the Issuer dated 26 October 2005 which received visa n°05-741 from the AMF on 26 October 2005 (the "**2005 EMTN Conditions**");
- (ii) the terms and conditions of the notes contained in pages 27 to 44 of the base prospectus of the Issuer dated 8 June 2006 which received visa n°06-187 from the AMF on 8 June 2006 (the "**2006 EMTN Conditions**");
- (iii) the terms and conditions of the notes contained in pages 26 to 44 of the base prospectus of the Issuer dated 27 June 2007 which received visa n°07-222 from the AMF on 27 June 2007 (the "**2007 EMTN Conditions**");
- (iv) the terms and conditions of the notes contained in pages 26 to 44 of the base prospectus of the Issuer dated 22 May 2008 which received visa n°08-104 from the AMF on 22 May 2008 (the "**2008 EMTN Conditions**");
- (v) the terms and conditions of the notes contained in pages 27 to 45 of the base prospectus of the Issuer dated 27 May 2009 which received visa n°09-162 from the AMF on 27 May 2009 (the "**2009 EMTN Conditions**");
- (vi) the terms and conditions of the notes contained in pages 30 to 48 of the base prospectus of the Issuer dated 28 May 2010 which received visa n°10-156 from the AMF on 28 May 2010 (the "**2010 EMTN Conditions**");
- (vii) the terms and conditions of the notes contained in pages 33 to 50 of the base prospectus of the Issuer dated 30 May 2011 which received visa n°11-193 from the AMF on 30 May 2011 (the "**2011 EMTN Conditions**"); and
- (viii) the terms and conditions of the notes contained in pages 32 to 49 of the base prospectus of the Issuer dated 31 May 2012 which received visa n°12-237 on 31 May 2012 (the "**2012 EMTN Conditions**" and, together with the 2011 EMTN Conditions, the 2010 EMTN Conditions, the 2009 EMTN Conditions, the 2008 EMTN Conditions, the 2007 EMTN Conditions, the 2006 EMTN Conditions and the 2005 EMTN Conditions, the "**EMTN Previous Conditions**").

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 under the relevant EMTN Previous Conditions.

Non-incorporated parts of the above-listed base prospectuses of the Issuer dated 31 May 2012, 30 May 2011, 28 May 2010, 27 May 2009, 22 May 2008, 27 June 2007, 8 June 2006 and 26 October 2005, respectively, are not relevant for investors.

The Issuer will, at the specified office of each Paying Agent for the time being during normal business hours, make available, free of charge, a copy of any or all of the documents incorporated by reference herein. All documents incorporated by reference in this Base Prospectus will also be available on the website of the AMF (www.amf-france.org) and on the website of the Issuer (www.cades.fr).

The table below sets out the relevant page references for the terms and conditions contained in the base prospectuses relating to the Programme.

Terms and Conditions Incorporated by Reference	Reference
Base Prospectus dated 31 May 2012	Pages 32 to 49
Base Prospectus dated 30 May 2011	Pages 33 to 50
Base Prospectus dated 28 May 2010	Pages 30 to 48
Base Prospectus dated 27 May 2009	Pages 27 to 45

Base Prospectus dated 22 May 2008	Pages 26 to 44
Base Prospectus dated 27 June 2007	Pages 26 to 44
Base Prospectus dated 8 June 2006	Pages 27 to 44
Base Prospectus dated 26 October 2005	Pages 27 to 44

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions which, subject to completion in accordance with the provisions of the relevant Final Terms, shall be applicable to the Notes. In the case of any Tranche of Notes which are being (a) offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in article 3.2 of the Prospectus Directive) or (b) admitted to trading on a regulated market in a Member State, the relevant Final Terms shall not amend or replace any information in this Base Prospectus. In the case of Dematerialised Notes, the text of the terms and conditions will not be endorsed on physical documents of title but will be constituted by the following text as completed by the relevant Final Terms. In the case of Materialised Notes, either (i) the full text of these terms and conditions together with the relevant provisions of the Final Terms or (ii) these terms and conditions as so completed shall be endorsed on or attached to Definitive Materialised Notes. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Final Terms. References in the Conditions to the "Notes" are to the Notes of one Series only, not to all Notes that may be issued under the Programme.

The Notes are the subject of an agency agreement dated 31 May 2012 between the Issuer, Citibank N.A, London, as, *inter alia*, fiscal agent and the other parties named in it (as amended and/or supplemented and/or restated as at the date of issue of the Notes (the "**Issue Date**"), the "**Agency Agreement**"). The fiscal agent, the paying agent(s), the redenomination agent, the consolidation agent and the calculation agent(s) for the time being (if any) are referred to below respectively as the "**Fiscal Agent**", the "**Paying Agents**" (which expression shall include the Fiscal Agent), the "**Redenomination Agent**", the "**Consolidation Agent**", the "**Transfer Agent**", and the "Calculation Agent(s)". The Noteholders (as defined below) are deemed to have notice of all of the provisions of the Agency Agreement applicable to them.

Copies of the Agency Agreement are available for inspection at the specified offices of each of the Paying Agents. The material provisions of the Agency Agreement are incorporated in the Base Prospectus.

In these Conditions, references to "day" or "days" are to calendar days unless the context otherwise specifies.

1. FORM, DENOMINATION, TITLE AND REDENOMINATION

(a) **Form:** Notes may be issued either as Dematerialised Notes or Materialised Notes.

- (i) Title to Dematerialised Notes will be evidenced in accordance with Articles L.211-3 *et seq.* of the *Code monétaire et financier* by book entries (*inscriptions en compte*). No physical document of title (including *certificats représentatifs* pursuant to Article R.211-7 of the French *Code monétaire et financier*) will be issued in respect of the Dematerialised Notes.

Dematerialised Notes are issued, at the option of the Issuer, either (i) in bearer dematerialised form (*au porteur*), which will be inscribed in the books of Euroclear France which shall credit the accounts of Account Holders, or (ii) in registered dematerialised form (*au nominatif*) and, in such case, at the option of the relevant Noteholders in either administered registered form (*au nominatif administré*) inscribed in the books of an Account Holder or in fully registered form (*au nominatif pur*) inscribed in an account in the books of Euroclear France maintained by the Issuer or the registration agent designated in the relevant Final Terms acting on behalf of the Issuer (the "**Registration Agent**").

- (ii) Materialised Notes are issued in bearer form. Materialised Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable. Instalment Notes are issued with one or more Receipts attached.

- (iii) In accordance with Articles L.211-3 *et seq.* of the *Code monétaire et financier*, securities (such as the Notes) which are governed by French law and are in materialised form must be issued outside the French territory.

(b) **Denomination(s):** Notes shall be issued in Specified Denomination(s) as indicated in the relevant Final Terms. Dematerialised Notes shall be issued in one Specified Denomination only.

(c) **Title:**

- (i) Title to Dematerialised Notes in bearer dematerialised form (*au porteur*) and in administered registered form (*au nominatif administré*) shall pass upon, and transfer of such Notes may only be effected through, registration of the transfer in the accounts of Account Holders. Title to Dematerialised Notes in fully registered form (*au nominatif pur*) shall pass upon, and transfer of such Notes may only be effected through, registration of the transfer in the accounts of the Issuer or the Registration Agent.
- (ii) Title to Definitive Materialised Notes having, where appropriate, Coupons, Receipt(s) and/or a Talon attached thereto on issue shall pass by delivery.
- (iii) Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Note, Receipt, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes, whether or not it is overdue and regardless of any notice of ownership, or an interest in it, any writing on it or its theft or loss and no person shall be liable for so treating the holder.
- (iv) In these Conditions, "**holder of Notes**", "**holder of any Note**" or "**Noteholder**" means (i) in the case of Dematerialised Notes, the person whose name appears in the account of the relevant Account Holder or the Issuer or the Registration Agent (as the case may be) as being entitled to such Notes and (ii) in the case of Materialised Notes, the bearer of any Definitive Materialised Note and the Receipts, Coupons ("**Receipholder**" and "**Couponholder**" being construed accordingly), or Talon relating to it, and capitalised terms have the meanings given to them in the relevant Final Terms, the absence of any such meaning indicating that such term is not applicable to the Notes.

(d) **Redenomination:**

- (i) The Issuer may (if so specified in the relevant Final Terms), on any Interest Payment Date, without the consent of the holder of any Note, and, if applicable, Receipt, Coupon or Talon, by giving at least thirty (30) days' notice in accordance with Condition 13 and on or after the date on which the European Member State in whose national currency the Notes are denominated has become a participating Member State in the single currency of the European Economic and Monetary Union (as provided in the Treaty establishing the European Community, as amended from time to time (the "**Treaty**")), or events have occurred which have substantially the same effect, redenominate all, but not some only, of the Notes of any Series into Euro and adjust the aggregate principal amount and the Specified Denomination(s) set out in the relevant Final Terms accordingly, as described below. The date on which such redenomination becomes effective shall be referred to in these Conditions as the "**Redenomination Date**".
- (ii) The redenomination of the Notes pursuant to Condition 1(d)(i) shall be made by converting the principal amount of each Note from the relevant national currency into Euro using the fixed relevant national currency Euro conversion rate established by the Council of the European Union pursuant to applicable regulations of the Treaty and rounding the resultant figure to the nearest Euro 0.01 (with Euro 0.005 being rounded upwards). If the Issuer so elects, the figure resulting from conversion of the principal amount of each Note using the fixed relevant national currency Euro conversion rate shall be rounded down to the nearest Euro. The Euro denominations of the Notes so determined shall be notified to Noteholders in accordance with Condition 13. Any balance remaining from the redenomination with a denomination higher than Euro 0.01 shall be paid by way of cash adjustment rounded to the nearest Euro 0.01 (with Euro 0.005 being rounded upwards). Such cash adjustment will be payable in Euro on the Redenomination Date in the manner notified to Noteholders by the Issuer.
- (iii) Upon redenomination of the Notes, any reference in the relevant Final Terms to the relevant national currency shall be construed as a reference to Euro.
- (iv) The Issuer may, with the prior approval of the Redenomination Agent and the Consolidation Agent, in connection with any redenomination pursuant to this Condition or any consolidation pursuant to Condition 12, without the consent of the holder of any Note, Receipt, Coupon or Talon, make any changes or additions to this Condition or Condition 12 (including, without limitation, any change to any applicable

business day definition, business day convention, principal financial centre of the country of the Specified Currency, interest accrual basis or benchmark), taking into account market practice in respect of redenominated euromarket debt obligations and which it believes are not prejudicial to the interests of such holders. Any such changes or additions shall, in the absence of manifest error, be binding on the holders of Notes, Receipts, Coupons and Talons and shall be notified to Noteholders in accordance with Condition 13 as soon as practicable thereafter.

- (v) Neither the Issuer nor any Paying Agent shall be liable to the holder of any Note, Receipt, Coupon or Talon or other person for any commissions, costs, losses or expenses in relation to or resulting from the credit or transfer of Euro or any currency conversion or rounding effected in connection therewith.

2. STATUS

The Notes and, if applicable, any Receipts and Coupons constitute (subject to Condition 3) direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* among themselves and, save for those preferred by mandatory provisions of French law and subject to Condition 3, equally with all other present or future unsecured and unsubordinated obligations of the Issuer.

3. NEGATIVE PLEDGE

The Issuer undertakes that, so long as any of the Notes or, if applicable, Receipts or Coupons remain outstanding (as defined below), it shall not create on any of its present or future assets or revenues any mortgage, pledge or other encumbrance to secure any Publicly Issued External Financial Indebtedness of the Issuer unless the Issuer's obligations under the Notes or, if applicable, Receipts and Coupons shall also be secured by such mortgage, pledge or other encumbrance equally and rateably therewith.

"outstanding" means, in relation to Notes of any Series, all the Notes issued other than (a) those that have been redeemed in accordance with these Conditions, (b) those in respect of which the date for redemption has occurred and the redemption moneys (including all interest accrued on such Notes to the date for such redemption, and any interest payable after such date) have been duly paid as provided in Condition 6, (c) those which have become void or in respect of which claims have become prescribed, (d) those which have been purchased and cancelled as provided in the Conditions, (e) in the case of Definitive Materialised Notes (i) those mutilated or defaced Definitive Materialised Notes that have been surrendered in exchange for replacement Definitive Materialised Notes, (ii) (for the purpose only of determining how many such Definitive Materialised Notes are outstanding and without prejudice to their status for any other purpose) those Definitive Materialised Notes alleged to have been lost, stolen or destroyed and in respect of which replacement Definitive Materialised Notes have been issued and (iii) any Temporary Global Certificate to the extent that it shall have been exchanged for one or more Definitive Materialised Notes, pursuant to its provisions.

"Publicly Issued External Financial Indebtedness" is defined to mean any present or future marketable indebtedness represented by bonds, Notes or any other publicly issued debt securities (i) which are expressed or denominated in a currency other than euro or which are, at the option of the person entitled to payment thereof, payable in a currency other than euro and (ii) which are, or are capable of being, traded or listed on any stock exchange or over-the-counter or other similar securities market.

4. INTEREST AND OTHER CALCULATIONS

(a) Interest on Fixed Rate Notes:

Each Fixed Rate Note bears interest on its outstanding nominal amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest such interest being payable in arrear on each Interest Payment Date.

If a Fixed Coupon Amount or a Broken Amount is specified in the relevant Final Terms, the amount of interest payable on each Interest Payment Date will amount to the Fixed Coupon Amount or, if applicable, the Broken Amount so specified and in the case of the Broken Amount will be payable on the particular Interest Payment Date(s) specified in the relevant Final Terms.

(b) **Interest on Floating Rate Notes, Inflation Linked Interest Notes and FX Linked Interest Notes:**

- (i) **Interest Payment Dates:** Each Floating Rate Note, Inflation Linked Interest Note, and FX Linked Interest Note bears interest on its outstanding nominal amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. Such Interest Payment Date(s) is/are either shown in the relevant Final Terms as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown in the relevant Final Terms, Interest Payment Date shall mean each date which falls the number of months or other period shown in the relevant Final Terms as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.
- (ii) **Business Day Convention:** If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.
- (iii) **Rate of Interest for Floating Rate Notes:** The Rate of Interest in respect of Floating Rate Notes for each Interest Accrual Period shall be determined in the manner specified in the relevant Final Terms and the provisions below relating to either ISDA Determination, FBF Determination or Screen Rate Determination shall apply, depending upon which is specified in the relevant Final Terms.
- (iv) **ISDA and FBF Definitions:** ISDA Definitions or FBF Definitions and *Additifs techniques* may be requested to the Calculation Agent, free of charge.

(A) **ISDA Determination for Floating Rate Notes**

Where ISDA Determination is specified in the relevant Final Terms as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate plus or minus (as indicated in the relevant Final Terms) the Margin (if any). For the purposes of this sub-paragraph (A), "ISDA Rate" for an Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

1. the Floating Rate Option is as specified in the relevant Final Terms;
2. the Designated Maturity is a period specified in the relevant Final Terms; and
3. the relevant Reset Date is the first day of that Interest Accrual Period.

For the purposes of this sub-paragraph (A), "Floating Rate", "Calculation Agent", "Floating Rate Option", "Designated Maturity", "Reset Date" and "Swap Transaction" have the meanings given to those terms in the ISDA Definitions.

(B) **FBF Determination for Floating Rate Notes**

Where FBF Determination is specified in the relevant Final Terms as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by the Agent as a rate equal to the relevant FBF Rate plus or minus (as indicated in the relevant Final Terms) the Margin (if any). For the purposes of this sub-paragraph (B), "FBF Rate" for an Interest Accrual Period means a rate equal to the Floating Rate that would be

determined by the Agent under a swap transaction (*Échange*) made pursuant to an FBF master agreement (*convention cadre FBF*) and the Interest and Currency Technical Annex (*Échange de conditions d'Intérêt ou de Devises – Additif Technique*) (the "FBF Definitions") and under which:

1. the Floating Rate is as specified in the relevant Final Terms, and
2. the Floating Rate Determination Date is as specified in the relevant Final Terms

For the purposes of this sub-paragraph (B), "Floating Rate", "Agent" and "Floating Rate Determination Date" are translations of the French terms "*Taux Variable*", "*Agent*" and "*Date de Détermination du Taux Variable*", respectively, which have the meanings given to those terms in the FBF *Additifs techniques*, and "FBF" means *the Fédération Bancaire Française*.

(C) *Screen Rate Determination for Floating Rate Notes*

Where Screen Rate Determination is specified in the relevant Final Terms as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by the Calculation Agent at or about the Relevant Time on the Interest Determination Date in respect of such Interest Accrual Period in accordance with the following:

1. if the source for the Rate of Interest in respect of Floating Rate Notes is a Screen Page, subject as provided below, the Rate of Interest shall be :
 - I. the Relevant Rate (where such Relevant Rate on such Screen Page is a composite quotation or is customarily supplied by one entity); or
 - II. the arithmetic mean of the Relevant Rates of the persons whose Relevant Rates appear on that Screen Page, in each case appearing on such Screen Page at the Relevant Time on the Interest Determination Date; or
 - III. if the source for the Floating Rate is Reference Banks or if sub-paragraph (1)(I) applies and no Relevant Rate appears on the Screen Page at the Relevant Time on the Interest Determination Date or if sub-paragraph (1)(II) applies and fewer than two Relevant Rates appear on the Screen Page at the Relevant Time on the Interest Determination Date, subject as provided below, the Rate of Interest shall be the arithmetic mean of the Relevant Rates that each of the Reference Banks is quoting to leading banks in the Business Centre at the Relevant Time on the Interest Determination Date, as determined by the Calculation Agent;
2. if paragraph (1) above applies and, if the Reference Rate is an inter-bank offered rate, the Calculation Agent determines that fewer than two Reference Banks are so quoting Relevant Rates, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) that the Calculation Agent determines to be the rates (being the nearest equivalent to the Reference Rate) in respect of a Representative Amount of the Specified Currency that at least two out of five leading banks selected by the Calculation Agent in the principal financial centre of the country of the Specified Currency or, if the Specified Currency is euro, in the Euro-Zone (as selected by the Calculation Agent) (the "**Principal Financial Centre**") are quoting at or about the Relevant Time on the date on which such banks would customarily quote such rates for a period commencing on the Effective Date for a period equivalent to the Specified Duration.
3. if paragraph (1) above applies and, in the case of a Reference Rate other than an inter-bank offered rate, for any reason, the Reference Rate is no longer published or if fewer than three quotations are provided to the Calculation Agent in accordance with the above paragraph, the Reference Rate will be determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercial and reasonable manner.

(c) **Rate of Interest on Zero Coupon Note**

Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as described in Condition 5(b)).

(d) **Partly Paid Notes**

In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up nominal amount of such Notes and otherwise as specified in the relevant Final Terms.

(e) **Inflation Linked Interest Notes**

If the relevant Final Terms specify that the Notes are Inflation Linked Interest Notes, the Rate of Interest and the Interest Amount with respect to the relevant Interest Period shall be determined by reference to the CPI (as defined below) or the HICP (as defined below), as the case may be, in a manner as specified in these Conditions, the relevant additional terms for the Inflation Linked Interest Notes set out in Condition 16 and the relevant Final Terms.

(f) **FX Linked Interest Notes**

If the relevant Final Terms specify that the Notes are FX Linked Interest Notes, the Rate of Interest and the Interest Amount with respect to the relevant Interest Period shall be determined by reference to the rate of exchange of a single currency or basket of currencies, as the case may be, in a manner as specified in these Conditions, the relevant additional terms for the FX Linked Interest Notes set out in Condition 17 and the relevant Final Terms.

(g) **Accrual of Interest**

Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (as well after as before judgment) at the Rate of Interest in the manner provided in this Condition 4 until, and including, whichever is the earlier of (i) the day on which all sums due in respect of the Notes are received by or on behalf of the relevant holder and (ii) the day of receipt by or on behalf of Euroclear France of all sums due in respect of the Notes (the "Relevant Date")

(h) **Margin, Maximum/Minimum Interest Rates, Instalment Amounts and Redemption Amounts, Rate Multipliers and Rounding**

- (i) If any Margin or Rate Multiplier is specified in the relevant Final Terms (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with (b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin or multiplying by such Rate Multiplier, subject always to the next paragraph;
- (ii) If any Maximum or Minimum Rate of Interest, Instalment Amount or Redemption Amount is specified in the relevant Final Terms, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be;
- (iii) For the purposes of any calculations required pursuant to these Conditions, (x) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes "unit" means, the lowest amount of such currency that is available as legal tender in the countries of such currency.

(i) **Calculations**

The amount of interest payable in respect of any Note for any period shall be calculated by multiplying the product of the Rate of Interest and the outstanding nominal amount of such Note by the Day Count Fraction, unless an Interest Amount (or a formula for its calculation) is specified in respect of such period, in which case the amount of interest payable in respect of such Note for such period shall equal such Interest Amount (or be calculated in accordance with such formula). Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable in respect of such Interest Period shall be the sum of the amounts of interest payable in respect of each of those Interest Accrual Periods.

(j) **Determination and Publication of Rates of Interest, Interest Amounts, Final Optional Redemption Amounts, Early Redemption Amounts, Redemption Amounts and Instalment Amounts**

As soon as practicable after the Relevant Time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quote or make any determination or calculation, it shall determine such rate and calculate the Interest Amounts in respect of each Specified Denomination of the Notes for the relevant Interest Accrual Period, calculate the Redemption Amount, Early Redemption Amount, Optional Redemption Amount or Instalment Amount, obtain any quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or any Instalment Amount to be notified to the Fiscal Agent, the Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information and, if the Notes are listed on a stock exchange and the rules applicable to such exchange or other relevant authority so require, such exchange or the relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of an Rate of Interest and Interest Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Interest Payment Date or Interest Period Date is subject to adjustment pursuant to Condition 4(b), the Interest Amounts and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 9, the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest or the Interest Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

(k) **Definitions**

In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

"Amortised Face Amount" means the amount determined as described in paragraph 5 (b) of the Terms and Conditions of the Notes.

"Business Centre" means, with respect to any Floating Rate to be determined in accordance with a screen rate determination on an Interest Determination Date, the business centre as may be specified as such in the relevant Final Terms or, if none is so specified, the financial centre with which the relevant Reference Rate is most closely connected, (which, in the case of EURIBOR, shall be the Euro-zone).

"Business Day" means:

- (i) in the case of a currency other than euro, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in the principal financial centre for such currency and/or

- (ii) in the case of euro, a day on which the Target System is operating (a "TARGET Business Day") and/or
- (iii) in the case of a currency and/or one Business Centre a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre or, if no currency is specified, generally in each of the Business Centres.

"Day Count Fraction" means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period, the "Calculation Period"):

- (i) if "**Actual/365**" or "**Actual/Actual-ISDA**" is specified in the relevant Final Terms, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)
- (ii) if "**Actual/365 (Fixed)**" is specified in the relevant Final Terms, the actual number of days in the Calculation Period divided by 365
- (iii) if "**Actual/360**" is specified in the relevant Final Terms, the actual number of days in the Calculation Period divided by 360
- (iv) if "**30/360**", "**360/360**" or "**Bond Basis**" is specified in the relevant Final Terms, the number of days in the Calculation Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12 30-day months (unless (a) the last day of the Calculation Period is the 31st day of a month but the first day of the Calculation Period is a day other than the 30th or 31st day of a month, in which case the month that includes that last day shall not be considered to be shortened to a 30-day month, or (b) the last day of the Calculation Period is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a 30-day month)) and
- (v) if "**30E/360**" or "**Eurobond Basis**" is specified in the relevant Final Terms, the number of days in the Calculation Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12 30-day months, without regard to the date of the first day or last day of the Calculation Period unless, in the case of a Calculation Period ending on the Maturity Date, the Maturity Date is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a 30-day month)
- (vi) if "**Actual/365 (Sterling)**" is specified in the applicable Final Terms, the actual number of days in the Calculation Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;
- (vii) if "**Actual/Actual-ICMA**" is specified in the relevant Final Terms,
 - (a) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and
 - (b) if the Calculation Period is longer than one Determination Period, the sum of:
 - (x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and
 - (y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year

where:

"Determination Period" means the period from and including a Determination Date in any year to but excluding the next Determination Date.

"Determination Date" means the date specified as such in the relevant Final Terms or, if none is so specified, the Interest Payment Date.

"Effective Date" means, with respect to any Floating Rate to be determined on an Interest Determination Date, the date specified as such in the relevant Final Terms or, if none is so specified, the first day of the Interest Accrual Period to which such Interest Determination Date relates.

"Euro-Zone" means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

"Interest Accrual Period" means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period Date and each successive period beginning on (and including) an Interest Period Date and ending on (but excluding) the next succeeding Interest Period Date.

"Interest Amount" means the amount of interest payable, and in the case of Fixed Rate Notes, means the Fixed Coupon Amount or Broken Amount, as the case may be.

"Interest Commencement Date" means the Issue Date or such other date as may be specified in the relevant Final Terms.

"Interest Determination Date" means, with respect to a Rate of Interest or an Interest Accrual Period, the date specified as such in the relevant Final Terms or, if none is so specified, (i) the first day of such Interest Accrual Period if the Specified Currency is Sterling or (ii) the day falling two TARGET Business Days for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is Euro or (iii) the day falling two Business Days in the city specified in the relevant Final Terms for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is not Euro.

"Interest Period" means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

"Interest Period Date" means each Interest Payment Date.

"Specified Interest Payment Date" means each Interest Payment Date.

"ISDA Definitions" means the 2006 ISDA Definitions (as amended and updated as at the date of issue of the first Tranche of the Notes of the relevant Series (as specified in the relevant Final Terms) as published by the International Swaps and Derivatives Association, Inc.).

"Screen Page" means such page, section, caption, column or other part of a particular information service (including, but not limited to, the Reuters Markets 3000. ("**Reuters**") and Bridge/Telerate ("**Telerate**")) as may be specified for the purpose of providing a Relevant Rate, or such other page, section, caption, column or other part as may replace it on that information service or on such other information service, in each case as may be nominated by the person or organisation providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to that Relevant Rate.

"Rate of Interest" means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions in the relevant Final Terms.

"Reference Banks" means the institutions specified as such in the relevant Final Terms or, if none, four major banks selected by the Calculation Agent in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the Reference Rate (which, if EURIBOR is the relevant Reference Rate, shall be the Euro-zone).

"**Reference Rate**" means the reference rate specified in the relevant Final Terms for the purposes of calculating the Relevant Rate in respect of Floating Rate Notes.

"**Relevant Rate**" means the Reference Rate for a Representative Amount of the Specified Currency for a period (if applicable or appropriate to the Reference Rate) equal to the Specified Duration commencing on the Effective Date.

"**Relevant Time**" means, with respect to any Interest Determination Date, the local time in the Business Centre specified in the relevant Final Terms or, if none is specified, the local time in the Business Centre at which it is customary to determine the relevant Rate of Interest and for this purpose "local time" means, with respect to Europe and the Euro-zone as a Business Centre, 11.00 hours, Brussels Time.

"**Representative Amount**" means, with respect to any Floating Rate to be determined in accordance with a Screen Rate Determination on an Interest Determination Date, the amount specified as such in the relevant Final Terms or, if none is specified, an amount that is representative for a single transaction in the relevant market at the time.

"**Specified Currency**" means the currency specified as such in the relevant Final Terms or, if none is specified, the currency in which the Notes are denominated.

"**Specified Duration**" means, with respect to any Floating Rate to be determined on in accordance with a Screen Rate Determination on an Interest Determination Date, the duration specified in the relevant Final Terms or, if none is specified, a period of time equal to the relative Interest Accrual Period, ignoring any adjustment pursuant to Condition 5(b).

"**TARGET System**" means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

(l) **Calculation Agent and Reference Banks**

The Issuer shall procure that there shall at all times be four Reference Banks (or such other number as may be required) with offices in the Business Centre and one or more Calculation Agents if provision is made for them in the relevant Final Terms and for so long as any Note is outstanding (as defined in Condition 3 "Negative Pledge" above). If any Reference Bank (acting through its relevant office) is unable or unwilling to continue to act as a Reference Bank, then the Issuer shall appoint another Reference Bank with an office in the Business Centre to act as such in its place. Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an Interest Period or to calculate any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall appoint a leading bank or investment banking firm engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal Paris office or any other office).

5. **REDEMPTION, PURCHASE AND OPTIONS**

(a) **Redemption by Instalments and Final Redemption**

- (i) Unless previously redeemed, purchased and cancelled as provided in this Condition 5 or the relevant Instalment Date (being one of the dates so specified in the relevant Final Terms) is extended pursuant to any Issuer's or Noteholder's option in accordance with Condition 5(c) or 5(d), each Note that provides for Instalment Dates and Instalment Amounts shall be partially redeemed on each Instalment Date at the related Instalment Amount specified in the relevant Final Terms. The outstanding nominal amount of each such Note shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the nominal amount of such Note, such proportion) for all purposes with effect from the related Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused on presentation of the related Receipt, in which case, such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.

- (ii) Unless previously redeemed, purchased and cancelled as provided below or its maturity is extended pursuant to any Issuer's or Noteholder's option in accordance with Condition 5(c) or 5(d), each Note shall be finally redeemed on the Maturity Date specified in the relevant Final Terms (i) at its Final Redemption Amount (which is its nominal amount), or, in the case of a Note falling within paragraph (i) above, its final Instalment Amount, or, (ii) in the case of (a) Inflation Linked Redemption Notes, the redemption amount as shall be determined in accordance with the Final Terms and Condition 16(b)(i) (*Final Redemption Amount of Inflation Linked Notes*) and (b) FX Linked Redemption Notes, the redemption amount as shall be determined in accordance with the Final Terms and Condition 17.

(b) **Early Redemption**

(i) ***Zero Coupon Notes***

- (A) The Early Redemption Amount payable in respect of any Zero Coupon Note that does not bear interest prior to the Maturity Date, the Early Redemption Amount of which is not determined pursuant to Condition 16(b)(ii) below, upon it becoming due and payable as provided in Condition 9, shall be the Amortised Face Amount (calculated as provided below) of such Note.
- (B) Subject to the provisions of sub-paragraph (C) below, the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown in the relevant Final Terms, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
- (C) If the Redemption Amount payable in respect of any such Note upon it becoming due and payable as provided in Condition 9 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in sub-paragraph (B) above, except that such sub-paragraph shall have effect as though the reference therein to the date on which the Note becomes due and payable were replaced by a reference to the Relevant Date. The calculation of the Amortised Face Amount in accordance with this sub-paragraph shall continue to be made (as well after as before judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 4(c).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown in the relevant Final Terms.

(ii) ***Other Notes:***

The Early Redemption Amount payable in respect of any Note (other than Notes described in (i) above and Condition 16(b)(ii) (*Early Redemption Amount of Inflation Linked Notes*) below), upon it becoming due and payable as provided in Condition 9, shall be the Final Redemption Amount.

(c) **Redemption at the Option of the Issuer and Exercise of Issuer's Options**

If the Call Option is specified in the relevant Final Terms as being applicable, the Notes may be redeemed at the option of the Issuer in whole or, if so specified in the relevant Final Terms, in part on any Optional Redemption Date at the relevant Optional Redemption Amount on the Issuer's giving not less than 5 nor more than 90 days' notice to the Noteholders (which notice shall be irrevocable and shall oblige the Issuer to redeem the Notes or, as the case may be, the Notes specified in such notice on the relevant Optional Redemption Date at the Optional Redemption Amount plus accrued interest (if any) to such date).

- (i) In the case of a partial redemption or a partial exercise of an Issuer's option in respect of Materialised Notes, the notice to holders of such Materialised Notes shall also contain the number of the Definitive Materialised Notes to be redeemed or in respect of which such option has been exercised, which shall have been drawn in such place and in such manner as may be fair and reasonable in the circumstances, taking

account of prevailing market practices, subject to compliance with any applicable laws and stock exchange requirements.

- (ii) In the case of a partial redemption of or a partial exercise of an Issuer's option in respect of Dematerialised Notes, the redemption may be effected, at the option of the Issuer, either (i) by reducing the nominal amount of all such Dematerialised Notes in a Series in proportion to the aggregate nominal amount redeemed or (ii) by redeeming in full some only of such Dematerialised Notes and, in such latter case, the choice between those Dematerialised Notes that will be fully redeemed and those Dematerialised Notes of any Series that will not be redeemed shall be made in accordance with Article R.213-16 of the French *Code monétaire et financier* and the provisions of the relevant Final Terms, subject to compliance with any other applicable laws and stock exchange requirements.

(d) Redemption at the Option of Noteholders and Exercise of Noteholders' Options

If the Put Option is specified in the relevant Final Terms as being applicable, the Issuer shall, at the option of the holder of any Note redeem such Note on the Optional Redemption Date specified in the relevant Put Option Notice at the relevant Optional Redemption Amount together with interest (if any) accrued to such date. In order to exercise the option contained in this Condition 5(d), the holder of a Note must, not less than 5 nor more than 30 days before the relevant Optional Redemption Date, in the case of Dematerialised Notes, transfer, or cause to be transferred, the Dematerialised Notes to be redeemed to the account of the Paris Paying Agent specified in the Put Option Notice, in the case of a Materialised Note, deposit with any Paying Agent such Note together with all unmatured Coupons relating thereto, and a duly completed Put Option Notice in the form obtainable from any Paying Agent. The Paying Agent with which a Note is so deposited or transferred shall deliver a duly completed Put Option Receipt to the depositing Noteholder. No Note, once deposited or transferred, with a duly completed Put Option Notice in accordance with this Condition 5(d), may be withdrawn; provided, however, that if, prior to the relevant Optional Redemption Date, any such Note becomes immediately due and payable or, upon due presentation of any such Note on the relevant Optional Redemption Date, payment of the redemption moneys is improperly withheld or refused, the relevant Paying Agent shall mail notification thereof to the depositing or transferring Noteholder at such address as may have been given by such Noteholder in the relevant Put Option Notice and shall hold such Note at its Specified Office for collection by the depositing or transferring Noteholder against surrender of the relevant Put Option Receipt. For so long as any outstanding Note is held by a Paying Agent in accordance with this Condition 5(d), the depositor of such Note and not such Paying Agent shall be deemed to be the holder of such Note for all purposes.

(e) Automatic Early Redemption for FX Linked Notes

If the relevant Final Terms specify that automatic early redemption applies with respect to FX Linked Redemption Notes, in the case that the Calculation Agent determines, in accordance with Condition 17(d)(i) (*FX Linked Automatic Early Redemption*) that an Automatic Early Redemption Event occurs, the Notes shall be redeemed at the Automatic Early Redemption Amount as specified in the relevant Final Terms on the Automatic Early Redemption Date.

(f) Partly Paid Notes

Partly Paid Notes will be redeemed, whether at maturity, early redemption or otherwise, in accordance with the provisions of this Condition and the provisions specified in the relevant Final Terms.

(g) Purchases

The Issuer may, pursuant to the relevant rules, at any time purchase Notes (provided that, in the case of Materialised Notes, all unmatured Receipts and Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price.

(h) Cancellation

All Notes purchased by or on behalf of the Issuer must be cancelled, in the case of Dematerialised Notes, by transfer to an account in accordance with the rules and procedures of Euroclear France, and, in the case of Materialised Notes by surrendering each such Note together with all unmatured Receipts and Coupons and all unexchanged Talons to the Fiscal

Agent and if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with all unmatured Receipts and Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Notes shall be discharged.

6. PAYMENTS AND TALONS

(a) Dematerialised Notes:

Payments of principal and interest in respect of Dematerialised Notes shall (in the case of Dematerialised Notes in bearer dematerialised form or administered registered form) be made by transfer to the account denominated in the relevant currency of the relevant Account Holders for the benefit of the Noteholders and, (in the case of Dematerialised Notes in fully registered form), to an account denominated in the relevant currency with a bank designated by the Noteholders. All payments validly made to such Account Holders will be an effective discharge of the Issuer in respect of such payments.

(b) Materialised Notes:

(i) *Method of payment*

Subject as provided below, payments in a Specified Currency will be made by credit or transfer to an account denominated in the relevant Specified Currency, or to which the Specified Currency may be credited or transferred (which, in the case of a payment in Japanese yen to a non-resident of Japan, shall be a non-resident account) maintained by the payee with, or, at the option of the payee, by a cheque in such Specified Currency drawn on, a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is euro, shall be any country in the Euro-zone, and, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney or Auckland, respectively).

(ii) *Presentation and surrender of Definitive Materialised Notes and Coupons*

Payments of principal in respect of Definitive Materialised Notes will (subject as provided below) be made in the manner provided in paragraph (a) above only against presentation and surrender (or, in the case of partial payment of any sum due, annotation) of such Notes, and payments of interest in respect of Definitive Materialised Notes will (subject as provided below) be made as aforesaid only against presentation and surrender (or, in the case of part payment of any sum due, annotation) of the relevant Coupons, in each case at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America (including the States and the District of Columbia, its territories, its possessions and other areas subject to its jurisdiction)).

Fixed Rate Notes in definitive form should be presented for payment together with all unmatured Coupons appertaining thereto (which expression shall for this purpose include Coupons falling to be issued on exchange of matured Talons), failing which the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of such missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment. Each amount of principal so deducted will be paid in the manner mentioned above against surrender of the relative missing Coupon before 1 January of the fourth year following the date on which such amount fell due but in no event thereafter.

Upon any Fixed Rate Note in definitive form becoming due and repayable prior to its Maturity Date, all unmatured Talons (if any) appertaining thereto will become void and no further Coupons will be issued in respect thereof.

Upon the date on which any Floating Rate Note in definitive form becomes due and repayable, unmatured Coupons and Talons (if any) relating thereto (whether or not attached) shall become void and no payment or, as the case may be, exchange for further Coupons shall be made in respect thereof.

If the due date for redemption of any Definitive Materialised Note is not an Interest Payment Date, interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date shall be payable only against presentation and surrender (if appropriate) of the relevant Definitive Materialised Note.

(c) **Payments in the United States**

Notwithstanding the foregoing, if any Materialised Notes are denominated in U.S. dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if (i) the Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the Issuer, any adverse tax consequence to the Issuer.

(d) **Payments subject to Fiscal Laws**

All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 7. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

(e) **Appointment of Agents**

The Fiscal Agent, the Paying Agents, the Calculation Agent, the Redenomination Agent and the Consolidation Agent initially appointed by the Issuer and their respective specified offices are listed below. The Fiscal Agent, the Paying Agents, the Calculation Agent, the Redenomination Agent and the Consolidation Agent act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Noteholder or, if applicable, Couponholder. The Issuer reserves the right at any time to vary or terminate the appointment of the Fiscal Agent, any other Paying Agent, the Calculation Agent, the Redenomination Agent or the Consolidation Agent and to appoint additional or other Paying Agents, provided that the Issuer shall at all times maintain (i) a Fiscal Agent, (ii) one or more Calculation Agent(s) where the Conditions so require, (iii) a Redenomination Agent and a Consolidation Agent where the Conditions so require, (iv) a Paying Agent having a specified office in Paris for so long as the Notes are listed on the Euronext Paris and the rules applicable to such Exchange so require and (v) such other agents as may be required by any other stock exchange on which the Notes may be listed.

In addition, the Issuer shall forthwith appoint a Paying Agent in New York City in respect of any Materialised Notes denominated in U.S. dollars in the circumstances described in paragraph (c) above.

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders in accordance with Condition 13.

(f) **Non-Business Days**

If any date for payment in respect of any Note or, if applicable, Coupon is not a business day, the Noteholder or, if applicable, Couponholder shall not be entitled to payment until the next following business day, nor to any interest or other sum in respect of such postponed payment. In this paragraph, "business day" means a day (other than a Saturday or a Sunday) (A) (i) in the case of Dematerialised Notes, on which Euroclear France is open for business or (ii) in the case of Materialised Notes, on which banks and foreign exchange markets are open for business in the relevant place of presentation, (B) on which banks and foreign exchange markets are open for business in such jurisdictions as shall be specified as "Financial Centres" in the relevant Final Terms and (C) (i) in the case of a payment in a currency other than Euro, where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency or (ii) in the case of a payment in Euro, which is a TARGET Business Day.

7. TAXATION

1. All payments of principal and interest by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.

2. All payments of principal and interest in respect of the Notes and, if applicable, the Receipts and the Coupons shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law, in which case the Issuer shall pay no additional amounts.

8. PRESCRIPTION

Claims against the Issuer for payment of principal, interest or any other amounts in respect of the Notes and, if applicable, Receipts and Coupons (which for this purpose shall not include Talons) shall be prescribed and become void unless made within four years after the 1 January following the appropriate Relevant Date in respect of them (in accordance with the Law n°68-1250 dated 31 December 1968).

9. EVENTS OF DEFAULT

If any of the following events (hereinafter referred to as an "Event of Default") shall occur and be continuing:

- (a) there is a default in the payment of any principal or default for more than 30 days in the payment of any interest due and payable on or in respect of any Note; or
- (b) the Issuer defaults in the due performance and observance of any other provision contained in the Notes and such default (if capable of remedy) remains unremedied for 90 days after written notice thereof shall have been given to the Issuer at the specified office of the Fiscal Agent by any Noteholder; or
- (c) the Issuer is dissolved or ceases to be an *établissement public* prior to the repayment in full of the Notes or the payment in full of all sums due under the Notes unless its activities and debts are validly transferred to another *établissement public* or assumed by the French State,

then the Representative (as defined in Condition 10), upon request of any Noteholder, or in the absence of a Representative, any Noteholder may, upon written notice to the Fiscal Agent, before all defaults shall have been remedied, cause all the Notes (but not some only) held by such Noteholder to become immediately due and payable, whereupon the Notes shall become immediately due and payable at their Early Redemption Amount, without any other formality.

10. MEETING OF NOTEHOLDERS AND MODIFICATIONS

Meetings of Noteholders:

Noteholders will, in respect of all Tranches in any Series, be grouped automatically for the defence of their common interests in a *masse* (in each case, the "**Masse**")

If the relevant Final Terms specify "Full *Masse*", the Noteholders will, in respect of all Tranches in any Series, be grouped automatically for the defence of their common interests in a *Masse* and the provisions of the French Code of Commerce relating to the *Masse* shall apply.

If the relevant Final Terms specify "Contractual *Masse*", the *Masse* will be governed by the provisions of the French Code of Commerce with the exception of Articles L.228-48, L.228-59, L.228-65 II, R.228-63, R.228-67 and R.228-69 subject to the following provisions:

(a) **Legal Personality**

The Masse will be a separate legal entity and will act in part through a representative (the **Representative** "") and in part through a general meeting of the Noteholders (the "**General Meeting**").

The Masse alone, to the exclusion of all individual Noteholders, shall exercise the common rights, actions and benefits which now or in the future may accrue respectively with respect to the Notes.

(b) **Representative**

The office of Representative may be conferred on a person of any nationality. However, the following persons may not be chosen as Representatives:

- (i) the Issuer, the members of its Board of Directors (*Conseil d'administration*), its statutory auditors, or its employees as well as their ascendants, descendants and spouse; or
- (ii) companies having 10 per cent. or more of their share capital held by the Issuer; or
- (iii) persons to whom the practice of banker is forbidden or who have been deprived of the right of directing, administering or managing an enterprise in whatever capacity.

The names and addresses of the initial Representative of the Masse and its alternate will be set out in the relevant Final Terms. The Representative appointed in respect of the first Tranche of any Series of Notes will be the Representative of the single Masse of all Tranches in such Series.

The Representative will be entitled to such remuneration in connection with its functions or duties as set out in the relevant Final Terms.

In the event of death, retirement or revocation of appointment of the Representative, such Representative will be replaced by another Representative. In the event of the death, retirement or revocation of appointment of the alternate Representative, an alternate will be elected by the General Meeting.

All interested parties will at all times have the right to obtain the names and addresses of the initial Representative and the alternate Representative at the head office of the Issuer and the specified offices of any of the Paying Agents.

(c) **Powers of Representative**

The Representative shall (in the absence of any decision to the contrary of the General Meeting) have the power to take all acts of management necessary in order to defend the common interests of the Noteholders.

All legal proceedings against the Noteholders or initiated by them, must be brought by or against the Representative.

The Representative may not be involved in the management of the affairs of the Issuer.

(d) **General Meeting**

A General Meeting may be held at any time, on convocation either by the Issuer or by the Representative. One or more Noteholders, holding together at least one-thirtieth of the principal amount of the Notes outstanding, may address to the Issuer and the Representative a demand for convocation of the General Meeting. If such General Meeting has not been convened within two months after such demand, the Noteholders may commission one of their members to petition a competent court in Paris to appoint an agent (*mandataire*) who will call the General Meeting.

Notice of the date, time, place and agenda of any General Meeting will be published as provided under Condition 13.

Each Noteholder has the right to participate in a General Meeting in person or by proxy. Each Note carries the right to one vote or, in the case of Notes issued with more than one Specified Denomination, one vote in respect of each multiple of the lowest Specified Denomination comprised in the principal amount of the Specified Denomination of such Note.

(e) **Powers of the General Meetings**

The General Meeting is empowered to deliberate on the dismissal and replacement of the Representative and the alternate Representative and also may act with respect to any other matter that relates to the common rights, actions and benefits which now or in the future may accrue with respect to the Notes, including authorising the Representative to act at law as plaintiff or defendant.

The General Meeting may further deliberate on any proposal relating to the modification of the Conditions including any proposal, whether for arbitration or settlement, relating to rights in controversy or which were the subject of judicial decisions, it being specified, however, that the General Meeting may not increase amounts payable by Noteholders, nor establish any unequal treatment between the Noteholders nor decide to convert Notes into shares.

General Meetings may deliberate validly on first convocation only if Noteholders present or represented hold at least a fifth of the principal amount of the Notes then outstanding. On second convocation, no quorum shall be required. Decisions at meetings shall be taken by a simple majority of votes cast by Noteholders attending such General Meetings or represented thereat.

Decisions of General Meetings must be published in accordance with the provisions set forth in Condition 13.

(f) **Information to Noteholders**

Each Noteholder or representative thereof will have the right, during the 15-day period preceding the holding of each General Meeting, to consult or make a copy of the text of the resolutions which will be proposed and of the reports which will be presented at the General Meeting, all of which will be available for inspection by the relevant Noteholders at the registered office of the Issuer, at the specified offices of any of the Paying Agents and at any other place specified in the notice of the General Meeting.

(g) **Expenses**

The Issuer will pay all expenses relating to the operation of the Masse, including expenses relating to the calling and holding of General Meetings and, more generally, all administrative expenses resolved upon by the General Meeting, it being expressly stipulated that no expenses may be imputed against interest payable under the Notes.

(h) **Single Masse**

The holders of Notes of the same Series, and the holders of Notes of any other Series which have been assimilated with the Notes of such first mentioned Series in accordance with Condition 12, shall, for the defence of their respective common interests, be grouped in a single Masse. The Representative appointed in respect of the first Tranche of any Series of Notes will be the Representative of the single Masse of all such Series.

Modification of Agency Agreement:

The Issuer shall only permit any modification (including for the purposes of giving effect to the provisions of Conditions 1(d) and 12) of, or any waiver or authorisation of any breach or proposed breach of or any failure to comply with, the Agency Agreement, if to do so could not reasonably be expected to be prejudicial to the interests of the Noteholders.

11. **REPLACEMENT OF DEFINITIVE MATERIALISED NOTES, RECEIPTS, COUPONS AND TALONS**

If, in the case of any Materialised Notes, a Definitive Materialised Note, Receipt, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange regulations, at the specified office of the Fiscal Agent or such other Paying Agent as may from time to time be designated by the Issuer for this purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Definitive Materialised Note, Receipts Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Definitive Materialised Notes,

Receipts, Coupons or further Coupons) and otherwise as the Issuer may require. Mutilated or defaced Materialised Notes, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

12. FURTHER ISSUES AND CONSOLIDATION

The Issuer may from time to time without the consent of the Noteholders or, if applicable, Receiptholders or Couponholders create and issue further Notes ranking *pari passu* with the Notes and having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so that the same shall be consolidated and form a single series with such Notes, and references in these Conditions to "Notes" shall be construed accordingly. Such further Notes shall be consolidated (*assimilables*) with the Notes as regards their financial service.

The Issuer may also from time to time without the consent of the holders of the Notes or, if applicable, Receipts or Coupons of any Series, consolidate the Notes with the Notes of one or more other series issued by it provided that, in respect of all periods subsequent to such consolidation, the Notes of all such other Series are denominated in the same currency as such Notes (irrespective of the currency in which any Notes of such other series were originally issued) and otherwise have the same terms and conditions as such Notes. Notice of any such consolidation will be given to the Noteholders in accordance with Condition 13.

With effect from their consolidation, the Notes and the Notes of such other Series will (if listed prior to such consolidation) be listed on at least one European stock exchange on which either such Notes or the Notes of such other Series were listed immediately prior to consolidation.

The Issuer shall in dealing with the holders of such Notes following a consolidation pursuant to this Condition 12 have regard to the interests of the holders and the holders of the Notes of such other Series, taken together as a class, and shall treat them alike.

13. NOTICES

1. Notices from the Issuer to the holders of Dematerialised Notes in registered form (*au nominatif*) shall be valid if either, (i) they are mailed to them at their respective addresses, in which case they will be deemed to have been given on the fourth Business Day (being a day other than a Saturday or a Sunday) after the mailing, or, (ii) at the option of the Issuer, they are published in a leading daily financial newspaper of general circulation in Europe (which is expected to be the Financial Times); provided that, so long as such Notes are listed on any stock exchange(s) and the rules applicable to such stock exchange so require, notices shall be valid if published in a daily financial newspaper with general circulation in the city/ies where the stock exchange(s) on which such Notes is/are listed, which in the case of the Paris Stock Exchange, is expected to be Les Echos.
2. Notices to the holders of Materialised Notes and Dematerialised Notes in bearer form (*au porteur*) shall be valid if published in a daily leading financial newspaper of general circulation in Europe (which is expected to be the Financial Times) and so long as such Notes are listed on any stock exchange and the applicable rules to that stock exchange so require, in a leading daily financial newspaper with general circulation in the city/ies where the stock exchange(s) on which such Notes are listed, which in the case of the Paris Stock Exchange, is expected to be Les Echos.
3. If any such publication is not practicable, notice shall be validly given if published in a leading daily financial newspaper with general circulation in Europe. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the date of the first publication as provided above. Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Materialised Notes in accordance with this Condition.
4. Notices required to be given to the holders of Dematerialised Notes (whether in registered or in bearer form) (*au porteur* or *au nominatif*) pursuant to these Conditions may be given by delivery of the relevant notice to Euroclear France, and any other clearing system through which the Notes are for the time being cleared in substitution for the mailing and publication as required by Conditions 13 (1), (2) or (3), above; except that (i) so long as such Notes are listed on any stock exchange(s) and the applicable rules to that

stock exchange so require, notices shall also be published in a daily financial newspaper with general circulation in the city/ies where the stock exchange(s) on which such Notes are listed and (ii) notices relating to the convocation and decision(s) of the General Meetings pursuant to Condition 10 shall also be published in a leading financial newspaper of general circulation in Europe.

14. **METHOD OF PUBLICATION OF THE BASE PROSPECTUS AND THE FINAL TERMS**

The Base Prospectus and any Supplement related to Notes listed and admitted to trading on any regulated market will always be published on the websites of (a) the AMF (www.amf-france.org) and (b) CADES (www.cades.fr).

The Final Terms related to Notes offered to the public and/or listed and admitted to trading on Euronext Paris will always be published on the websites of (a) the AMF (www.amf-france.org) and (b) CADES (www.cades.fr).

In addition, should the Notes be listed and admitted trading on a regulated market other than Euronext Paris, the Final Terms related to those Notes will provide whether this Base Prospectus and the relevant Final Terms will be published on the website of (x) such regulated market or (y) the competent authority of the Member State in the EEA where such regulated market is situated.

A copy of the Base Prospectus may be sent free of charge by CADES to any person who requests one.

15. **GOVERNING LAW AND JURISDICTION**

(a) **Governing Law**

The Notes and all matters arising from or connected with the Notes are governed by, and shall be construed in accordance with, French law.

(b) **French courts**

The courts of France have exclusive jurisdiction to settle any dispute (a "**Dispute**") arising from or connected with the Notes.

16. **INFLATION LINKED NOTES**

(a) **Rate of Interest for Inflation Linked Notes**

If the relevant Final Terms specify that the Notes are Inflation Linked Interest Notes, the Rate of Interest and the Interest Amount with respect to the relevant Interest Period shall be determined in accordance with the following provisions:

(i) **Consumer Price Index (CPI)**

Where the consumer price index excluding tobacco for all households in metropolitan France, as calculated and published by the *Institut National de la Statistique et des Etudes Economiques* (the "**INSEE**") ("**CPI**") is specified as the Index in the relevant Final Terms, this Condition 16(a)(i) shall apply. Terms defined herein shall have the meanings set out below only when this Condition 16 (a)(i) shall apply.

The Rate of Interest in respect of Inflation Linked Interest Notes indexed to the CPI (the "**CPI Linked Interest**") will be determined by the Calculation Agent on the following basis:

- (A) On the fifth Business Day before each Interest Payment Date (for the purpose of this Condition 16(a)(i), an "**Interest Determination Date**") the Calculation Agent will calculate the Inflation Index Ratio.

For the purpose of this Condition 16(a)(i), the "**Inflation Index Ratio**" or "**IIR**" is the ratio between (i) the CPI Daily Inflation Reference Index (as defined below) applicable upon any

Interest Payment Date or the redemption date, as the case may be and (ii) the base reference defined as the CPI Daily Inflation Reference Index (as defined below) (the "**Base Reference**") applicable on the date specified in the applicable Final Terms. The IIR will be rounded if necessary to five significant figures (with halves being rounded up).

"**CPI Daily Inflation Reference Index**" means (A) in relation to the first day of any given month, the CPI Monthly Reference Index of the third month preceding such month, and (B) in relation to a day (D) (other than the first day) in any given month (M), the linear interpolation of the CPI Monthly Reference Index pertaining respectively to the third month preceding such month (M - 3) and the second month preceding such month (M - 2) calculated in accordance with the following formula:

CPI Daily Inflation Reference Index =

$$\text{CPI Monthly Reference Index}_{M-3} + \frac{D-1}{ND_M} \times (\text{CPI Monthly Reference Index}_{M-2} - \text{CPI Monthly Reference Index}_{M-3})$$

With:

"**ND_M**": number of days in the relevant month M and, in the case of payment of principal and interest, shall be equal to 31;

"**D**": actual day of payment in the relevant month M and, in the case of payment of principal and interest, shall be equal to 25;

"**CPI Monthly Reference Index_{M-2}**": price index of month M-2;

"**CPI Monthly Reference Index_{M-3}**": price index of month M-3.

The CPI Daily Inflation Reference Index will be rounded if necessary to five significant figures (with halves being rounded up).

For information purposes, such CPI Daily Inflation Reference Index appears on the *Agence Française du Trésor* Reuters page OATINFLATION01 or on Bloomberg TRESOR <GO> pages and on the website www.aft.gouv.fr. In the case of doubt in the interpretation of the methods used to calculate the Inflation Index Ratio, such methods shall be interpreted by reference to the procedures selected by the French Treasury (*Trésor*) for its *obligations assimilables du Trésor indexées sur l'inflation*.

"**CPI Monthly Reference Index**" refers to the definitive consumer price index excluding tobacco for all households in metropolitan France, as calculated and published monthly by the INSEE as such index may be adjusted or replaced from time to time as provided herein.

- (B) The calculation method described in (C) below is based on the recommendation issued by the French Bond Association (*Comité de Normalisation Obligataire* — www.cnofrance.org) in its December 2010 Paper entitled "Inflation Indexed Notes" (*Obligations et autres instruments de taux d'intérêt en euro, Normes et usages des marchés de capitaux — Chapitre II: Les obligations indexées sur l'inflation*). In the case of any conflict between the calculation method provided below and the calculation method provided by the French Bond Association (*Comité de Normalisation Obligataire*), the calculation method provided by the French Bond Association (*Comité de Normalisation Obligataire*) shall prevail.

The CPI Linked Interest applicable from time to time for each Interest Period (as specified in the relevant Final Terms) will be equal to the rate per annum specified in the relevant Final Terms multiplied by the Inflation Index Ratio (as defined above).

(C)

(1) If the CPI Monthly Reference Index is not published in a timely manner, a substitute CPI Monthly Reference Index (the "**Substitute CPI Monthly Reference Index**") shall be determined by the Calculation Agent in accordance with the following provisions:

(x) If a provisional CPI Monthly Reference Index (*indice provisoire*) has already been published, such index shall automatically be used as the Substitute CPI Monthly Reference Index. Such provisional CPI Monthly Reference Index would be published under the heading "*indice de substitution*". Once the definitive CPI Monthly Reference Index is released, it would automatically apply from the day following its release to all calculations taking place from this date.

(y) If no provisional CPI Monthly Reference Index is available, a substitute index shall be calculated on the basis of the most recently published figure adjusted as set out in the following formula:

Substitute CPI Monthly Reference Index_M =

$$\text{CPI Monthly Reference Index}_{M-1} \times \frac{\text{CPI Monthly Reference Index}_{M-1}^{\frac{1}{12}}}{\text{CPI Monthly Reference Index}_{M-13}}$$

Such that:

$$\text{CPI Monthly Reference Index}_{\text{Date D New Basis}} = \text{CPI Monthly Reference Index}_{\text{Date D Previous Basis}} \times \text{Key}$$

(2) In the event INSEE decides to proceed with one or more base changes for the purpose of calculating the CPI Monthly Reference Index, the two CPI Monthly Reference Indexes which have been calculated on a different basis will be chained on the basis of the December CPI Monthly Reference Index of the last year of joint publications, which corresponds to the CPI Daily Inflation Reference Index for 1st March of the following year. Such chaining will be carried out in accordance with the following equation:

$$\text{Key} = \frac{\text{CPI Monthly Reference Index}_{\text{pertaining to December calculated on the new basis}}}{\text{CPI Monthly Reference Index}_{\text{pertaining to December calculated on the previous basis}}}$$

Such that:

$$\text{CPI Monthly Reference Index}_{\text{Date D New Basis}} = \text{CPI Monthly Reference Index}_{\text{Date D Previous Basis}} \times \text{Key}$$

(ii) **Harmonised Index of Consumer Prices (HCIP)**

Where the harmonised index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat (the "HICP") is specified as the Index in the relevant Final Terms, this Condition 16(a)(ii) shall apply. Terms defined herein shall have the meanings set out below only when this Condition 16(a)(ii) shall apply.

The Rate of Interest in respect of Inflation Linked Interest Notes indexed to the HICP (the "**HICP Linked Interest**") will be determined by the Calculation Agent on the following basis:

- (A) On the fifth Business Day before each Interest Payment Date (for the purpose of this Condition 16(a)(ii), an "**Interest Determination Date**") the Calculation Agent will calculate the Inflation Index Ratio.

For the purpose of this Condition 16(a)(ii), the "**Inflation Index Ratio**" or "**HR**" is the ratio between (i) the HICP Daily Inflation Reference Index (as defined below) applicable upon any Interest Payment Date or the redemption date, as the case may be and (ii) the base reference defined as the HICP Daily Inflation Reference Index (as defined below) (the "**Base Reference**") applicable on the date specified in the applicable Final Terms. The IIR will be rounded if necessary to five significant figures (with halves being rounded up).

"**HICP Daily Inflation Reference Index**" means (A) in relation to the first day of any given month, the HICP Monthly Reference Index of the third month preceding such month, and (B) in relation to a day (D) (other than the first day) in any given month (M), the linear interpolation of the HICP Monthly Reference Index pertaining respectively to the third month preceding such month (M - 3) and the second month preceding such month (M - 2) calculated in accordance with the following formula:

HICP Daily Inflation Reference Index =

$$\text{HICP Monthly Reference Index}_{M-3} + \frac{D-1}{ND_M} \times (\text{HICP Monthly Reference Index}_{M-2} - \text{HICP Monthly Reference Index}_{M-3})$$

With:

"**ND_M**": number of days in the relevant month M and, in the case of payment of principal and interest, shall be equal to 31;

"**D**": actual day of payment in the relevant month M and, in the case of payment of principal and interest, shall be equal to 25;

"**HICP Monthly Reference Index_{M-2}**": price index of month M-2;

"**HICP Monthly Reference Index_{M-3}**": price index of month M-3.

The HICP Daily Inflation Reference Index will be rounded if necessary to five significant figures (with halves being rounded up).

For information purposes, such HICP Daily Inflation Reference Index appears on the *Agence Française du Trésor* Reuters page OATEI01, on the website www.aft.gouv.fr. and on Bloomberg page TRESOR.

"**HICP Monthly Reference Index**" refers to the harmonised index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published by Eurostat as such index may be adjusted or replaced from time to time as provided herein.

(B) The HICP Linked Interest applicable from time to time for each Interest Period (as specified in the relevant Final Terms) will be equal to the rate per annum specified in the relevant Final Terms multiplied by the Inflation Index Ratio (as defined above).

(1) If the HICP Monthly Reference Index is not published in a timely manner, a substitute HICP Monthly Reference Index (the "**Substitute HICP Monthly Reference Index**") shall be determined by the Calculation Agent in accordance with the following provisions:

(x) If a provisional HICP Monthly Reference Index has already been published by Eurostat, such index shall automatically be used as the Substitute HICP Monthly Reference Index. Once the definitive HICP Monthly Reference Index is released, it would automatically apply from the day following its release to all calculations taking place from this date.

(y) If no provisional HICP Monthly Reference Index is available, a substitute index shall be calculated on the basis of the most recently published figure adjusted as set out in the following formula:

Substitute HICP Monthly Reference Index_M =

$$\text{HICP Monthly Reference Index}_{M-1} \times \frac{\text{HICP Monthly Reference Index}_{M-1}^{\frac{1}{12}}}{\text{HICP Monthly Reference Index}_{M-13}}$$

(2) In the event Eurostat decides to proceed with one or more base changes for the purpose of calculating the HICP Monthly Reference Index, the two HICP Monthly Reference Indexes which have been calculated on a different basis will be chained on the basis of the December HICP Monthly Reference Index of the last year of joint publications, which corresponds to the HICP Daily Inflation Reference Index for 1st March of the following year. Such chaining will be carried out in accordance with the following equation:

$$\text{Key} = \frac{\text{HICP Monthly Reference Index}_{\text{pertaining to December calculated on the new basis}}}{\text{HICP Monthly Reference Index}_{\text{pertaining to December calculated on the previous basis}}}$$

Such that:

$$\text{HICP Monthly Reference Index}_{\text{New Basis}}^{\text{Date D}} = \text{HICP Monthly Reference Index}_{\text{Previous Basis}}^{\text{Date D}} \times \text{Key}$$

(b) **Redemption of Inflation Linked Notes**

(i) ***Final Redemption Amount of Inflation Linked Notes***

If the relevant Final Terms specify that the Notes are Inflation Linked Redemption Notes, the Final Redemption Amount in respect of Inflation Linked Redemption Notes will be determined by the Calculation Agent on the following basis:

Final Redemption Amount = IIR x nominal amount of the Notes

"IIR" being for the purpose of this Condition 16(b)(i) the ratio determined on the fifth Business Day before the Maturity Date between (i) if the CPI is specified as the Index applicable in the Final Terms, the CPI Daily Inflation Reference Index or (ii) if the HICP is specified as the Index applicable in the Final Terms, the HICP Daily Inflation Reference Index, on the Maturity Date and the Base Reference on the date specified in the relevant Final Terms.

If the Final Redemption Amount calculated as set out above is below par, the Notes will be redeemed at par.

(ii) ***Early Redemption Amount of Inflation Linked Notes***

(A) If the relevant Final Terms provides that Condition 16(b)(i) (*Final Redemption Amount of Inflation Linked Notes*) above shall apply in respect of Inflation Linked Notes, the Early Redemption Amount upon redemption of such Notes pursuant to Condition 5(c) (*Redemption at the Option of the Issuer and Exercise of Issuer's Options*), Condition 5(d) (*Redemption at the Option of Noteholders and Exercise of Noteholders' Options*) or Condition 9 (*Events of Default*) (for the purposes of this Condition 16(b)(ii), an "Optional Redemption Amount", an "Early Redemption Amount" and/or a final "Instalment Amount", respectively, each constituting an "Early Redemption Amount") will be calculated on the following basis:

Early Redemption Amount = IIR x nominal amount of the Notes

"IIR" being for the purposes of this Condition the ratio determined on the fifth Business Day before the date set for redemption between (i) if the CPI is specified as the Index applicable in the Final Terms, the CPI Daily Inflation Reference Index or (ii) if the HICP is specified as the Index applicable in the Final Terms, the HICP Daily Inflation Reference Index, on the date set for redemption and the Base Reference specified in the relevant Final Terms.

If the Early Redemption Amount calculated as set out above is below par, the Notes will be redeemed at par.

(B) If the Inflation Linked Notes (whether or not Condition 16(b)(i) (*Final Redemption Amount of Inflation Linked Notes*) above applies) fall to be redeemed for whatever reason before the Maturity Date, the Issuer will pay the Early Redemption Amount together with interest accrued to the date set for redemption. Such accrued interest will be calculated by the Calculation Agent in respect of the period from, and including the immediately preceding Interest Payment Date or, as the case may be, the Interest Commencement Date to, but excluding, the date set for redemption of such Notes at a rate per annum on the basis of the provisions of Condition 16(a) (*Rate of Interest for Floating Rate Notes*) above except that, for such purposes the relevant Interest Determination Date shall be the fifth Business Day prior to the relevant date set for redemption.

17. **FX LINKED NOTES**

(a) **Interpretation**

FX Linked Notes shall mean Notes where the Rate of Interest, the triggering of any automatic early redemption and/or Final Redemption Amount shall be determined depending on the currency exchange rate between certain currencies or where in respect of Notes in a certain currency, all or some of whose interest and/or redemption payments shall be made in another currency or, if applicable, any other currencies, and include, without limitation, (i) Notes on which all or any of the interest amounts are linked to a specified currency, (ii) Notes of which the triggering of any automatic early redemption and/or final redemption amount are linked to a specified currency, or (iii) Notes in certain currency all or some of whose interest and/or redemption payments shall be made in another currency or, if applicable, any other currencies, or (iv) any combination of the foregoing.

In particular:

- (i) Where the Notes are specified as being FX Linked Interest Notes in the applicable Final Terms, the Interest Amount payable in relation to the FX Linked Notes of the relevant Series shall be determined applying the provisions of one of the paragraphs set out in Condition 17(b) (*FX Linked Interest*) below (the "**FX Linked Interest Provisions**"), as specified in the applicable Final Terms.

Some of these FX Linked Interest Provisions entail in particular "barrier" features, meaning that the payment of a predetermined fixed Interest Amount under such FX Linked Interest Provisions is conditional upon the Currency Price of the relevant underlying Subject Currency as of the relevant Valuation Date being (a) greater than, (b) greater than or equal to, (c) less than or (d) less than or equal to, as specified in the applicable Final Terms, one or more specified barrier rates (such rates being referred to as "Barrier Rate", "Barrier Rate 1" or "Barrier Rate 2", as the case may be, in the relevant FX Linked Interest Provisions below and the applicable Final Terms).

- (ii) Where the Notes are specified as being FX Linked Redemption Notes in the applicable Final Terms, the Final Redemption Amount payable in relation to the FX Linked Notes of the relevant Series shall be determined applying the provisions of one of the paragraphs set out in Condition 17(c) (*FX Linked Redemption*) below (the "**FX Linked Redemption Provisions**"), as specified in the applicable Final Terms.

Some of these FX Linked Redemption Provisions entail in particular "barrier" features, meaning that the Final Redemption Amount being paid under such FX Linked Redemption Provisions is dependent upon the Currency Price of the relevant underlying Subject Currency as of the Valuation Date immediately preceding the Maturity Date being (a) greater than, (b) greater than or equal to, (c) less than or (d) less than or equal to, as specified in the applicable Final Terms, one or more specified barrier rates (such rates being referred to as "Barrier Rate 3", "Barrier Rate 4" or "Barrier Rate 5", as the case may be, in the relevant FX Linked Redemption Provisions below and in the applicable Final Terms). If such barrier condition is not fulfilled, a conversion rate (such rate being referred to as "Conversion Rate 1", "Conversion Rate 2" or "Conversion Rate 3", as the case may be, in the relevant FX Linked Redemption Provisions below and in the applicable Final Terms) as specified in the relevant Final Terms will be applied to each Specified Denomination in respect of which a Final Redemption Amount is to be paid, thereby changing the currency of payment, which can result in the Notes being redeemed below par in certain circumstances.

If the relevant Final Terms provide that the relevant Notes are FX Linked Notes, the terms and conditions applicable to FX Linked Notes are the Conditions, including the terms and conditions for FX Linked Notes set out below (the "**FX Linked Conditions**"), as completed by the relevant Final Terms. In the event of any inconsistency between the Conditions and the FX Linked Conditions, the FX Linked Conditions shall prevail.

(b) **Definitions**

For the purposes of these FX Linked Conditions:

"**Additional Disruption Event**" means, if so specified in the relevant Final Terms, (i) a Change in Law, (ii) a Hedging Disruption and/or (iii) Increased Cost of Hedging.

"**Automatic Early Redemption Amount**" means the Automatic Early Redemption Amount specified in the relevant Final Terms.

"**Automatic Early Redemption Date**" means each Automatic Early Redemption Date specified in the relevant Final Terms.

"**Automatic Early Redemption Valuation Date**" means each Automatic Early Redemption Valuation Date specified in the relevant Final Terms, or if that is not an FX Business Day the first following day which is an FX Business Day, or, if earlier, the Valuation Cut-Off Date.

"**Barrier Rate**" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Barrier Rate for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"**Barrier Rate 1**" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Barrier Rate 1 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"**Barrier Rate 2**" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Barrier Rate 2 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"**Barrier Rate 3**" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Barrier Rate 3 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"**Barrier Rate 4**" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Barrier Rate 4 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"**Barrier Rate 5**" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Barrier Rate 5 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"**Base Currency**" means the currency specified as such in the relevant Final Terms.

"**BRL**" means Brazilian Real, the lawful currency of the Federative Republic of Brazil.

"**Calculation Agent Determination**" means, in respect of a Currency Price and any relevant day, that such Currency Price for such relevant day (or a method for determining such Currency Price) will be determined by the Calculation Agent taking into consideration all available information that in good faith it deems relevant.

"**Change in Law**" means that, on or after the Issue Date of the Notes (i) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (ii) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines in good faith that (a) it has become illegal to hold, acquire or dispose of the relevant Base Currency or Subject Currency, or (b) the Calculation Agent or its affiliates will incur a materially increased cost in performing its

obligations in relation to the Notes (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on its tax position).

"Conversion Rate 1" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Conversion Rate 1 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"Conversion Rate 2" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Conversion Rate 2 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"Conversion Rate 3" means, in respect of a Base Currency and Subject Currency, such exchange rate as specified in the relevant Final Terms as the Conversion Rate 3 for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged).

"Currency Price" means, in relation to each Note (i) the Currency Price specified in the relevant Final Terms, or (ii) if not so specified in the relevant Final Terms, in respect of each Subject Currency, an amount equal to the Spot Exchange Rate appearing on the FX Price Source at the Valuation Time on the Valuation Date for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged). The Currency Price may be derived from two exchange rates, if so specified in the relevant Final Terms, in which case each of the exchange rates shall be defined as **"Currency Price 1"** and **"Currency Price 2"**, respectively, and shall each be determined as an amount equal to the Spot Exchange Rate appearing on the FX Price Source at the Valuation Time on the Valuation Date for the exchange of such Subject Currency into the Base Currency (expressed as the number of units (or part units) of the Subject Currency for which one unit of the Base Currency can be exchanged). The Currency Price, Currency Price 1 or Currency Price 2, as the case may be, shall, if so specified in the relevant Final Terms, be (a) rounded down, (b) rounded up or (c) rounded, to the nearest whole amount or the nearest number of decimal places (in case of (c) with half of such whole number or number of decimal places being rounded up).

"Currency-Reference Dealers" means, in respect of any relevant day, that the Calculation Agent will request each of the Reference Dealers to provide any of (a) mid market quotations, (b) bid side or (c) ask side, as specified in the relevant Final Terms, of its rate at which it will buy one unit of the Base Currency in units of the Subject Currency at the applicable Valuation Time on such relevant day. The highest and the lowest of such quotations will be disregarded and the arithmetic mean of the remaining three quotations will be the relevant rate, as the case may be. *Provided that*, if only four quotations are so provided, then the relevant rate shall be the arithmetic mean of such quotations without regard to the highest and lowest values quoted. If fewer than four quotations but at least two quotations can be obtained then the relevant rate shall be the arithmetic mean of the quotations actually obtained by the Calculation Agent. If only one quotation is available, in that event, the Calculation Agent may determine that such quotation shall be the relevant rate, as the case may be, and if no such quotation is available or if the Calculation Agent determines in its sole discretion that no suitable reference dealer who is prepared to quote is available, the Calculation Agent will determine the relevant rate, as the case may be, in its sole discretion, acting in good faith and in accordance with standard market practice.

"Disruption Fallback" means, in respect of a Currency Price and/or any other relevant rate specified in the relevant Final Terms, Calculation Agent Determination, Currency-Reference Dealers, or Fallback Reference Price. The applicable Disruption Fallback in respect of a Currency Price and/or any other relevant rate specified in the relevant Final Terms shall be as specified in the relevant Final Terms, and if two or more Disruption Fallbacks are specified, such Disruption Fallbacks shall apply in the order specified in the relevant Final Terms, such that if the Calculation Agent determines that the Currency Price and/or any other relevant rate specified in the Final Terms cannot be determined by applying one Disruption Fallback, then the next Disruption Fallback specified shall apply.

"Fallback Reference Price(s)" means, in respect of a Currency Price, that the Currency Price for the relevant date will be the alternate price source(s) specified in the relevant Final Terms for such Currency Price, applied in the order specified in the relevant Final Terms.

"FX0" means, the Currency Price on FX0 Fixing Date.

"FX0 Fixing Date" means the date specified in the relevant Final Terms; *provided that*, if FX0 is not available on initially scheduled FX0 Fixing Date, FX0 shall be determined in accordance with the methods specified in the Currency-Reference Dealers.

"FX Business Day" means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in each of the Specified Financial Centres specified in the relevant Final Terms.

"FX Price Source(s)" means, in respect of a Currency Price, the price source(s) specified in the relevant Final Terms for Currency Price, or if the relevant rate is not published or announced by such FX Price Source at the relevant time, the successor or alternative price source or page/publication for the relevant rate as determined by the Calculation Agent in its sole and absolute discretion.

"FX Price Source Disruption" means it becomes impossible or otherwise impracticable to obtain and/or execute the relevant rate(s) required to calculate the Currency Price on the Valuation Date or other relevant date, or, if different, the day on which rates for that Valuation Date or other relevant date, as the case may be, would in the ordinary course be published or announced by the relevant FX Price Source.

"Hedging Disruption" means that the Hedging Entity is unable, after using commercially reasonable efforts, to (i) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the price risk of the Issuer issuing, and the Issuer performing its obligations with respect to or in connection with, the FX Linked Notes, or (ii) realise, recover or remit the proceeds of any such transaction(s) or asset(s).

"Hedging Entity" means any entity (or entities) engaged in any underlying or hedging transactions relating to the FX Linked Notes and/or the Base Currency or Subject Currency in respect of the Issuer's obligations under the FX Linked Notes.

"Increased Cost of Hedging" means that the Issuer or any of its agents would incur a materially increased (as compared with circumstances existing on the Issue Date) amount of tax, duty, expense or fee (other than brokerage commissions) to (i) acquire, establish, reestablish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the risk of the Issuer issuing and performing its obligations with respect to the FX Linked Notes, or (ii) realise, recover or remit the proceeds of any transaction(s) or asset(s), *provided that* any such materially increased amount that is incurred solely due to the deterioration of the creditworthiness of the Issuer shall not be deemed an Increased Cost of Hedging.

"IDR" means Indonesian Rupiah, the lawful currency of the Republic of Indonesia.

"INR" means Indian Rupee, the lawful currency of India.

"JPY" means Japanese Yen, the lawful currency of Japan.

"Knock-out Price" means the price specified as such in the relevant Final Terms.

"Maximum Rate" has the meaning specified in the relevant Final Terms.

"Medium Rate" has the meaning specified in the relevant Final Terms.

"Minimum Rate" has the meaning specified in the relevant Final Terms.

"Minus Rate" means the Minus Rate as specified in the relevant Final Terms to calculate the interest rate pursuant to Condition 17(c)(III).

"Original Rate" means the Original Rate as specified in the Final Terms to calculate the interest rate pursuant to Condition 17(c)(III).

"Price Materiality Event" means, in respect of a Currency Price and a Valuation Date or other relevant date, that the FX Price Source differs from the Fallback Reference Price by at least the Price Materiality Percentage (and if both an FX Price Source Disruption and a Price Materiality Event occur or exist on any day, it shall be deemed that an FX Price Source Disruption and not a Price Materiality Event occurred or existed on such day).

"Price Materiality Percentage" means the percentage amount as specified in the relevant Final Terms.

"Reference Dealers" means, in respect of each Subject Currency, five (5) leading dealers in the relevant foreign exchange market, as determined by the Calculation Agent.

"Specified Financial Centre(s)" means, with respect to an FX Business Day, such financial centre or centres as specified in the relevant Final Terms.

"Spot Exchange Rate" means the rate, being the bid spot rate, offer spot rate or mid-point between the bid spot rate and the offer spot rate, as specified in the relevant Final Terms.

"Subject Currency" means the currency specified as such in the relevant Final Terms.

"Valuation Cut-Off Date" means, in respect of a Valuation Date, (i) the date specified in the relevant Final Terms, or (ii) if not so specified, the fifth FX Business Day immediately following the original date on which such Valuation Date was scheduled to fall, or, if earlier, the FX Business Day falling on or immediately preceding the second Business Day immediately preceding the date on which payment of any amount or delivery of any assets may have to be made pursuant to any calculation or determination made on such Valuation Date, *provided that* the Valuation Cut-Off Date shall not fall prior to the original date on which such Valuation Date was scheduled to fall.

"Valuation Date" means each Valuation Date specified in the relevant Final Terms or if that is not an FX Business Day the first following day which is an FX Business Day, or, if earlier the Valuation Cut-Off Date. If a Valuation Date falls on the Valuation Cut-Off Date, then, subject to the relevant Final Terms, the next applicable Disruption Fallback shall apply, or, if none is specified, Calculation Agent Determination shall be deemed to apply.

"Valuation Time" means the Valuation Time specified in the relevant Final Terms.

(c) **FX Linked Interest**

If the relevant Final Terms provide that FX Linked Interest is applicable, the details of the method of the calculation and/or determination of the amount of such interest shall be the FX Linked Interest Formula which shall be one of the items (I) through (IV) below as specified in the relevant Final Terms:

- (I) The Interest Amount per Specified Denomination payable on each Interest Payment Date shall be determined by the Calculation Agent in its sole discretion as follows:
 - (a) If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Currency Price is (x) equal to or greater than or (y) greater than, as specified in the relevant Final Terms, the Barrier Rate, then the Rate of Interest applicable for the relevant Interest Period shall be the Maximum Rate as specified in the relevant Final Terms and the Interest Amount shall be determined in accordance with the relevant provisions of Condition 4; or
 - (b) If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Currency Price is (x) less than or (y) equal to or less than, as specified in the relevant Final Terms, the Barrier Rate, then the Rate of Interest applicable for the relevant Interest Period shall be the Minimum Rate as specified in the relevant Final Terms and the Interest Amount shall be determined in accordance with the relevant provisions of Condition 4.

- (II) The Interest Amount per Specified Denomination payable on each Interest Payment Date shall be determined by the Calculation Agent in its sole discretion as follows:
- (a) If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Currency Price is (x) equal to or greater than or (y) greater than, as specified in the relevant Final Terms, the Barrier Rate 1, then the Rate of Interest applicable for the relevant Interest Period shall be the Maximum Rate as specified in the relevant Final Terms and the Interest Amount shall be determined in accordance with the relevant provisions of Condition 4;
 - (b) If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Currency Price is (x) less than or (y) equal to or less than, as specified in the relevant Final Terms, the Barrier Rate 1 but is (x) equal to or greater than or (y) greater than, as specified in the Final Terms, the Barrier Rate 2, then the Rate of Interest applicable for the relevant Interest Period shall be the Medium Rate as specified in the relevant Final Terms and the Interest Amount shall be determined in accordance with the relevant provisions of Condition 4;
or
 - (c) If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Currency Price is (x) less than or (y) equal to or less than, as specified in the relevant Final Terms, the Barrier Rate 2, then the Rate of Interest applicable for the relevant Interest Period shall be the Minimum Rate as specified in the relevant Final Terms and the Interest Amount shall be determined in accordance with the relevant provisions of Condition 4.
- (III) The Interest Amount per Specified Denomination payable on each Interest Payment Date shall be determined by the Calculation Agent in its sole discretion as follows:

[Original Rate x (Currency Price on the Valuation Date immediately preceding the relevant Interest Payment Date /FX0) - Minus Rate] x Specified Denomination.

- (IV) The Interest Amount per Specified Denomination payable on each Interest Payment Date shall be determined by the Calculation Agent in its sole discretion in accordance with the following:

Currency 1 Amount x FXn minus Currency 2 Amount

Therefore the Interest Amount shall be calculated by applying the Rate of Interest to be calculated pursuant to the following formula:

Rate 1 x (FXn / FX Rate) minus Rate 2

Where:

"**Currency 1 Amount**" has the meaning given in the relevant Final Terms.

"**Currency 2 Amount**" has the meaning given in the relevant Final Terms.

"**Determination Date(s)**" has the meaning given in the relevant Final Terms.

"**FXn**" means the currency pair spot rate expressed as the amount of Currency A (as specified in the relevant Final Terms) which can be bought by the same number of units of Currency B (as specified in the relevant Final Terms) and where the relevant currencies are identified by the Currency and Settlement Rate Options specified in the relevant Final Terms. For the purposes of determining FXn, "**Currency**" and "**Settlement Rate Option**" shall have the meaning given to them in the 1998 FX and Currency Option Definitions (and Annex A thereto) published by ISDA.

"**FX Rate**" has the meaning given in the relevant Final Terms.

"**Rate 1**" has the meaning given in the relevant Final Terms.

"**Rate 2**" has the meaning given in the relevant Final Terms.

(d) **FX Linked Redemption**

(i) ***FX Linked Automatic Early Redemption***

If the relevant Final Terms provide that FX Linked Automatic Early Redemption is applicable, it shall constitute an Automatic Early Redemption Event if the Calculation Agent determines that the Currency Price on any Automatic Early Redemption Valuation Date is (x) equal to or greater than or (y) greater than, as specified in the Final Terms, the Knock-out Price, and the Issuer shall redeem the Notes in whole or in part in an amount per Specified Denomination equal to the Automatic Early Redemption Amount on the relevant Automatic Early Redemption Date.

(ii) ***FX Linked Final Redemption***

If the relevant Final Terms provide that the Notes are the FX Linked Redemption Notes, the Notes shall be redeemed at the amount in such currency in accordance with the FX Linked Redemption Formula which shall be item (I), (II), (III) or (IV) below as specified in the relevant Final Terms.

(I) The Final Redemption Amount per Specified Denomination payable on the Maturity Date shall be calculated by the Calculation Agent in accordance with the following:

- (i) if on the Valuation Date immediately preceding the Maturity Date, the Currency Price is (x) greater than or (y) equal to or greater than, as specified in the relevant Final Terms, the Barrier Rate 3, the Final Redemption Amount per Specified Denomination shall be the Specified Denomination payable in the Base Currency;
- (ii) otherwise, the Final Redemption Amount per Specified Denomination shall be calculated in accordance with the following formula, payable in the Subject Currency:

Specified Denomination / Conversion Rate 1,

provided that the results thereof shall be rounded to the nearest whole sub-unit or, if there is no sub-unit, the nearest whole unit of the relevant Subject Currency.

(II) The Final Redemption Amount per Specified Denomination payable on the Maturity Date shall be calculated by the Calculation Agent in accordance with the following formula, payable in the Base Currency:

Specified Denomination multiplied by Conversion Rate 2 / Conversion Rate 3,

provided that the result thereof shall be rounded to the nearest whole sub-unit, or if there is no sub-unit, the nearest whole unit of the relevant Base Currency.

(III) The Final Redemption Amount per Specified Denomination payable on the Maturity Date shall be calculated by the Calculation Agent in accordance with the following:

- (i) if on the Valuation Date immediately preceding the Maturity Date, the Currency Price is (x) greater than or (y) equal to or greater than, as specified in the relevant Final Terms, the Barrier Rate 4, the Final Redemption Amount per Specified Denomination shall be the Specified Denomination payable in the Base Currency;
- (ii) otherwise, the Final Redemption Amount per Specified Denomination shall be calculated in accordance with the following formula, payable in the Base Currency:

Specified Denomination multiplied by Conversion Rate 2 / Conversion Rate 3,

provided that the results thereof shall be rounded to the nearest whole sub-unit or, if there is no sub-unit, the nearest whole unit of the relevant Base Currency.

(IV) The Final Redemption Amount per Specified Denomination payable on the Maturity Date shall be calculated by the Calculation Agent in accordance with the following:

- (i) if on the Valuation Date immediately preceding the Maturity Date, the Currency Price is (A)(x) greater than or (y) equal to or greater than, as specified in the relevant Final Terms, the Barrier Rate 5 and (B)(x) equal to or less than or (y) less than, as specified in the relevant Final Terms, FX0, the Final Redemption Amount per Specified Denomination shall be the amount in the Subject Currency calculated in accordance with the following formula:

Specified Denomination plus Bonus Amount ("Bonus Redemption Amount"),

and shall be paid in the Base Currency calculated in accordance with the following formula:

Bonus Redemption Amount multiplied by the Currency Price on the Valuation Date immediately preceding the Maturity Date,

provided that the results thereof shall be rounded to the nearest whole sub-unit or, if there is no sub-unit, the nearest whole unit of the relevant Base Currency.

For the avoidance of doubt only, such resulting amount in the Base Currency is equivalent to the amount in the Base Currency that would be obtained by multiplying the Specified Denomination by FX0.

Where:

"**Bonus Amount**" means an amount in the Subject Currency calculated in accordance with the following formula:

Specified Denomination multiplied by (the Currency Price on the Valuation Date immediately preceding the Maturity Date / FX0 - 1),

provided that the results thereof shall be rounded to the nearest whole sub-unit or, if there is no sub-unit, the nearest whole unit of the relevant Subject Currency.

- (ii) if on the Valuation Date immediately preceding the Maturity Date, the Currency Price is (A)(x) less than or (y) equal to or less than, as specified in the relevant Final Terms, Barrier Rate 5 and (B)(x) equal to or less than or (y) less than, as specified in the relevant Final Terms, the FX0, the Final Redemption Amount per Specified Denomination shall be the Specified Denomination and payable in the Base Currency calculated in accordance with the following formula:

Specified Denomination multiplied by the Currency Price on the Valuation Date immediately preceding the Maturity Date,

provided that the results thereof shall be rounded to the nearest whole sub-unit or, if there is no sub-unit, the nearest whole unit of the relevant Base Currency.

(e) **Notes with Dual or Other Currency Settlement Conditions**

(i) **General**

If the relevant Final Terms provide that the Dual or Other Currency Settlement Conditions are applicable, the Final Redemption Amount per Specified Denomination which shall be payable in the Subject Currency on Maturity Date or, if so specified in the relevant Final Terms, the Interest Amount payable in the Subject Currency on each Interest Payment Date shall be calculated or determined pursuant to one of the items (I), (II) or (III) below as specified in the relevant Final Terms:

- (I) The Final Redemption Amount per Specified Denomination payable on the Maturity Date and/or the Interest Amount per Specified Denomination payable on each Interest Payment Date shall be calculated by the Calculation Agent in accordance with the following formula:

Final Redemption Amount or, if applicable, the Interest Amount in the Base Currency x Currency Price on the applicable Valuation Date; or

- (II) The Final Redemption Amount per Specified Denomination payable on the Maturity Date and/or the Interest Amount per Specified Denomination payable on each Interest Payment Date shall be calculated by the Calculation Agent in accordance with the following formula:

Final Redemption Amount or, if applicable, the Interest Amount in the Base Currency / Currency Price on the applicable Valuation Date; or

- (III) The Final Redemption Amount per Specified Denomination payable on the Maturity Date and/or the Interest Amount per Specified Denomination payable on each Interest Payment Date shall be the amount specified in the relevant Final Terms.

(ii) ***BRL Notes with JPY settlement conditions***

In the cases where the relevant Final Terms provide that this Condition 17 (e)(ii) is applicable, the following provisions shall apply to the settlement conditions:

- (A) All payments in respect of the BRL Notes shall be made in JPY. The JPY amount payable for the relevant payment shall equal to the BRL payment amount multiplied by the Currency Price as of the relevant Valuation Date, calculated and determined by the Calculation Agent and being rounded to the nearest JPY (with 0.5 being rounded up); *provided that*, for the determination of the JPY amount for an early redemption payment on an Event of Default, the Valuation Date shall be deemed to occur on (x) the day that is ten (10) Business Days prior to the day on which the Early Redemption Amount shall be due and payable or (y) any other day specified in the relevant Final Terms.
- (B) For the calculation and determination of the Currency Price as of the Valuation Date, notwithstanding the definition of "Currency Price" in this Condition 17, the Currency Price as of the Valuation Date shall be the price to be determined by the Calculation Agent on the relevant Valuation Date as the inversed number (expressed as the number of JPY per 1.00 BRL and being rounded to the nearest two decimal places (with 0.005 being rounded up)) of either (x) the arithmetic average of bid side and ask side or (y) the ask side, as specified in the relevant Final Terms, of the BRL-PTAX Rate.

For the purpose of this Condition 17 (d)(ii), "**BRL-PTAX Rate**" means, in respect of any date, the JPY/BRL commercial rate, expressed as the number of BRL per 1.00 JPY as reported by Banco Central do Brasil on the SISBACEN Data System by approximately 1:15 p.m. São Paulo time on such date, and published on Bloomberg page <BZFXJPY> <INDEX> (or on any successor page or on the website of the Central Bank of Brazil (www.bcb.gov.br/?english)), *provided that* the BRL-PTAX Rate found on the Central Bank of Brazil website shall prevail in case of conflict with the BRL-PTAX Rate appearing on Bloomberg page <BZFXJPY> <INDEX> (or its successor page for the purpose of displaying such rate).

(iii) ***IDR Notes with JPY settlement conditions***

In the cases where the relevant Final Terms provide that this Condition 17 (e)(iii) is applicable, the following provisions shall apply to the settlement conditions:

- (A) All payments in respect of the IDR Notes shall be made in JPY. The JPY amount payable for the relevant payment shall equal to the IDR payment amount multiplied by the Currency Price as of the relevant Valuation Date, calculated and determined by the Calculation Agent

and being rounded to the nearest JPY (with 0.5 being rounded up); *provided that*, for the determination of the JPY amount for an early redemption payment on an Event of Default, the Valuation Date shall be deemed to occur on (x) the day that is five (5) Business Days prior to the day on which the Early Redemption Amount shall be due and payable or (y) any other day specified in the relevant Final Terms.

- (B) For the calculation and determination of the Currency Price as of the Valuation Date, notwithstanding the definition "Currency Price" in this Condition 17, the Currency Price as of the Valuation Date shall be the price to be determined by the Calculation Agent on the relevant Valuation Date as the number (expressed as the number of JPY per 1.00 IDR and being rounded to the nearest six decimal places (with 0.0000005 being rounded up)) in accordance with the following formula:

USD/JPY Reference Rate divided by USD/IDR Reference Rate.

For the purpose of the foregoing:

"**USD/IDR Reference Rate**" means, in respect of any date, the USD/IDR spot rate at 11:00 a.m. (Singapore time), expressed as the amount of IDR per 1.00 USD, as published on Reuters Screen "ABSIRFIX01" or any substitute or successor page, at approximately 11:30 a.m. (Singapore time), or as soon thereafter as practicable.

"**USD/JPY Reference Rate**" means, in respect of any date, the USD/JPY bid rate, expressed as the amount of JPY per 1.00 USD, as published on the Reuters Screen "JPNU" or any substitute or successor page, at 12:00 p.m. (Tokyo time), or as soon thereafter as practicable.

(iv) ***INR Notes with JPY settlement conditions***

In the cases where the relevant Final Terms provide that this Condition 17(e)(iv) is applicable, the following provisions shall apply to the settlement conditions:

- (A) All payments in respect of the INR Notes shall be made in JPY. The JPY amount payable for the relevant payment shall equal to the INR payment amount multiplied by the Currency Price as of the relevant Valuation Date, calculated and determined by the Calculation Agent and being rounded to the nearest JPY (with 0.5 being rounded up); *provided that*, for the determination of the JPY amount for an early redemption payment on an early redemption for an Event of Default, the Valuation Date shall be deemed to occur on (x) the day that is five (5) Business Days prior to the day on which the Early Redemption Amount shall be due and payable or (y) any other day specified in the relevant Final Terms.
- (B) For the calculation and determination of the Currency Price as of the Valuation Date, notwithstanding the definition "Currency Price" in this Condition 17, the Currency Price as of the Valuation Date shall be the price to be determined by the Calculation Agent on the relevant Valuation Date as the number (expressed as the number of JPY per 1.00 INR and being rounded to the nearest four decimal places (with 0.00005 being rounded up)) in accordance with the following formula:

100 divided by INR/JPY Fixing Rate.

For the purpose of the foregoing:

"**INR/JPY Fixing Rate**" means, in respect of any date, the rate expressed as the amount of INR per one hundred JPY, as observed on Reuters Screen "RBIC" or any substitute or successor page, at approximately 1:00 p.m. (India Standard Time), or as soon thereafter as practicable.

(f) **Occurrence of FX Price Source Disruption**

(i) ***General***

If the FX Price Source Disruption is specified to apply in the relevant Final Terms, the following provisions shall apply.

If the FX Price Source Disruption occurs on the Valuation Date or other relevant date, as the case may be, and is continuing on such date, the Currency Price on such day shall be determined in accordance with the Disruption Fallback or Disruption Fallbacks specified as being applicable in the relevant Final Terms, among Calculation Agent Determination, Currency-Reference Dealers or Fallback Reference Price.

In the event that the Currency Price is calculated and/or determined pursuant to a formula in which two or more exchange rates are used, Disruption Fallbacks may apply to each exchange rate in a different manner.

(ii) ***BRL Notes with JPY settlement conditions***

In the cases where the relevant Final Terms provide that a Specified Currency is BRL and the FX Price Source Disruption occurs on the Valuation Date or other relevant date, as the case may be, and is continuing on such date, the Currency Price on such day shall be determined by the Calculation Agent as a cross currency exchange rate derived by dividing USD/JPY Reference Rate by BRL12, *provided that* the resultant figure shall be rounded to the nearest two decimal places with 0.005 being rounded upward. In addition to the FX Price Source Disruption, if BRL12 or the USD/JPY Reference Rate is not available for any reason, the Currency Price on such day shall be determined in accordance with the Calculation Agent Determination. BRL12 may not be available on the same date on which the FX Price Source Disruption first occurs and BRL-PTAX Rate is first unavailable and, as a result, a Calculation Agent Determination will, in such case, be the only operable fallback.

Notwithstanding the definition "FX Price Source Disruption" in this Condition 17 for the sole purpose of this Condition 17(f)(ii), "**FX Price Source Disruption**" means that the BRL-PTAX Rate is not available.

For the purpose this Condition 17(f)(ii), the following terms shall have the following meanings:

"**BRL12**" means, in respect of any date, the EMTA BRL Industry Survey Rate which is the USD/BRL commercial rate for USD, expressed as the amount of BRL per 1.00 USD, for settlement in two São Paulo and New York Business Days as published on the "BRL12" screen on EMTA's website (www.emta.org) at approximately 3:45 p.m. (São Paulo time), or as soon thereafter as practicable. BRL12 is calculated by EMTA (or a service provider EMTA may select in its sole discretion) pursuant to the EMTA BRL Industry Survey Methodology (which means a methodology, dated as of 1 March, 2004, as amended from time to time, for a centralised industry-wide survey of financial institutions in Brazil that are active participants in the BRL/USD spot markets for the purpose of determining EMTA BRL Industry Survey Rate).

"**EMTA**" means the Emerging Markets Traders Association.

"**USD/JPY Reference Rate**" means, in respect of any date, the USD/JPY bid exchange rate, expressed as the amount of JPY per 1.00 USD, as reported on Reuters Screen "JPNW" or any substitute or successor page, at approximately 4:00 p.m. (New York time), or as soon thereafter as practicable.

(g) **Occurrence of Price Materiality Event**

(i) ***General***

If the Price Materiality Event is specified to apply in the relevant Final Terms, the following provisions shall apply.

If the Price Materiality Event occurs on the Valuation Date or other relevant date, as the case may be, and is continuing on such date, the Currency Price on such day shall be determined in accordance with the Disruption Fallback or Disruption Fallbacks specified as being applicable in the relevant Final Terms, among Calculation Agent Determination, Currency-Reference Dealers or Fallback Reference Price.

In the event that the Currency Price is calculated and/or determined pursuant to a formula in which two or more exchange rates are used, the Price Materiality Event may not be applicable to all of such exchanges rates and/or Disruption Fallbacks may apply to each exchange rate in a different manner.

(ii) ***BRL Notes with JPY settlement conditions***

Where the relevant Final Terms provide that a Specified Currency is BRL and the Price Materiality Event occurs on the Valuation Date or other relevant date, as the case may be, and is continuing on such date, the Currency Price on such day shall be determined by the Calculation Agent in accordance with the Fallback Reference Price; *provided that*, notwithstanding the definition "Price Materiality Event" in this Condition 17, for the sole purpose of this Condition 17(g)(ii), "**Price Materiality Event**" means, in respect of a Valuation Date or other relevant date, as the case may be, an event where the BRL/USD-PTAX Rate differs more than three (3) per cent. from either BRL12 or the EMTA BRL Indicative Survey Rate *provided that* both of the BRL/USD-PTAX Rate and either BRL12 or the EMTA BRL Indicative Survey Rate are available on such Valuation Date, as the case may be.

The following terms shall have the following meanings:

"**BRL/USD-PTAX Rate**" means, in respect of any date, the BRL/USD foreign exchange rate, expressed as the amount of BRL (or fractional amounts thereof) per 1.00 USD, as reported by the Banco Central do Brasil on SISBACEN Data System by approximately 1:15 p.m. São Paulo time on such date, and published on Bloomberg page <BZFXPTAX> <INDEX> (or on any successor page or on the website of the Central Bank of Brazil (www.bcb.gov.br/?english)), *provided that* the BRL/USD-PTAX Rate found on the Central Bank of Brazil website shall prevail in case of conflict with the BRL/USD-PTAX Rate appearing on Bloomberg page <BZFXPTAX> <INDEX> .

"**EMTA BRL Indicative Survey Rate**" means, in respect of any date, the USD/BRL foreign exchange rate for USD expressed as the amount of BRL per 1.00 USD, for settlement in two São Paulo and New York Business Days as published on EMTA's website (www.emta.org) at around 12:00 p.m. (São Paulo time) or as soon thereafter as practicable. EMTA BRL Indicative Survey Rate is calculated by EMTA (or a service provider EMTA may select in its sole discretion) pursuant to the EMTA BRL Indicative Survey Methodology (which means a methodology, dated as of 1 March, 2004, as amended from time to time, for a centralised industry-wide survey of financial institutions in Brazil that are active participants in the BRL/USD spot markets for the purpose of determining the EMTA BRL Indicative Survey Rate).

(h) **Corrections to Published and Displayed Rates**

If Corrections to Published and Displayed Rates are specified to apply in the relevant Final Terms, the following provisions shall apply:

- (i) In any case where a Currency Price is based on information obtained from the Reuters Monitor Money Rates Service, or any other financial information service, the Currency Price will be subject to the

corrections, if any, to that information subsequently displayed by that source within one hour of the time when such rate is first displayed by such source, unless the Calculation Agent determines in its sole and absolute discretion that it is not practicable to take into account such correction.

- (ii) Notwithstanding Condition 17(h)(i) above, in any case where the Currency Price is based on information published or announced by any governmental authority in a relevant country, the Currency Price will be subject to the corrections, if any, to that information subsequently published or announced by that source within five (5) days of the relevant date, unless the Calculation Agent determines in its sole and absolute discretion that it is not practicable to take into account such correction.

(i) **Successor Currency**

Where the relevant Final Terms specify that "**Successor Currency**" is applicable in respect of a Currency Price, then, either or both of the following paragraphs are applicable:

- (i)
 - (A) each Subject Currency and Base Currency will be deemed to include any lawful successor currency to the Subject Currency or Base Currency (the "**Successor Currency**");
 - (B) if the Calculation Agent determines that on or after the Issue Date but on or before any relevant date under the Notes on which an amount may be payable, a country has lawfully eliminated, converted, redenominated or exchanged its currency in effect on the Issue Date or any Successor Currency, as the case may be (the "**Original Currency**") for a Successor Currency, then for the purposes of calculating any amounts of the Original Currency or effecting settlement thereof, any Original Currency amounts will be converted to the Successor Currency by multiplying the amount of Original Currency by a ratio of Successor Currency to Original Currency, which ratio will be calculated on the basis of the exchange rate set forth by the relevant country of the Original Currency for converting the Original Currency into the Successor Currency on the date on which the elimination, conversion, redenomination or exchange took place, as determined by the Calculation Agent. If there is more than one such date, the date closest to such relevant date will be selected (or such other date as may be selected by the Calculation Agent in its sole and absolute discretion);
 - (C) notwithstanding paragraph (ii) above but subject to paragraph (iv) below, the Calculation Agent may (to the extent permitted by the applicable law), in good faith and in a commercially reasonable manner, select such other exchange rate or other basis for the conversion of an amount of the Original Currency to the Successor Currency and, will make such adjustment(s) that it determines to be appropriate, if any, to any variable, calculation methodology, valuation, settlement, payment terms or any other terms in respect of the Notes to account for such elimination, conversion, redenomination or exchange of the Subject Currency or Base Currency, as the case may be; and
 - (D) notwithstanding the foregoing provisions, with respect to any Subject Currency or Base Currency that is substituted or replaced by the Euro, the consequences of such substitution or replacement will be determined in accordance with applicable law.
- (ii) In the event that the Issuer is due to make a payment in the Specified Currency in respect of any Note and Specified Currency is not available on the foreign exchange markets due to the imposition of exchange controls, Specified Currency's replacement or disuse or other circumstances beyond the Issuer's control, the Issuer will be entitled to satisfy its obligations in respect of such payment by making payment in a currency and at an exchange rate determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner.

(j) **Additional Disruption Events**

- (i) If an Additional Disruption Event specified as being applicable in the relevant Final Terms occurs, the Issuer in its sole and absolute discretion may take the action described in (A) or (B) below:
 - (A) require the Calculation Agent to determine in its sole and absolute discretion the appropriate adjustment, if any, to be made to the multiplier and/or any of the other terms of these Conditions and/or the relevant Final Terms to account for the Additional Disruption Event and determine the effective date of that adjustment; or
 - (B) redeem the Notes by giving notice to the Noteholders in accordance with Condition 13. If the Notes are so redeemed the Issuer will pay an amount to each Noteholder in respect of each Note held by him which amount shall be the fair market value of a Note taking into account the Additional Disruption Event less the cost to the Issuer and/or its affiliates of unwinding any underlying related hedging arrangements, all as determined by the Calculation Agent in its sole and absolute discretion. Payments will be made in such manner as shall be notified to the Noteholders in accordance with Condition 13.
- (ii) Upon the occurrence of an Additional Disruption Event, the Issuer shall give notice as soon as practicable to the Noteholders in accordance with Condition 13 stating the occurrence of the Additional Disruption Event, as the case may be, giving details thereof and the action proposed to be taken in relation thereto.

TEMPORARY GLOBAL CERTIFICATES ISSUED IN RESPECT OF MATERIALISED NOTES

Each Tranche of Materialised Notes will initially be in the form of a temporary global certificate (the "**Temporary Global Certificate**"), without interest coupons. Each Temporary Global Certificate will be deposited on or around the issue date of the relevant Tranche of the Notes with a depository or a common depository for Euroclear Bank S.A./N.V. as operator of the Euroclear System ("**Euroclear**") and/or Clearstream Banking, *société anonyme*, Luxembourg ("**Clearstream, Luxembourg**") and/or any other relevant clearing system.

The relevant Final Terms will specify whether United States Treasury Regulation §1.163-5(c)(2)(i)(C) (the "**TEFRA C Rules**") or United States Treasury Regulation §1.163-5(c)(2)(i)(D) (the "**TEFRA D Rules**") are applicable in relation to the Notes or, if the Notes do not have a maturity of more than 365 days, that neither the TEFRA C Rules nor the TEFRA D Rules are applicable.

Temporary Global Certificate exchangeable for Definitive Materialised Notes

If the relevant Final Terms specifies the form of Notes as being "Temporary Global Certificate exchangeable for Definitive Materialised Notes" and also specifies that the TEFRA C Rules are applicable or that neither the TEFRA C Rules or the TEFRA D Rules are applicable, then the Notes will initially be in the form of a Temporary Global Certificate which will be exchangeable, in whole but not in part, for Definitive Materialised Notes not earlier than 40 days after the issue date of the relevant Tranche of the Notes.

If the relevant Final Terms specifies the form of Notes as being "Temporary Global Certificate exchangeable for Definitive Materialised Notes" and also specifies that the TEFRA D Rules are applicable, then the Notes will initially be in the form of a Temporary Global Certificate which will be exchangeable, in whole or in part, for Definitive Materialised Notes not earlier than 40 days after the issue date of the relevant Tranche of the Notes upon certification as to non-U.S. beneficial ownership. Interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership.

Whenever the Temporary Global Certificate is to be exchanged for Definitive Materialised Notes, the Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Materialised Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Final Terms), in an aggregate principal amount equal to the principal amount of the Temporary Global Certificate to the bearer of the Temporary Global Certificate against the surrender of the Temporary Global Certificate at the Specified Office of the Fiscal Agent within 30 days of the bearer requesting such exchange.

USE OF PROCEEDS

The net proceeds from the issue of the Notes will be used for the general financing purposes of the Issuer.

DESCRIPTION OF ISSUER

OVERVIEW

The Caisse d'Amortissement de la Dette Sociale is an administrative public agency (*établissement public national à caractère administratif*) created by a specific statute and owned and controlled by the French State. CADES is responsible for financing and repaying a portion of the accumulated debt of France's social security system. CADES finances this debt by borrowing primarily in the debt capital markets and using the proceeds of social security taxes imposed on French taxpayers' earnings to service interest payments and repay principal on the amounts borrowed.

CADES was established in 1996 as part of a series of measures to reform the French social security system with the aim of repaying the debt it accumulated between 1994 and 1996. The French State has since transferred additional social security debt to CADES on several occasions, and, pursuant to the 2011 Social Security Financing Act dated 20 December 2010 (*loi de financement de la sécurité sociale pour 2011*), will transfer a total of approximately Euro 130 billion of social security debt to CADES between 2011 and 2018. The French State has also from time to time increased the revenue base of social security taxes to provide CADES with the revenue necessary to service such additional indebtedness. Since 2005, the French State has been legally required to match any increase in the social security debt it transfers to CADES with increased resources for CADES. See "Historical Evolution of Debt and Resources" below.

As at 31 December 2012, the cumulative amount of social security debt transferred to CADES totalled Euro 209 billion, of which, as of that date, CADES had repaid Euro 71.7 billion and Euro 137.3 billion was outstanding, and had paid interest for an amount equal to Euro 37.6 billion. As at 31 December 2011, the cumulative amount of social security debt transferred to CADES totalled Euro 202.4 billion, of which, as of that date, CADES had repaid Euro 59.6 billion and Euro 142.8 billion was outstanding, and had paid interest for an amount equal to Euro 33.6 billion.

CADES' principal sources of revenue are allocated to it by law and paid automatically in part on a daily basis and in part on an annual basis. They are (i) a specifically earmarked social security levy (the *contribution au remboursement de la dette sociale* or "CRDS"), and (ii) a portion of another social security tax (the *contribution sociale généralisée* or "CSG"), both of which are allocated to CADES on a permanent basis until CADES' purpose has been fulfilled. Pursuant to the 2011 Social Security Financing Act, CADES will receive an additional annual cash transfer of Euro 2.1 billion from the French Pension Fund (*Fonds de Réserve pour les Retraités* or "FRR") from 2011 through 2024 and additional tax revenue equal to 1.3 per cent. of the taxes raised by the French capital and investment tax (*prélèvements sociaux sur les revenus du patrimoine et des produits de placement*, the "Levy Tax") (which is a tax levied at the rate of 2.2 per cent. until 30 September 2011, 3.4 per cent. from 1 October 2011 until 31 December 2011, 5.4 per cent. from 1 July 2012 and 4.5 per cent. from 1 January 2013). See "Sources of Revenue" below.

Pursuant to the 2012 Social Security Act, the French state will transfer to CADES approximately EUR 2.466 billion of social security debt consisting of *Mutualité Sociale Agricole* (the Social System for the Agricultural Sector) deficits. This transfer will be amortised using additional financing sources allocated to CADES by the 2012 Social Security Financing Act, which increases the taxable assessment base for the CRDS from 97 per cent. to 98.25 per cent., with effect from 1 January 2012.

CADES' registered office is located at 15-17 rue Marsollier 75002 Paris – France and its telephone number is +33 1 55 78 58 00.

PURPOSE AND AUTHORITY

CADES was established by the French State by order n° 96-50, dated 24 January 1996 (*ordonnance n° 96-50 relative au remboursement de la dette sociale* or the "CADES Law") as an administrative public agency (*établissement public national à caractère administratif*). CADES' main purpose, as set out in Article 2 of the CADES Law, is to repay a portion of the cumulative debt of the French central social security administration (*Agence centrale des organismes de sécurité sociale* or "ACOSS"). CADES was originally intended to have a duration through 2009 only. Its existence was subsequently extended to 2014, and finally extended until such date as CADES' purpose has been fulfilled and its outstanding debt has been repaid. Pursuant to the Organic Law n° 2010-1380 on social security debt dated 13 November 2005 (*loi organique n°2010-1380 du 13 novembre 2010 relative à la gestion de la dette sociale*) and the 2011 Social Security Financing Act, CADES' debt repayment deadline has been extended by four years, to 2025.

While CADES is an entity separate from the French State, it is nonetheless subject to its control and supervision. In addition, CADES' solvency and liquidity are largely dependent on the French State (see "Strengths" below).

As a public administrative agency, CADES is not required to comply with the French law corporate governance regime.

HISTORICAL EVOLUTION OF DEBT AND RESOURCES

At its establishment in 1996, CADES was responsible for Euro 44.7 billion of social security debt transferred to it by ACOSS and the French State. Further transfers of social security debt were made to CADES in 1998 (Euro 13.3 billion) and 2003 (Euro 1.3 billion). From 2004 to 2006, the French health insurance system transferred an additional Euro 48.4 billion of debt to CADES, and the French State increased the taxable assessment base for the CRDS from 95 per cent. to 97 per cent. of taxable income of French taxpayers. This additional debt was transferred to CADES as follows: Euro 36.1 billion in 2004, Euro 6.6 billion in 2005 and Euro 5.7 billion in 2006. Since 2005, the French State has been legally required by Organic Law n° 2005-881 on social security funding dated 2 August 2005 (*loi organique n° 2005 – 881 du 2 août 2005 relative aux lois de financement de la sécurité sociale*) to match any increase in the social security debt it transfers to CADES with increased resources for CADES.

Pursuant to the 2009 Social Security Financing Act dated 17 December 2008 (*loi n° 2008 – 1330 du 17 décembre 2008 de financement de la sécurité sociale pour 2009*), the cumulative deficits of the French health insurance system as at 31 December 2008 (Euro 8.9 billion), the French old-age pension system (Euro 14.1 billion) and the *Fonds de Solidarité Vieillesse* (Euro 4 billion) were financed by transfers from CADES to ACOSS. The transfers were made in three instalments, the first in December 2008 for Euro 10 billion, the second in February 2009 for Euro 10 billion, and the balance of Euro 7 billion in March 2009. CADES financed the transfers by issuing debt securities in the capital markets.

Pursuant to the 2011 Social Security Financing Act, the French State will transfer additional debt to CADES in two steps: (i) approximately Euro 68 billion of social security debt, consisting of the deficits relating to 2009, 2010 and the expected amount for 2011, were transferred to CADES during 2011 and (ii) a total of approximately Euro 62 billion in anticipated deficits for the pension system will be transferred to CADES by 2018 in a series of transfers at a rate of approximately Euro 10 billion a year, commencing no later than 30 June 2012 (together, the “**Euro 130 Billion Transfer**”). The current pension reforms in France are aimed at eliminating pension deficits beyond 2018. These increases in debt will be amortised using additional financing sources allocated to CADES by the 2011 Social Security Financing Act, including: (i) an increase in CADES' CSG allocation from 0.2 per cent. to 0.48 per cent. (which is expected to provide approximately Euro 3.2 billion per year), (ii) an annual cash transfer of Euro 2.1 billion from the FRR from 2011 through 2024 and (iii) additional tax revenue equal to 1.3 per cent. of the taxes raised by the French capital and investment tax (which is a tax levied at the rate of 2.2 per cent. until 30 September 2011, 3.4 per cent. from 1 October 2011 until 31 December 2011, 5.4 per cent. from 1 July 2012 and 4.5 per cent. from 1 January 2013). CADES has also received an extension in its debt repayment deadline from 2021 to 2025.

Pursuant to the 2012 Social Security Act, the French state transferred on 24 December 2011 to CADES approximately Euro 2.466 billion of social security debt consisting of *Mutualité Sociale Agricole* (the Social System for the Agricultural Sector) deficits. This transfer will be amortised using additional financing sources allocated to CADES by the 2012 Social Security Financing Act, which increases the taxable assessment base for the CRDS from 97 per cent. to 98.25 per cent., with effect from 1 January 2012.

CADES was assigned an annual debt repayment target under the 2006 Social Security Financing Act dated 19 December 2005 (*loi n° 2005 – 1579 du 19 décembre 2005 de financement de la sécurité sociale pour 2006*) and has met this target each year since. CADES has been assigned new debt repayment targets in connection with the Euro 130 Billion Transfer.

If the French State does not transfer any additional debt to CADES without corresponding resources, and depending on a number of variables, including, among other things, assumed increases in the CRDS and interest rate variations, CADES currently expects to have paid off all of the social security debt transferred to it by 2025. However, if such assumptions with respect to debt transfers, tax receipts and interest rates prove to be incorrect, CADES may not pay off all its accumulated debt by that date. See "Risk Factors – Risk factors relating to the Issuer – The French State has transferred additional social security debt to the Issuer in the past and may do so in the future".

STRENGTHS

State support for solvency and liquidity

CADES' status as an administrative public agency entitles it to State support in respect of its solvency and liquidity. Pursuant to the CADES Law, in the event that CADES is unable to meet its financial commitments, the French Government would be required by law to submit to Parliament the necessary measures to ensure that principal and interest on CADES' debt is paid on the scheduled payment dates.

Solvency

In the event CADES fails to meet its payment obligations under its bonds or notes, the French Government has a legal obligation to ensure its solvency. Law No. 80-539 of 16 July 1980 on the execution of judgments on public entities (*loi n°80-539 du 16 juillet 1980 relative aux astreintes prononcées en matière administrative et à l'exécution des jugements par les personnes morales de droit public* or the "Law of 1980"), which applies to all national public agencies, provides that in case of default, a public supervisory authority (in the case of CADES, the Minister in charge of the Economy, Finance and Industry and the Ministers in charge of Social Security) must approve the sums for which the public agency is held liable by court order and provide the agency with new resources.

Court-ordered reorganisation and liquidation proceedings do not apply to public agencies such as CADES. The French Commercial Code excludes public agencies from its sphere of application, including with respect to court-ordered reorganisation and liquidation of businesses. Furthermore, France's Supreme Court (*Cour de cassation*) has ruled out the application of insolvency proceedings whenever an entity's bylaws contain provisions rooted in public law.

If an administrative public agency, such as CADES, were dissolved, its assets and liabilities as a whole would be transferred to the authority responsible for its creation. Thus, the French State would be required to service CADES' debt directly upon its dissolution.

Liquidity

CADES' liquidity position is supported by the French State. While CADES faces potential liquidity risk due to the nature of its activities (refinancing and repaying social security debt), in the event that there are insufficient funds and CADES is unable to access new resources, the French Government will at all times grant cash advances to CADES in order to ensure its liquidity, according to Organic Law No. 2001-692 dated 1 August 2001 on funding laws (*loi organique n°2001-692 du 1 août 2001 relative aux lois de finances*). Furthermore, pursuant to the Law of 1980, if the French State failed to grant the aforementioned cash advances, it would be required to advance funds to CADES and support its liquidity. The French State has never had to advance such funds to CADES.

Resources linked to the payroll

Part of CADES' revenue (i.e., CRDS and CSG) is based on the salaries of French taxpayers (*masse salariale*), which are subject to withholding at source by the French State. The CRDS and CSG are also levied on certain other revenues, which are not necessarily subject to withholding at source but are nonetheless subject to reporting (see "Sources of Revenue" and "Risk Factors – Risk factors relating to the Issuer").

CADES has met its debt repayment targets

Each year since 2005, pursuant to the social security financing law (*loi de financement de la sécurité sociale*) for the relevant year, the French Parliament assigns to CADES a target for the amount of debt to be repaid by CADES. CADES has met this target each year.

SOURCES OF REVENUE

CADES' principal sources of revenue are two specifically earmarked social security levies collected by the French State: the CRDS and, since 1 January 2009, the CSG. For the year ended 31 December 2011, CADES received Euro 6.297 billion from the CRDS and Euro 5.499 billion from the CSG. For the year ended 31 December 2010, CADES received Euro 5.917 billion from the CRDS and Euro 2.234 billion from the CSG. In connection with the Euro 130 Billion Transfer, CADES will receive an additional annual cash transfer of Euro 2.1 billion from the FRR from 2011 through 2024 (the "FRR Payment") (the first payment was made on 26 April 2011) and a portion of the revenues raised by the

Levy Tax. For the year ended 31 December 2012, CADES received EUR 16 billion distributed as follows : CRDS 40.8 per cent., CSG 35.8 per cent., Levy Tax 10.3 per cent. and FRR Payment 13.1 per cent.

CRDS

The CRDS levy is a broad-based tax on all earned and unearned (investment and other) income of French individuals. The CRDS is currently assessed at a rate of 0.5 per cent. per annum on 98.25 per cent. of the earned income of individuals. The CRDS was introduced specifically for CADES in 1996, and CRDS revenue is allocated exclusively to CADES. The CADES Law provides that the CRDS is to be deducted from the income of individuals until the French social security debt has been paid off. The 2011 Social Security Financing Act has capped individuals' CRDS taxable income to four times the annual threshold amount (*plafond annuel de la sécurité sociale*). In 2012, this cap was Euro 141,408 pursuant to the order (*arrêté*) of the Minister in charge of the budget, public accounts, and State works dated 26 November 2010.

The CRDS is paid to CADES (i) in part on a daily basis by ACOSS acting as collector of the CRDS with respect to income from gambling activities, jewellery sales, investment revenues (including capital gains), wages and replacement revenues, which include financial support paid in case of unemployment, maternity leave, work related sickness, accidents at work and pension income and (ii) in part annually on 15 November by the French Treasury (*le Trésor*) acting as collector of the CRDS deducted from property revenues (*revenus du patrimoine*).

The French State passes on CRDS collection costs to CADES. These costs are currently fixed at (i) 0.5 per cent. of the CRDS levied on gambling activities, jewellery sales, investment revenues (including capital gains), wages and replacement revenues and (ii) 4.1 per cent. of the CRDS deducted from property revenues (*revenus du patrimoine*).

The table below sets out the breakdown of sectors from which the CRDS levy is derived for the years ended 31 December 2011 and 2010.

	CRDS (in per cent.)	
	2012	2011
Wages	63.8	64.1
Replacement revenues	23.3	24.6
Property revenues	4.0	3.8
Investment revenues	6.7	5.2
Gambling activities	2.1	2.2
Jewellery sales	0.1	0.1

Source : CADES.

CSG

The CSG, like the CRDS, is mainly collected through payroll deductions from French taxpayers' earned income, and has experienced historical growth similar to the CRDS. The portion of the CSG allocated to CADES was, through 2010, 0.2 per cent. of the income from which the CSG is deducted. Pursuant to the 2011 Social Security Financing Act, the portion of the CSG allocated to CADES increased to 0.48 per cent. of the income from which the CSG is deducted (except for CSG assessed on gambling activities, for which the percentage allocated to CADES increased to 0.28 per cent.).

As with the CRDS, the CSG is paid to CADES (i) in part on a daily basis by ACOSS acting as collector of the CSG with respect to income from gambling activities, jewellery sales, investment revenues (including capital gains), wages and replacement revenues, which include financial support paid in case of unemployment, maternity leave, work related sickness, accidents at work and pension income and (ii) in part annually on 15 November by the French Treasury (*le Trésor*) acting as collector of the CSG deducted from property revenues (*revenus du patrimoine*).

As with the CRDS, the CSG collection costs are borne by CADES. These collection costs are equal in percentage terms to those of the CRDS.

The following table describes the breakdown of CSG levy by sectors for the years ended 31 December 2011 and 2010.

	CSG (in per cent.)	
	2012	2011
Wages	70.2	70.1
Replacement revenues	19.1	19.2
Property revenues	4.4	4.2
Investment revenues	6.2	6.4
Gambling activities	0	0.1

Source: CADES

FRR

Pursuant to the 2011 Social Security Financing Act and Organic Law No. 2010-1380 on social security debt it is provided that CADES will receive an additional annual cash transfer of Euro 2.1 billion from the FRR from 2011 through 2024.

Social charges on capital and investment (*prélèvements sociaux sur les revenus du patrimoine et des produits de placement*) (Levy Tax)

The 2011 Social Security Financing Act provides that CADES will receive, until 2024, a portion of the revenues raised by the Levy Tax initially attributed to the FRR.

Selected Financial Statement Data

The table below sets out selected financial data of CADES for the years ended 31 December 2012, 2011 and 2010.

	For the year ended 31 December (in Euro billion) (audited)		
	2012	2011	2010
Revenues (CRDS, CSG, Levy Tax on capital income and FRR) after charges	16.024	15.472	8.151
Net interest expense (on capital markets borrowings) plus general operating charges	(4.075)	(3.794)	(3.016)
Total available for principal repayments on debt	11.949	11.678	5.135

Source: CADES

THE SOCIAL SECURITY DEBT

The total social security debt transferred to CADES by the French Parliament consisted of Euro 44.7 billion in 1996, Euro 13.3 billion in 1998, Euro 1.3 billion in 2003, Euro 48.4 billion from 2004 to 2006, Euro 10 billion in 2008 and Euro 17 billion in 2009. In addition, a total of Euro 130 billion will be transferred between 2011 and 2018 pursuant to the 2011 Social Security Financing Act and a further Euro 2.466 billion was transferred on 24 December 2011 pursuant to the 2012 Social Security Act.

The table below sets out the aggregate amount of social security debt transferred to CADES, or that will be transferred to CADES, by the various social security funds and organisations since CADES' creation through 2012. As at 31 December 2011, the total debt that had been transferred to CADES since its creation was Euro 202.4 billion, the debt repaid was Euro 59.6 billion, and the residual year end deficit, which is the difference between the debt transferred and the debt repaid, was Euro 142.8 billion.

In 2005, 2006 and 2007, ACOSS reimbursed Euro 1.7 billion, Euro 0.3 billion and Euro 0.1 billion respectively to CADES in relation to amounts overpaid by CADES in the respective previous years. In 2009 ACOSS reimbursed Euro 0.1 billion to CADES in relation to an amount overpaid the same year.

Transfer of the social security debt to CADES since its creation (in Euro billion)

Entity Making Transfer	1996	1998	2003	2004	2005	2006	2007	2008	2009	2011	2012	2013 (expected)	Total By Entity
ACOSS	20.9	13.3		35	8.3	6.0		10	17	67.8	6.7	8.1	182.9
					-1.7	-0.3	-0.1						
French Government	23.4												23.4
CANAM	0.5												0.5
FOREC			1.3	1.1									2.4
Total By Year	44.8	13.3	1.3	36.1	6.6	5.7	-0.1	10	17	67.8	6.7	8.1	209.2

CANAM: *Caisse Nationale d'Assurance Maladie et Maternité des Travailleurs non salariés des professions non agricoles*
FOREC: *Fonds de Financement de la réforme des cotisations patronales de Sécurité Sociale*

Source: CADES.

CADES' BORROWING PROGRAMME

In order to finance the social security debt that has been transferred to it, CADES borrows funds principally through debt capital markets issuances, and then repays those borrowings over time with the revenues it receives from the CRDS, the CSG, the FRR and the Levy Tax on capital income.

CADES' borrowing programme consists of issuances of bonds or notes to qualified investors, and/or loans granted by financial institutions. CADES intends to further develop its borrowing programme in response to the Euro 130 Billion Transfer.

The aggregate principal amount outstanding of Notes under the Euro 130,000,000,000 Debt Issuance Programme as of 31 December 2011 was Euro 78.8 billion.

Specific debt securities issuance programmes

In addition to the Euro 130,000,000,000 Debt Issuance Programme described in this Base Prospectus, as at 31 December 2012, CADES had the following debt issuance programmes:

- a Euro 25 billion French domestic treasury bills (*billets de trésorerie*) programme, under which an aggregate principal amount of Euro 2.4 billion had been issued and was outstanding;
- a Euro 60 billion global commercial paper programme, issued in USD in the United States of America and in multiple currencies in the international markets, under which an aggregate principal amount of approximately Euro 8.0 billion had been issued and was outstanding;
- a Euro 10 billion French negotiable debt securities (*bons à moyen terme négociables*) programme, under which an aggregate principal amount of Euro 867 million had been issued and was outstanding;
- a Euro 65 billion Global Medium Term Note Programme, governed by English law, under which an aggregate principal amount of Euro 13.19 billion had been issued and was outstanding; and
- an AUD 5 billion "Kangaroo programme", an Australian debt issuance programme, under which an aggregate principal amount of Euro 592 million had been issued and was outstanding.

During 2012, CADES raised Euro 30.2 billion in medium- and long-term debt issues under the programmes described above.

Other borrowing capacities and facilities

As of 31 December 2012, CADES' borrowing programme also consisted of:

- a standalone bond / note issuance capacity for a maximum amount of Euro 35 billion, of which an aggregate principal amount of Euro 23.4 billion had been issued and was outstanding; and
- four back-up credit facilities for an amount of Euro 750 million.

CADES' borrowing programme is carried out according to principles of dynamic management of the debt portfolio and using a range of capital market instruments. CADES has no fixed issuance schedule and is flexible in the methods by which it raises funds, including using the short term markets, for example under its US commercial paper programme. CADES uses a range of financial instruments, including Euro and US commercial paper, syndicated loans, bond issues, and MTN programmes. In addition, CADES enters into futures transactions, foreign exchange transactions, interest rate swaps or options, securities lending, and the borrowing of bonds and other debt securities issued by the French State or of CADES' own bonds and other debt securities. CADES also carries out debt repurchases and exchanges.

Allocation of Resources

In accordance with the CADES Law, the resources of CADES must be allocated to payments due on the borrowings incurred by CADES (including any securities issued by CADES). CADES aims to keep excess cash to a minimum and places any such excess cash temporarily in French State securities.

DEBT ISSUANCE PROFILE

The following information gives an indication of the profile of CADES' existing capital markets debt.

Medium and Long Term Debt by currencies and instruments

The table below sets out the profile of CADES' debt in terms of different currencies and debt instruments as at 31 December 2012.

Bonds in Euro	Bonds in other currencies	Inflation linked bonds/notes	MTN private placements	Commercial paper
48%	20%	11%	9%	12%

Source of the above table: CADES.

CADES' debt by currency

As at 31 December 2012, CADES' debt profile, broken down by currency, was as follows: 71.7 per cent. of CADES' tradable debt was Euro-denominated, 22.1 per cent. was U.S. Dollar-denominated, and 6.2 per cent. was denominated in other currencies. As at 31 December 2011, CADES' debt profile, broken down by currency, was as follows: 67.3 per cent. of CADES' tradable debt was Euro-denominated, 25.5 per cent. was U.S. Dollar-denominated, and 7.2 per cent. was denominated in other currencies.

CADES' debt by interest rate

CADES seeks to manage interest rate exposure through a combination of instruments (see "Risk management – Interest rate risk" below).

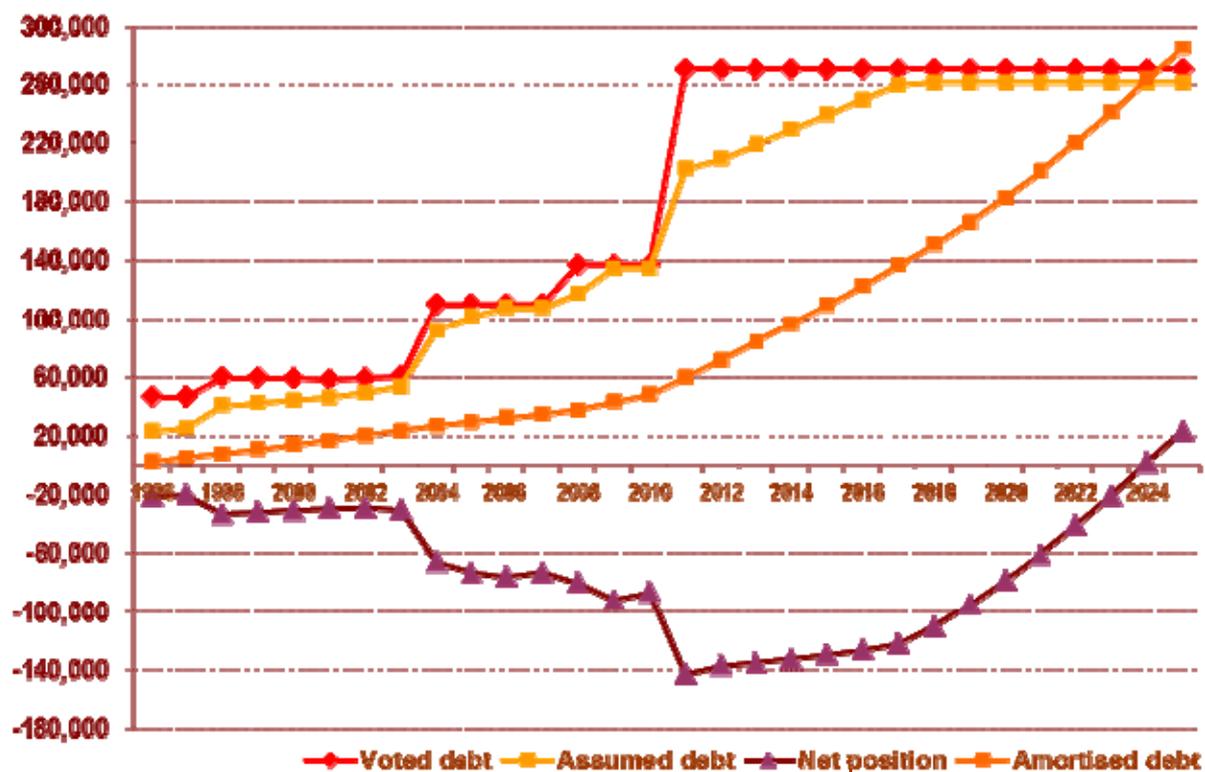
As at 31 December 2012, CADES' total debt instruments were broken down as follows: bonds and notes outstanding at fixed rates accounted for 64.9 per cent. of the total, while those at floating rates accounted for 24.2 per cent. and inflation-indexed bonds accounted for 10.9 per cent. As at 31 December 2011, CADES' total debt instruments were broken down as follows: bonds and notes outstanding at fixed rates accounted for 51 per cent. of the total, while those at floating rates accounted for 40 per cent. and inflation-indexed bonds accounted for 9 per cent. CADES seeks to manage interest rate exposure through a combination of instruments (see "Risk management – Interest rate risk" below).

CADES' debt by maturity

As at 31 December 2012, CADES' debt by maturity was as follows: 17.5 per cent. of CADES' debt had a maturity shorter than one year, 42.6 per cent. had a maturity between one and five years and 39.9 per cent. had a maturity longer than five years.

DEBT ASSUMPTION AND AMORTIZATION PROFILE

The following chart below sets out as at 31 December 2012 CADES' voted, assumed and amortised debt after debt assumption and an estimate of such voted, assumed and amortised debt until 2025.



In millions of Euros

Source: CADES.

"voted debt" ("*dette votée*") means that the French Parliament has voted the transfer of such debt to CADES.

"assumed debt" ("*dette reprise*") means that such debt has been transferred to CADES.

"amortised debt" ("*dette amortie*") means that such debt has been repaid by CADES.

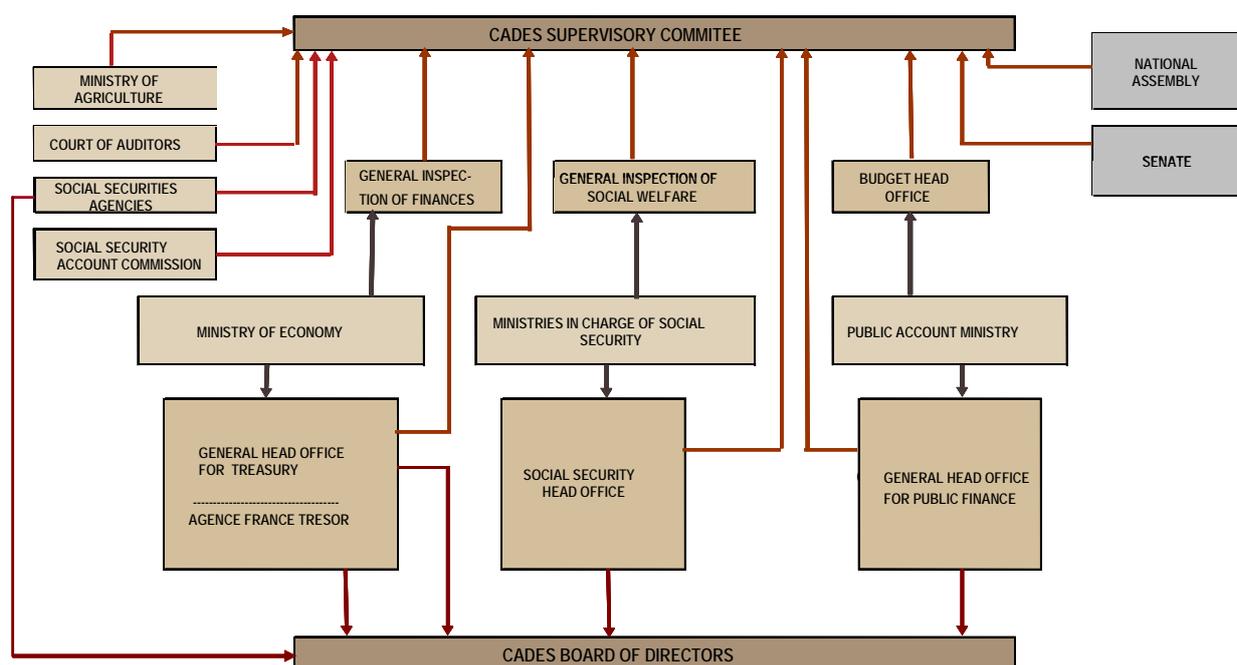
"net position" ("*situation nette*") means the difference between the assumed debt and the amortised debt.

ORGANISATIONAL STRUCTURE

The CADES Law sets out the organisational and operating rules of CADES. As a French administrative public agency, CADES is separate from, but under the control and authority of, the French State. It is directly under the dual authority of the Minister in charge of the Economy, Finance and Industry and the Ministers in charge of Social Security. CADES has no shareholders.

CADES' management structure consists of (i) a board of directors (*conseil d'administration*) (the “**Board of Directors**”) responsible for the management of CADES and oversight of CADES' budget and financial statements and (ii) a supervisory committee (*comité de surveillance*) (the “**Supervisory Committee**”), which gives its views on the annual report and whom the Board of Directors may consult for any issue. The contact address of the members of the Board of Directors and the Supervisory Committee is 15-17 rue Marsollier, 75002 Paris.

The chart below provides a brief overview of the relations between, *inter alia*, the Board of Directors and the Supervisory Committee.



The Board of Directors

According to the CADES Law, the Board of Directors is composed of six members: the Chairman, three representatives of the Minister of the Economy, Industry and Employment and two representatives of the Ministers in charge of Social Security. The members of CADES' Board of Directors are appointed by decree by the applicable ministries. These directors may also be revoked using the same method. The Chairman is appointed by a decree signed by the President of the Republic of France and the Prime Minister on the joint recommendation of the Minister of the Economy, Industry and Employment and the Ministers in charge of Social Security. Mr Patrice Ract Madoux was appointed the Chairman of the Board of Directors by presidential decree on 9 September 1999, and has since then been reappointed. The last presidential decree appointing Mr Patrice Ract Madoux was published on 10 May 2011.

At the date hereof, the members of the Board of Directors, nominated by decrees, are as follows:

Chairman

Patrice Ract Madoux

Members of the Board of Directors representing the Minister of the Economy, Industry and Employment

Emmanuel Bretin, General Director of Treasury, or his deputy Olivier Vazeille, Deputy Director;

François Tanguy, Deputy Director of Public Accountancy, or his deputy Grégory Berthelot, Chef de Bureau; and

Ambroise Fayolle, General Director of Agence France Trésor, or his deputy Maya Atig, Chef de Bureau.

Members of the Board of Directors representing the Minister of Labour, Social Affairs, Family and Solidarity Thomas Fatome, Social Security Director, or his deputy Jean-François Chadelat, General Inspector of Social Affairs; and

Arnaud Jullian, Deputy Director of Social Security Funding, or his deputy Nicolas Agnoux.

According to the CADES Law as amended by the Organic Laws, and as from the date of publication of and subject to the 2011 Social Security Financing Act, the number of members of the Board of Directors will be increased by eight members for a total of fourteen members, including:

- the chairman and the vice-chairman of the board of directors of the ACOSS or their respective deputy nominated by this board;
- each of the chairmen of the boards of the CNAMTS¹, CNAVTS², and of the CNAF³ or the vice-chairmen nominated by these boards as the case may be;
- the chairman of the board of the *Caisse nationale du régime social des indépendants* or his deputy nominated from the vice-chairmen of this board;
- the chairman of the board of the *Caisse centrale de la mutualité sociale agricole* or the first vice-chairman of this board, designated as such;
- two members chosen by the French ministry in charge of the Economy and Finances or their respective deputies, nominated by order (*arrêté*) signed by this ministry;
- two members chosen by the French ministry in charge of the social security or their respective deputies, nominated by order (*arrêté*) signed by this ministry;
- a representative of the ministry in charge of the budget or his deputy, both nominated by order of this ministry;
- a representative of the supervisory board of the *Fonds de Réserve pour les Retraites* or his deputy, designated by the president of this supervisory board from amongst the representatives of the *assurés sociaux* or independent workers and employers.

The Board of Directors oversees CADES' borrowing programme. The Board of Directors has the capacity, pursuant to Article 5-II of the CADES Law, to delegate to the Chairman any power to implement the borrowing programme by deciding any issuance or borrowing.

The Supervisory Committee

The Supervisory Committee reviews and comments on CADES' annual report and may assist the Board of Directors on any matter at the request of the Board of Directors, according to the CADES Law.

The Supervisory Committee is composed of four members of Parliament, including two deputies and two senators, the chairmen of national social security funds (*Caisses nationales de sécurité sociale*), the general secretary of the social security accounting commission, and representatives of ministries and members of the boards of directors of national entities of the general regime of the French social security system and of the *Caisse nationale d'assurance maladie et maternité des travailleurs non salariés des professions non agricoles*.

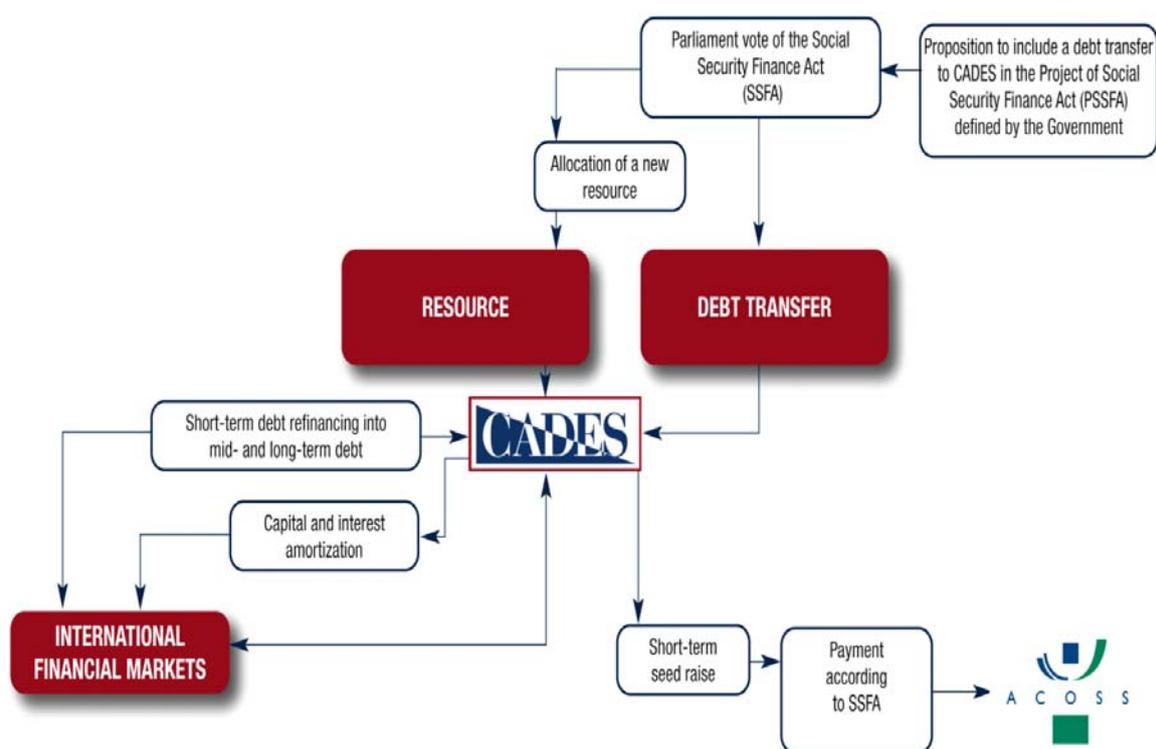
At the date hereof, the members of the Supervisory Committee are:

¹ *Caisse Nationale de l'Assurance Maladie des Travailleurs Salariés*

² *Caisse Nationale de l'Assurance Vieillesse des Travailleurs Salariés*

³ *Caisse Nationale des Allocations Familiales*

- Bernard Accoyer, Deputy, nominated by the *Président* of the National Assembly (*Assemblée Nationale*);
- Valérie Rabault, Deputy, nominated by the *Président* of the National Assembly (*Assemblée Nationale*);
- Jean-Pierre Caffet, Senator, nominated by the *Président* of the French Senate (*Sénat*);
- Yves Daudigny, nominated by the *Président* of the French Senate (*Sénat*);
- Julien Dubertret, nominated by the Ministry of the Economy, Industry and Employment;
- Ramon Fernandez, nominated by the Ministry of the Economy, Industry and Employment;
- François Tanguy, nominated by the Ministry of the Economy, Industry and Employment;
- Bernard Billon, nominated by the Ministry in charge of Social Security;
- Thomas Fatome, nominated by the Ministry in charge of Social Security;
- Jean Picot, nominated by the Ministry in charge of Social Security;
- Christian Liegard, nominated by the Ministry in charge of Agriculture;
- Catherine Demier, member of the *Cour des Comptes*;
- Véronique Hespel, member of the *Inspection Générale des Finances*;
- Michel Laroque, general secretary of the commission in charge of social security accounts;
- François Monier, general secretary of the accounting committee for social security;
- Michel Regereau, chairman of the CNAMTS;
- Gérard Riviere, chairman of the CNAVTS;
- Jean-Louis Deroussen, chairman of the CNAF;
- Jean-Eudes Tesson, chairman of the ACOSS;
- Franck Gambelli, president of the commission in charge of accidents at work and occupational diseases; and
- Gérard Quevillon, president of the specific social regime of independent workers (RSI).



Conflicts

Save as disclosed in this Base Prospectus, there are no potential conflicts of interest between any duties owed by any of the members of the Board of Directors or the Supervisory Committee towards CADES and their private interests and/or other duties.

Control and Supervision

Owing to its administrative public agency status, CADES is subject to the supervision of the French Government and to the same budgetary and accounting rules as the French State. In particular, Decree No. 62-1587 of 29 December 1962 on the general regulation of public accounting rules (*décret n°62-1587 du 29 décembre 1962 portant règlement général sur la comptabilité publique*) stipulates that collections and disbursements must be carried out by a Government accountant under the control of the French state audit office (*Cour des Comptes*). CADES also publishes its accounts in accordance with standard accounting methods used by French banks and finance companies (see "Presentation of Financial Information" below).

Certain decisions of the Board of Directors require approval of the Minister in charge of the Economy, Finance and Industry and the Minister in charge of Social Security before they become effective, including decisions related to the budget, financial accounts, and management agreements. In addition, CADES' borrowing programme requires the approval of the Minister in charge of the Economy, Finance and Industry in accordance with Article 5.I of the CADES Law.

Risk Management

CADES faces various market risks, in particular interest rate risks, exchange rate risks and counterparty risks as described below.

Counterparty risk

CADES manages counterparty risk by requiring that a new counterparty can be accepted only if it executes a guarantee agreement with margins calls with CADES.

Exchange rate risk

CADES maintains a programme of hedging arrangements in respect of its issues of debt instruments denominated in currencies other than Euro by means of derivatives in order to avoid exchange rate risk.

Interest rate risks

CADES seeks to manage interest rate exposure through a combination of instruments, including futures transactions and interest rate swaps, and by issuing debt instruments with a variety of interest rate bases.

Auditing CADES' management operations

CADES' management operations are subject to a periodic audit by the French state audit office (*Cour des Comptes*) pursuant to Decree No. 62-1587 of 29 December 1962 on the general regulation of public accounting rules (*décret no. 62-1587 du 29 décembre 1962 portant règlement général sur la comptabilité publique*). CADES is also subject to financial audits conducted by the government in accordance with the Order of 29 October 1996, on its administrative management and collection of CRDS revenues, the management and disposal of property owned by national social security agencies and repayments obtained from social security agencies.

In addition, market transactions are subject to internal audit rules established by the Board of Directors. CADES' internal audit process consists of three elements:

- Determination by the Board of Directors of the maximum interest rate risks, foreign exchange risks, liquidity risks, and counterparty risks that can be taken by CADES in its market operations;
- A daily report concerning the transactions carried out by CADES to be given to the Chairman; and
- A monthly report summarising the transactions carried out during the relevant period, as well as CADES' position in relation to the risk limits fixed by the Board of Directors given to all members of the Board of Directors.

In addition to this internal audit, an external and independent audit firm that reports to the Board of Directors on a quarterly basis also scrutinises CADES' market transactions and determines compliance on a quarterly basis with the limits and procedures, in particular those regarding the division of responsibilities between market operators and post-market operators. KPMG and Harmony Baker Tilly conduct the external audit. To date, no external auditor has been appointed for a period longer than three consecutive years.

PRESENTATION OF FINANCIAL INFORMATION

As required by Decree No. 62-1587 of 29 December 1962 on the general regulation of public accounting rules, the accounts of CADES are prepared annually by CADES in accordance with accounting principles established by the French public sector accounting rules and are therefore presented in a format that may differ from that generally used by private sector companies. In order to take account of the fact that the activities of CADES are essentially financial in nature, and to ensure that the information provided to the financial community is more familiar to investors, the Board of Directors of CADES has decided to restate its accounts to conform with the accounting principles and procedures generally accepted in France applicable to credit and financial institutions. On 30 April 2013, CADES restated accounts relating to the year ended 31 December 2012 were approved by the Board of Directors and are publicly available.

Financial Information of the Issuer

The information set forth below should be read in conjunction with the audited and interim unaudited financial statements of CADES included elsewhere in this Base Prospectus.

Balance Sheet

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
ASSETS			
Cash in hand, balances with central banks and post office banks (Note 1)	3,046.52	8,438.91	1,200.34
Treasury bills and other bills eligible for refinancing with central banks (Note 1)	4,553.68	150.01	12,166.95
Loans and advances to credit institutions (Note 1)			
- Repayable at sight	4.66	0.75	0.29
- Repayable at term	1,238.50	5,165.53	1,129.48
Intangible assets (Note 2)	0.01	0.01	0.00
Tangible assets (Note 2)	0.13	0.16	0.17
Property assets (Note 13a)	0.00	0.00	0.00
Other assets (Note 3)	139.65	179.12	49.41
Prepayments and accrued income (Note 4)	3,129.62	5,463.10	2,665.73
TOTAL ASSETS	11,912.77	19,397.59	17,212.37
LIABILITIES & RESERVES			
Amounts owed to credit institutions (Note 5)			
- Payable at sight	3.08	0.00	0.00
- Payable at term	1,003.37	1,026.47	0.00
Debts evidenced by securities (Note 6)			
- Negotiable debt instruments	11,084.80	42,880.68	8,446.45
- Bonds and similar instruments	134,321.07	114,046.95	92,798.48
- Other debts evidenced by securities	0.00	0.00	0.00
Other liabilities (Note 7)	2,073.87	3,418.79	2,018.54
Accruals and deferred income (Note 8)	890.07	789.23	624.67
Sub-total – Liabilities	149,376.26	162,162.12	103,888.14
Provisions (Note 8a)	0.23	0.21	0.18
Property endowment	181.22	181.22	181.22
Retained earnings	(149,594.02)	(154,623.81)	(91,991.84)
Profit for the period	11,949.07	11,677.85	5,134.67
Sub-total – Reserves	(137,463.72)	(142,764.74)	(86,675.95)
TOTAL LIABILITIES AND RESERVES	11,912.77	19,397.59	17,212.37

Profit and Loss Account

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
Interest receivable and similar income (Note 9)	600.74	318.08	350.79
- From transactions with credit institutions	107.17	77.84	29.51
- From bonds and other fixed income securities	1.04	10.83	12.28
- Other interest receivable and similar income	492.53	229.41	309.00
Interest payable and similar charges (Note 10)	(4,617.77)	(4,049.59)	(3,347.19)
- On transactions with credit institutions	(57.56)	(152.85)	(11.04)
- On bonds and other fixed income securities	(4,560.21)	(3,896.74)	(3,336.15)
Fees payable (Note 10)	(55.02)	(60.09)	(17.37)
Gains and losses on trading securities (Note 11)	(0.37)	(0.29)	(0.28)
- Net profit (loss) on foreign exchange transactions	(0.37)	(0.29)	(0.28)
Gains and losses on investment securities (Note 11a)	0.00	0.00	0.00
- Net profit (loss) on investment securities	0.00	0.00	0.00
Other operating income – banking	0.00	0.00	0.00
Other operating charges – banking	(0.06)	(0.02)	(0.02)
NET BANKING INCOME	(4,072.48)	(3,791.91)	(3,014.07)
General operating charges (Note 13)	(3.01)	(2.89)	(2.50)
- Staff costs	(1.03)	(1.00)	(0.89)
- Other administrative expenses	(1.98)	(1.89)	(1.61)
Depreciation and impairment provisions - intangible and tangible assets	(0.05)	(0.04)	(0.04)
Other operating income	16,240.31	15,656.58	8,312.03
- Income relating to CRDS and CSG (Notes 12a and 12.1a)	12,452.54	11,942.02	8,312.03
- Income relating to social levies on income from property and investments (Note 12.2a)	1,687.10	1,607.38	0.00
- Income from Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites – FRR</i>) (Note 12.3)	2,100.00	2,100.00	0.00
- Income from property (Note 13a)	0.18	0.43	0.00
- Provisions reversed for receivables (Notes 12a and 12.1a)	0.49	6.75	0.00
Other operating charges	(215.88)	(184.48)	(160.75)
- Charges relating to CRDS and CSG (Notes 12a and 12.1a)	(115.90)	(105.11)	(86.83)
- Charges relating to social levies on income from property and investments (Note 12.2a)	(33.99)	(31.47)	0.00
- Payments to the State (Note 14)	0.00	0.00	0.00
- Payments to social security agencies (Note 14)	0.00	0.00	0.00
- Provision for doubtful debts relating to CRDS and CSG (Notes 12a, 12.1a and 12.2a)	(65.94)	(47.89)	(73.92)
- Charges related to property (Note 13a)	(0.05)	(0.01)	0.00
GROSS OPERATING PROFIT	11,948.89	11,677.26	5,134.67
OPERATING PROFIT	11,948.89	11,677.26	5,134.67
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	11,948.89	11,677.26	5,134.67
- Exceptional income (Note 15)	0.18	0.59	0.00
NET PROFIT FOR THE PERIOD	11,949.07	11,677.85	5,134.67

CASH FLOW STATEMENTS OF THE ISSUER

The cash flow table for the years ended 31 December 2012 and 31 December 2011 below is based on the audited financial statements of the Issuer for the years ending 31 December 2012 and 31 December 2011 and the method of calculation and the calculations themselves have been approved by the auditors of the Issuer.

Cash flow (€ millions)	Period ended	31 December 2012	31 December 2011	31 December 2010
Net banking income		(4,072)	(3,792)	(3,014)
Inflation premiums		213	287	170
Provisions for financial instruments		0	0	0
Amortisation of premiums and balancing payments		(58)	(31)	(15)
Change in accrued interest		95	266	98
Net cash from (used in) banking activities	(A)	(3,822)	(3,270)	(2,760)
Net operating income		16,021	15,469	8,151
(Increase) decrease in accrued income from CRDS and CSG		(136)	(447)	88
(Increase)/decrease in accruals on social levies set at 2.2%		(24)	(76)	0
(Increase)/decrease in deferred expenses		(12)	7	(2)
Unearned income (FRR)		0	0	0
Provisions – sundry allocations or reversals		0	0	0
Net cash from (used in) operating activities	(B)	15,849	14,953	8,237
Net cash from (used in) banking and operating activities	(C=A+B)	12,027	11,683	5,477
Net cash from (used in) financing activities	(D)	(10,491)	55,341	4,066
Debt assumed	(E)	(6,648)	(67,767)	0
Net cash flow for the year	(C+D+E)	(5,112)	(742)	9,543
Cash and cash equivalents at start of period		13,755	14,497	4,955
Cash and cash equivalents at close of period		8,643	13,755	14,497
Net increase (decrease) in cash and cash equivalents		(5,112)	(742)	9,543

RECENT DEVELOPMENTS

Since the beginning of 2013, CADES issued the following debt instruments:

- On 22 January 2013, CADES issued USD 3.5bn 1.375 per cent. Notes with a 5-year maturity.
- On 8 February 2013, CADES issued NOK 1 bn 4.25 per cent. Notes with a 11-year and 10 months maturity.
- On 25 February 2013, CADES issued EUR 0.1 bn FRN Notes with a 6-year maturity.
- On 25 February 2013, CADES issued EUR 0.1 bn FRN Notes with a 5-year maturity.
- On 12 March 2013, CADES issued AUD 0.3 bn 5.335 per cent. Notes with a 10-year maturity.
- On 26 March 2013, CADES issued EUR 2.5 bn 1 per cent. Notes with a 5-year and 2 months maturity.
- On 4 April 2013, CADES issued a tap of EUR 0.25 bn 2.5 per cent. Notes with a 9-year maturity.
- On 10 April 2013, CADES issued USD 1 bn 2 per cent. Notes with a 7-year maturity.
- On 10 April 2013, CADES issued a tap of EUR 0.25 bn 4 per cent. Notes with a 12-year maturity.
- On 11 April 2013, CADES issued a tap of EUR 0.25 bn 4.125 per cent. Notes with a 10-year maturity.

ANNUAL STATEMENTS 2011

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GENERAL INFORMATION

1. MISSION STATEMENT

Order No. 96-50 dated 24 January 1996⁴ established the Social Security Debt Repayment Fund (*Caisse d'Amortissement de la Dette Sociale – CADES*) on 1 January 1996. CADES is an administrative public agency (*Etablissement Public à Caractère Administratif – EPA*) supervised by the French Minister of the Economy and Finance and the Minister in charge of Social Security.

CADES' mission is to:

- Amortize the social security debt transferred to it, i.e. the cumulative deficits of the Central Agency of Social Security Bodies (*Agence Centrale des Organismes de Sécurité Sociale – ACOSS*); and
- Make payments to various social security funds and organisations.

CADES' mandate has been extended beyond 31 January 2014 as decided initially to until such date as the social security debt transferred to it has been fully extinguished.

In the furtherance of its mission, CADES receives the proceeds of a special tax known as the social security debt repayment contribution (*Contribution pour le Remboursement de la Dette Sociale – CRDS*), introduced in Chapter 2 of the aforementioned Order. It also received the proceeds from the sale of property assets owned and leased by the national agencies falling under the basic social security scheme and ACOSS.

Since 2009, a 0.2% portion of the supplementary social security contribution (*Contribution Sociale Généralisée – CSG*) had been paid to CADES. From 2011 this portion was increased to 0.48% for CSG on all taxable employment income, unemployment and similar benefits, income from property and investment proceeds; and to 0.28% for profits from gaming.

Starting in 2011, two new resources have been allocated to CADES:

- a 1.3% share of the social levies on income from property and investments;
- an annual payment of €2.1 billion from the Retirement Reserve Fund (*Fonds de Réserve pour les Retraites – FRR*) until 2024 inclusive.

CADES is authorised to borrow funds, in particular via public offerings and the issuance of negotiable debt securities.

Moreover, CADES benefits from repayments of receivables from foreign social security agencies to the national health insurance fund for salaried workers (*Caisse Nationale d'Assurance Maladie des Travailleurs Salariés – CNAMTS*).

Lastly, in accordance with Act No. 2004-810 of 13 August 2004, any future surpluses generated by the health insurance branch of the French social security system will be allocated to CADES. The Social Security Finance Act will define the terms under which this transfer will take place.

2. ORGANIZATION OF THE AGENCY

CADES is overseen by a Board of Directors and a Supervisory Board.

⁴ As modified by Social Security Finance Act No. 97-1164 of 19 December 1997, Act No. 98-1194 of 23 December 1998, the 2001, 2002, and 2006 Finance Acts, the 2003, 2004, 2006 and 2008 Social Security Finance Acts, Act No. 2004-810 of 13 August 2004 relating to health insurance, Organic Law No. 2005-881 of 2 August 2005, Act No. 2008-1249 of 1 December 2008, Order No. 2009-80 of 22 January 2009, Act No. 2009-1646 of 24 December 2009, Act No. 2010-476 of 12 May 2010, Organic Law No. 2010-1380 of 13 November 2010, Act No. 2010-1594 of 20 December 2010, Act No. 2010-1657 of 29 December 2010, Act No. 2010-1658 of 29 December 2010 and Act No. 2011-1906 of 21 December 2011.

The composition of the Board of Directors was altered by Decree No. 2011-458 of 26 April 2011. It now comprises a majority of representatives of social security bodies, whereas it was previously composed solely of government representatives.

It is governed by the provisions of Decree No. 53-1227 dated 10 December 1953 (and amendments thereto), relating to the accounting policies applicable to French administrative public agencies, and of Decree No. 62-1587 dated 29 December 1962 (and amendments thereto), defining general public-sector accounting rules, subject to the legal provisions and regulations specific to CADES (aforementioned Order of 24 January 1996, and Decree No. 96-353 dated 24 April 1996).

Pursuant to the provisions of the aforementioned Decrees, financial and accounting transactions fall under the responsibility of Mr. Patrice Ract Madoux, the Authorising Officer of CADES and Chairman of the Board of Directors, and Mr. Frank Mordacq, its Chief Accounting Officer and Head of CBCM Finances until 31 October 2011 and Mr. Didier Maupas from 1 November 2011.

CADES' annual budget is drawn up by 30 November of the previous year by the Board of Directors and approved by the ministers who supervise the agency.

Financing is limited to appropriated funds, excluding expenses related to the repayment of loans, financial management costs, and assessment and collection charges.

The Board of Directors reviews and signs off the accounts drawn up by the Accounting Officer. The financial statements are then forwarded to the General Director of the Public Finances Directorate (*Direction Générale des Finance Publiques – DGFIP*) prior to submission to the Government Audit Office (*Cour des Comptes*).

CADES' Board of Directors examines and approves the accounts. In parallel, the Board ensures that CADES maintains a healthy underlying financial basis over its scheduled lifetime by updating its revenue forecasts on the basis of changes in the amortisation schedule of the debt carried on the balance sheet as a liability and debt servicing charges.

Accounting procedures and principles are subject to a contractual, independent audit. In addition, CADES is subject to financial audits conducted by the government, in accordance with the Order of 19 May 2009; and audits carried out by the Government Audit Office.

Accounting transactions are recorded by CADES in an information system managed using software that is shared by the Authorising Officer and the Accounting Officer. The system is networked and features a single database. Authorisations for displaying and processing data have been clearly defined so as to enable the Accounting Officer and the Authorising Officer to exercise their respective powers.

3. GENERAL PROVISIONS FOR RECORDING ACCOUNTING AND FINANCIAL TRANSACTIONS

Accounting framework

Article 7 of Decree No. 96-353 of 24 April 1996, relating to CADES, calls for the adoption of a special chart of accounts drawn up in accordance with the standard chart of accounts for administrative public agencies (Instruction M 9-1 from the Public Finances Directorate).

This chart of accounts being modelled on the general chart of accounts, it was found to be poorly suited to CADES' activity. Consequently, the Board of Directors decided on 10 October 1996 to adopt the chart of accounts used by credit institutions.

Consequently, both the transactions and the annual financial statements submitted by the Accounting Officer are presented in accordance with standards specific to credit institutions. In addition, separate financial statements are drawn up in accordance with the regulatory standard set out in Instruction M 9-1, for submission to audit organisations.

This specific accounting framework was recommended by an independent consulting firm and approved by the Authorising Officer, the Accounting Officer, the General Directorate of Public Accounting and the French Accounting Standards Board (*Conseil National de la Comptabilité – CNC*) (Opinion No. 99-04, plenary session of 18 March 1999).

Transactions executed by the Accounting Officer

Transactions executed by CADES' Accounting Officer differ from those traditionally executed by Accounting Officers at other administrative public agencies.

Due to CADES' status as a market participant, specific structures have been set up in conformity with the agency's mission. For example, financing transactions are distinguished from administrative transactions.

1. Financing transactions

The administrative workflow of financing transactions reflects the existence of Front Office, Middle Office and Back Office services.

The Front Office is responsible for transactions in the financial, interest rate and currency markets, in accordance with defined limits and procedures. These routine transactions relate to financing, investment and the management of interest rate and foreign exchange exposures.

A sequentially numbered ticket is issued for each transaction, describing its main features, and validated by the Front Office. The Back Office then verifies and validates the ticket before forwarding it to the Accounting Officer.

The Middle Office gathers information on cash positions, draws up forecasts, provides repayment schedules, and performs a first-level plausibility check of Front Office transactions.

The Back Office records and validates the transactions processed by the Front Office after verifying that formal presentation and threshold requirements are met. The Back Office monitors risk, produces reports and liaises with the Accounting Departments.

The Accounting Officer then records transaction tickets as income or expenses.

2. Administrative transactions

Performance of the administrative section of the budget is done in compliance with the provisions of the Decree of 29 December 1962, which sets forth general public-sector accounting policies. Administrative expenses are evidenced by payment orders and income by receipt orders, accompanied by the appropriate supporting vouchers and documents.

After due completion of the control procedures described in Articles 12 and 13 of the aforementioned Decree, items of expenditure and income are recognised in the accounts and the amounts are paid or collected.

3. Cash movements

CADES has opened a euro-denominated deposit account in the books of SCBCM Finances that is listed in the register of government accounts.

In the books of CADES, entries to the debit of this account record expenses falling within the administrative budget. Only the Accounting Officer may authorize these payments. Entries to the credit of this account record revenue from CRDS, CSG and social levies on property and investment income paid over by the Public Treasury network. This takes the form of daily transfers from General Treasury offices.

Since 1 September 2005, CADES has had its own remunerated account with the Banque de France that is distinct from the dedicated Treasury account. Movements to this account comprise all euro-denominated financial transactions completed by CADES and all CRDS and CSG revenue paid over by ACOSS. Once again, only the Accounting Officer may authorize expenditures.

The balance on the deposit account is transferred to CADES' own account twice weekly.

In addition, CADES has opened accounts with foreign financial institutions in New York, London and Frankfurt. These are intended to be zero-balance accounts. They record all transactions related to CADES issues in currencies other than the euro and their transformation into euro-denominated structures on the international markets.

Due to management constraints attributable primarily to the time lag between the European, Asian, American and Australian markets, CADES has been dispensed from applying the provision of the Decree of 29 December 1962, which states that only public accounting officers may authorize transactions affecting the financial accounts. Accordingly, the Back Office carries out transactions on CADES' foreign currency accounts.

FINANCIAL HIGHLIGHTS

NET DEBT AT REPAYMENT VALUE

(€ millions)

At 31 December 2011	142,475
At 31 December 2010	86,299
At 31 December 2009	91,660

	31 2011	December 2010	31 2009	December 2009
Net profit	11,678	5,135		5,260
Primarily reflecting the following items:				
CRDS and CSG net revenue	11,796	8,151		8,082
Social levies on income from property and investments net of expenses	1,576	-		-
Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites – FRR</i>)	2,100	-		-
Payments to the French State	-	-		-
Payments to social security agencies	-	-		-
Interest expenses	(3,794)	(3,016)		(2,822)

BALANCE SHEET

At (€ millions)	31 December 2011	31 December 2010	31 December 2009
ASSETS			
Cash in hand, balances with central banks and post office banks (Note 1)	8,438.91	1,200.34	983.44
Treasury bills and other bills eligible for refinancing with central banks (Note 1)	150.01	12,166.95	2,284.57
Loans and advances to credit institutions (Note 1)			
- Repayable at sight	0.75	0.29	0.37
- Repayable at term	5,165.53	1,129.48	1,686.34
Intangible assets (Note 2)	0.01	0.00	0.00
Tangible assets (Note 2)	0.16	0.17	0.21
Property assets (Note 13a)	0.00	0.00	0.00
Other assets (Note 3)	179.12	49.41	260.42
Prepayments and accrued income (Note 4)	5,463.10	2,665.73	1,751.19
Total assets	19,397.59	17,212.37	6,966.54
LIABILITIES & RESERVES			
Amounts owed to credit institutions (Note 5)			
- Payable at sight	0.00	0.00	0.00
- Payable at term	1,026.47	0.00	151.11
Debts evidenced by securities (Note 6)			
- Negotiable debt instruments	42,880.68	8,446.45	10,587.56
- Bonds and similar instruments	114,046.95	92,798.48	86,366.93
- Other debts evidenced by securities	0.00	0.00	0.00
Other liabilities (Note 7)	3,418.79	2,018.54	222.10
Accruals and deferred income (Note 8)	789.23	624.67	1,449.30
Sub-total – Debts	162,162.12	103,888.14	98,777.00
Provisions (Note 8)	0.21	0.18	0.16
Property endowment	181.22	181.22	181.22
Retained earnings	(154,623.81)	(91,991.84)	(97,251.86)
Profit for the period	11,677.85	5,134.67	5,260.02
Sub-total – Reserves	(142,764.74)	(86,675.95)	(91,810.62)
Total liabilities and reserves	19,397.59	17,212.37	6,966.54

PROFIT AND LOSS ACCOUNT

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
<i>Interest receivable and similar income (Note 9)</i>	318.08	350.79	279.63
- From transactions with credit institutions	77.84	29.51	44.70
- From bonds and other fixed income securities	10.83	12.28	1.97
- Other interest receivable and similar income	229.41	309.00	232.96
<i>Interest payable and similar charges (Note 10)</i>	(4,049.59)	(3,347.19)	(3,050.50)
- On transactions with credit institutions	(152.85)	(11.04)	(46.15)
- On bonds and other fixed income securities	(3,896.74)	(3,336.15)	(3,004.35)
<i>Fees payable (Note 10)</i>	(60.09)	(17.37)	(48.41)
<i>Gains and losses on trading securities (Note 11)</i>	(0.29)	(0.28)	(0.30)
- Net profit (loss) on foreign exchange transactions	(0.29)	(0.28)	(0.30)
<i>Gains and losses on investment securities (Note 11a)</i>	0.00	0.00	0.00
- Net profit (loss) on investment securities	0.00	0.00	0.00
<i>Other operating income – banking</i>	0.00	0.00	0.00
<i>Other operating charges – banking</i>	(0.02)	(0.02)	(0.02)
NET BANKING INCOME	(3,791.91)	(3,014.07)	(2,819.60)
<i>General operating charges (Note 13)</i>	(2.89)	(2.50)	(2.63)
- Staff costs	(1.00)	(0.89)	(0.85)
- Other administrative expenses	(1.89)	(1.61)	(1.78)
<i>Depreciation and impairment provisions - intangible and tangible assets</i>	(0.04)	(0.04)	(0.04)
<i>Other operating income</i>	15,656.58	8,312.03	8,253.66
- Income relating to CRDS and CSG (Notes 12a and 12.1a)	11,942.02	8,312.03	8,253.66
- Income relating to social levies on income from property and investments Note 12.2a)	1,607.38	0.00	0.00
- Income from Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites – FRR</i>) Note 12.3)	2,100.00	0.00	0.00
- Income from property (Note 13a)	0.43	0.00	0.00
- Provisions reversed for CRDS and CSG loans (Notes 12a and 12.1a)	6.75	0.00	0.00
<i>Other operating charges</i>	(184.48)	(160.75)	(171.37)
- Charges relating to CRDS and CSG (Notes 12a and 12.1a)	(105.11)	(86.83)	(80.78)
- - Charges relating to social levies on income from property and investments (Note 12.2a)	(31.47)	0.00	0.00
- Payments to the State (Note 14)	0.00	0.00	0.00
- Payments to social security agencies (Note 14)	0.00	0.00	0.00
- Provision for doubtful debts relating to CRDS and CSG (Notes 12a and 12.1a)	(47.89)	(73.92)	(90.58)
- Charges related to property (Note 13a)	(0.01)	0.00	(0.01)
GROSS OPERATING PROFIT	11,677.26	5,134.67	5,260.02
OPERATING PROFIT	11,677.26	5,134.67	5,260.02
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	11,677.26	5,134.67	5,260.02
- Exceptional income (Note 15)	0.59	0.00	0.00
NET PROFIT FOR THE PERIOD	11,677.85	5,134.67	5,260.02

CASH FLOW STATEMENT

Cash flow (€ millions)	Period ended	31 December 2011	31 December 2010	31 December 2009
Net banking income		(3,792)	(3,014)	(2,820)
Inflation premiums		287	170	(18)
Provisions for financial instruments		0	0	(6)
Amortisation of premiums and balancing payments		(31)	(15)	(32)
Change in accrued interest		266	98	152
Net cash from (used in) banking activities	(A)	(3,270)	(2,760)	(2,724)
Net operating income		15,469	8,151	8,082
(Increase) decrease in accrued income from CRDS and CSG		(447)	88	(284)
(Increase)/decrease in accruals on social levies set at 2.2%		(76)	0	0
(Increase)/decrease in other accrued income		7	(2)	36
Unearned income (FRR)		0	0	0
Net cash from (used in) operating activities	(B)	14,953	8,237	7,835
Net cash from (used in) banking and operating activities	(C=A+B)	11,683	5,477	5,111
Net cash from (used in) financing activities	(D)	55,341	4,066	12,445
Debt assumed	(E)	(67,767)	0.00	(17,000)
Net cash flow for the year	(C+D+E)	(742)	9,543	557
<i>Cash and cash equivalents at 31 December Y-1</i>		<i>14,497</i>	<i>4,955</i>	<i>4,398</i>
<i>Cash and cash equivalents at 31 December Y</i>		<i>13,755</i>	<i>14,497</i>	<i>4,955</i>
Net increase (decrease) in cash and cash equivalents		(742)	9,543	557

The cash flow statement takes into account the following items:

- A – net cash from (used in) banking activities

This is net banking income (debts plus income from derivatives and cash instruments) less income and expenses with no effect on the cash position (provisions, amortisation of issuance and redemption premiums, accrued interest, revaluation of index-linked bonds, etc.).

- B – net cash from (used in) operating activities

This is the operating profit or loss (mainly income from CRDS and CSG, social levies on income from property and investments and from the FRR) less income and expenses with no effect on the cash position (accrued income or deferred expenses).

- C – net cash from (used in) banking and operating activities

This consists of net cash from (used in) banking and operating activities (C = A + B).

- D – net cash from (used in) financing activities

These are the cash flows resulting from debt issuance and debt repayment during the year.

- E – social security debt assumed

Social security debt assumed represents the disbursements made during the period by CADES in respect of debt assumed from social security funding organisations.

The net change in cash and cash equivalents reflects the following cash flows:

- net cash from (used in) banking and operating activities (C);
- net cash from (used in) financing activities (D); and
- social security debt assumed (E).

OFF-BALANCE SHEET COMMITMENTS

At (€ millions) (notes 16-18)	31 2011	December 2010	31 2009	December 2009
COMMITMENTS GIVEN (note 18)				
Financing commitments				
Annual payment to the State (Article 4.IV of Order 96-50 of 24 January 1996)		-	-	-
Payments to various social security bodies (Article 4.IV of Order 96-50 of 24 January 1996)		-	-	-
- First assumption of debt provided for by the 2011 Social Security Finance Act	2,700.00	68,000.00		-
- Second assumption of debt provided for by the 2011 Social Security Finance Act	62,000.00	62,000.00		-
Financing commitments given: acquired under repurchase agreements	69.04	-		-
COMMITMENTS RECEIVED (note 18)				
- From credit institutions: credit lines	9,700.00	700.00		700.00
- From credit institutions: credit lines in treasury bills	5,000.00	-		-
- Financing commitments received: borrowings	-	-		-
- Financing commitments received: commercial paper and lent under repurchase agreements	81.98	-		-
- Financing commitments received: payment from the Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites</i>)	27,300.00	29,400.00		-

NOTES TO THE FINANCIAL STATEMENTS

HIGHLIGHTS OF THE YEAR

◆ Social security debts assumed

Under the 2011 Social Security Funding Act (*Loi de Financement de la Sécurité Sociale – LFSS*) 2010-1594 of 20 December 2010, CADES was required to take on the following new debts:

Firstly, up to a maximum of €68 billion and by 31 December 2011 at the latest:

- the 2009 and 2010 deficits for the three branches Sickness, Maternity, Incapacity and Death; Senior Citizens, Widows and Widowers; and Family.
- the provisional 2011 deficit for the two branches Sickness, Maternity, Incapacity and Death; and Family.

Decree 2011-20 of 5 January 2011 stipulated the dates and amounts to be paid in a total amount of €65.3 billion.

Secondly, the 2011 to 2018 deficits for the Senior Citizens, Widows and Widowers branch, subject to an overall maximum of €62 billion and a yearly maximum of €10 billion. These payments are to be made by 30 June each year as from 2012, and the details of these payments for 2012 were established by Decree 2012-329 of 7 March 2012.

This decree takes into account an adjustment of €3,080,545,413.15 in favour of CADES, arising from the difference between on the one hand the cumulative amount of the deficits recorded for 2009 and 2010 plus the provisional deficit for 2011 and, on the other hand, the amount of the payments made by CADES in 2011 under this heading.

The provisional amount of the transfers that CADES must make to ACOSS in 2012, initially set at €9,728,600,000, has been reduced by the amount of this adjustment and stands at €6,648,054,586.85.

Since the amount of the deficits for 2011 is still provisional and not approved, this adjustment has not been taken into account in the year ended 31 December 2011.

In accordance with the accounting policies which CADES applies, future deficits remaining to be assumed at 31 December 2011 have been recognised off-balance sheet as commitments given, in the amount of €64.7 billion.

- Other assumption of debts

The 2012 Social Security Financing Act No. 2011-1906 of 21 December 2011 established a new assumption of debt by CADES from the Caisse Centrale de la Mutualité Sociale Agricole (CMSA) for an amount of €2,466,641,896.19, which was disbursed on 31 December 2011.

- New resources allocated to debt coverage

Act 2010-1594 of 20 December 2010 provides for the allocation of the following additional resources to CADES as from 2011:

- a larger share of the supplementary social security contribution (*Contribution Sociale Généralisée – CSG*), which will increase from 0.2% to 0.48% on all taxable employment income, unemployment and similar benefits, and income from property and investment proceeds; and to 0.28% on profits from gaming;
- a 1.3% share of the social levies on income from property and investments, for which the rate was set at 2.2% until 30 September 2011, then 3.4% from 1 October 2011 until 31 December 2011;
- an annual payment of €2.1 billion from the Retirement Reserve Fund (FRR) until 2024 inclusive, in accordance with the calendar established by the agreement entered into between the two institutions. The first payment was made on 26 April 2011.

◆ Financing transactions

Issues

CADES borrowed €35.22 billion:

- four new issues under the UK programme (two in USD and two in EUR) for an amount of €4.99 billion;
- eighteen new issues under the French programme (one in AUD, six in EUR, three in USD, three in GBP, two in CHF and three in NOK) for a total amount of €14.61 billion;
- twenty-seven tap issues under the French programme (twenty-three in EUR and four in GBP) for a total of €10.82 billion;
- three private placements under the German programme for a total of €1 billion;
- three issues of negotiable medium-term notes for a total of €3.8 billion.

Redemptions

CADES reimbursed €10.32 billion:

- six issues made under the French programme (one in EUR and five in USD) for a total of €6.23 billion;
- six issues made under the UK programme (one in EUR and five in USD) for a total of €1.24 billion;
- one issue made under the Australian programme in AUD for an amount of €0.3 billion;
- one issue made under the stand-alone programme for an amount of €2.55 billion.

Inflation swaps

Twelve inflation swaps matured in 2011 for a total of €485 million.

- Credit lines

Commitments received in 2011 comprise:

- four back-up credit lines totalling €700 million which are cancellable by the counterparty at 30 days' notice.
- four bilateral lines for the purchase of commercial paper issued by CADES for a total amount of €5 billion (€2 billion maturing on 23 August 2012, €1 billion on 17 January 2012, €1 billion on 9 March 2012 and €1 billion on 14 April 2012) ;
- a credit line of €9 billion due on 14 December 2012.

ACCOUNTING POLICIES AND METHODS

1. Basis of valuation and presentation

The accounting policies adopted by CADES meet two requirements.

Given that the activity of CADES is essentially financial, the financial statements are prepared in accordance with accounting regulations applicable to credit institutions and financial institutions as well as with generally accepted accounting principles in France. In particular, CADES has applied the accrual concept and the prudence concept.

The presentation of the financial statements complies with Regulation 91-01 of 16 January 1991 as amended, issued by the French Banking and Financial Regulatory Committee (*Comité de la Réglementation Bancaire et Financière – CRBF*) relating to the preparation and publication of the individual accounts of credit institutions. In its opinion CNC 99-04, the French National Accounting Board (*Conseil National de la Comptabilité – CNC*) decided that CADES could present certain transactions in a manner specific to it. Accordingly, in its profit and loss account, CADES records operating income and expenses, which are mainly composed of the revenue drawn from the CRDS and CSG and from property transactions, and payments to the State and social security funding organisations.

These accounts are then aggregated to comply with the chart of accounts applicable to administrative public undertakings in accordance with the requirements of Instruction M9-1, before being submitted to the Government Audit Office.

2. Specific characteristics of CADES

CADES has been tasked with paying down the debt transferred to it. The profit or loss therefore measures its capacity to reduce its own debt, and corresponds to the resources allocated to it less the financial costs relating to its debt with third parties.

The profit and loss account should be interpreted in light of the specific mission entrusted to CADES, the sole purpose of which is to extinguish a debt over its scheduled term.

3. Changes in accounting policies and methods compared with previous years

No changes were made to accounting principles and methods in 2011.

4. Debts assumed from social security funding organisations

The payments CADES makes in respect of debts assumed from social security funding organisations in accordance with the social security deficit funding acts are recognised against the profit and loss account brought forward.

When CADES' payments to the social security bodies as determined on the basis of the provisional deficits are greater than the deficits subsequently established, an adjustment may be made in CADES' favour. These adjustments are recognised against the profit and loss account brought forward at the time of the payment.

Debts assumed in accordance with legal stipulations but for which payments have not yet been made to the organisations are recorded as off-balance sheet commitments (see Note 18).

5. CADES' resources

5.1 Contribution to the repayment of the social security debt

- Revenue explicitly allocated to CADES

The social security debt repayment contribution (CRDS) defined by Order No. 96-50 of 24 January 1996 was explicitly created to provide resources to CADES. Article 6 of said Order states that “the proceeds of the contributions created in respect of Chapter 2 of said Order on repayment of the social security debt shall be allocated to Caisse d’Amortissement de la Dette Sociale”.

- A broad-based tax

The tax is levied on multiple sources of income. One can distinguish:

- On the one hand, employment income and unemployment and similar benefits: salaried income, redundancy payments and retirement indemnities (under certain conditions), retirement and disability pensions, sickness and maternity benefits, housing benefits, family allowances, and child-minding benefits, etc., and
- On the other hand, income from property, from investments, from the sale of precious metals and gems, and from gaming.

Contributions assessed on employment income and employment income replacements are paid over daily by ACOSS to CADES as and when they are collected by the central agency.

Contributions assessed on other revenues are centralised by the State's financial agencies (tax collection offices, treasuries and customs and excise agencies) before being paid over to CADES.

▪ Collection costs borne by CADES

Article 8 of the Order of 24 January 1996 stipulates that CADES shall bear assessment and collection costs. These costs consist of a flat amount defined jointly by the Minister of the Economy and Finance and the Minister in charge of Social Security.

Collection agencies deduct a 0.5% withholding from the contribution paid over to CADES.

CRDS contributions levied on income from property entered in the tax assessment register by the offices of the DGFIP (*Direction Générale des Finances Publiques* or Public Finances Directorate) are paid over to CADES on the basis of register entries and not the amounts actually collected. In return, a 4.1% withholding is applied to the sums paid over to CADES to cover assessment and collection costs (0.5%) and the cost of tax reductions and bad debts (3.6%), as provided for by Article 1641 of France's General Tax Code (*Code Général des Impôts*).

Amounts collected by CADES in respect of the CRDS are reported under "Other operating income" in the profit and loss account. Assessment and collection costs are recorded under "Other operating charges".

▪ Accrual basis accounting

CADES applies the accruals principle in accordance with accounting standards applicable to credit institutions and Articles L114-5 and D-114-4-4 of the Social Security Code establishing the principle whereby social security agencies shall maintain accounting records on a receivable-payable basis.

Accordingly, CRDS contributions paid to collecting agencies are included in the accounts for the period regardless of the date on which these amounts were actually collected. So as to be able to recognize this income at the balance sheet date, CADES accrues this income on the basis of a notification provided by the collecting agencies indicating amounts assessed for the period not collected at the balance sheet date and CRDS contributions not yet collected by ACOSS. For the six-monthly closing at 30 June, as CADES receives no notification from the collecting agencies it estimates accrued income based on payments received in July.

Provisions against outstanding CRDS contributions are notified to CADES by ACOSS. These provisions are calculated on a statistical basis applying an annual rate determined by reference to an ageing analysis of the receivables. They are deducted from gross amounts receivable as reported in the balance sheet. As CADES receives no notification from ACOSS for the position as at 30 June, it determines provisions against outstanding contributions on the same basis as at the previous year end.

Regarding the collection of the CRDS contributions, note that at no time does CADES act as primary collector; all the resources to which it is entitled are remitted by third parties, first and foremost ACOSS, followed by the offices of the DGFIP (*Direction Générale des Finances Publiques* or Public Finances Directorate).

CADES' responsibility is confined to verifying that the sums transferred agree to the accounting vouchers raised. The primary collecting agencies are responsible for transferring the funds, for verifying the tax base, for adjusting tax bases when applicable and for recovering past dues, in return for which these agencies receive a remuneration equivalent to 0.5% of the sums collected.

Accordingly, CADES' responsibility at revenue level is limited to substantive verifications of the accounting vouchers produced by the collecting agencies.

5.2 Supplementary social security contribution

Act No. 2008-1330 on the funding of the social security system for 2009 extended the mission of CADES by entrusting to it a further €27 billion of debt in respect of the health insurance deficit (€14.1 billion), old age pension deficit (€8.8 billion) and old age solidarity fund (€4 billion).

In accordance with the Organic Law of 2 August 2005, the French Parliament voted an increase in resources so as not to extend the life of CADES. This new resource corresponds to a portion of the supplementary social security contribution (*Contribution Sociale Généralisée – CSG*). Since 2009, this has been paid to CADES at the rate of 0.2%. From 2011 it was increased to 0.48% for CSG on all taxable employment income, unemployment and similar benefits, and income from property and investment proceeds; and to 0.28% on profits from gaming.

This is a broad-based tax levied on employment income and employment income replacements as well as income from property, investments and gaming.

The difference in tax base between the CRDS and CSG mainly concerns revenue from the sale of precious metals and gems, from gaming and from family benefits.

The payment circuits and methods of accounting for the CSG are the same as for the CRDS.

5.3 Social levies on income from property and investments

Act No. 2010-1594 of 20 December 2010 allocates to CADES, starting in 2011, a 1.3% share of the social levies on the income from property and investments referred to in Article 241-14 of the Social Security Code. The rate for these charges was set at 2.2% until 30 September 2011, then 3.4% from 1 October 2011 until 31 December 2011.

5.4 Resources from the Retirement Reserve Fund

Under the 2011 Social Security Funding Act (*Loi de Financement de la Sécurité Sociale – LFSS*) 2010-1594 of 20 December 2010, the Retirement Reserve Fund (*Fonds de Réserve pour les Retraites – FRR*) is required to pay CADES a total of €29.4 billion in yearly instalments of €2.1 billion no later than 31 October each year, with effect from 1 January 2011 until 2024. The two institutions concerned will draw up an agreement setting out the timing and terms and conditions governing these payments.

The annual income of €2.1 billion to be paid by the FRR as from 2011 is recognised under income for the period. It is paid in April of each year.

As at 30 June the income recognised in profit and loss corresponded to half the annual payment, or €1.05 billion.

FRR's commitment to pay amounts for subsequent years is recognised in off-balance sheet items under Other Commitments Received – Retirement Reserve Fund.

6. Private rental property

CADES has sold all the property transferred on 1 January 2000 to CADES in application of Article 9 of Order No. 96-50 of 24 January 1996 and recorded under "Property endowment" as a component of reserves.

Acting on behalf of CADES, CNAVTS managed the residual rights and obligations related to this property until the expiration of the agreement between the two parties on 31 December 2006. Signed in December 1999, this agreement empowered CNAVTS to do all that was necessary in connection with the administration of the properties.

Since 1 January 2007, disputes and claims have been managed internally by CADES.

CADES' Accounting Officer records expenses and revenue on the basis of the supporting documents submitted by the Authorising Officer.

7. Transactions denominated in foreign currencies

Foreign currency transactions are recorded on a multi-currency basis and are measured in accordance with the following principles:

Foreign currency transactions involving balance sheet and off-balance sheet items are measured in euro at the rate of exchange ruling on the balance sheet date.

The rates used at 31 December 2011, which correspond to the reference rates communicated by the European Central Bank, are indicated in the table below:

USD:	1.2939	SEK:	8.9120	GBP:	0.8353
AUD:	1.2723	NOK:	7.7540	MXN:	18.0512
CHF:	1.2156	NZD:	1.6737	HKD:	10.0510
CAD:	1.3215	TRY:	2.4432	JPY:	100.2000
ZAR:	10.483				

- Foreign currency income and charges are translated into euro at the exchange rate ruling on the date when they were recognised in the profit and loss account.
- Realised and unrealised foreign exchange gains and losses are recognised in the profit and loss account as operating income from banking transactions or operating charges on banking transactions.

8. Repurchase agreements with securities delivered

Top-grade securities are acquired by CADES under repurchase agreements for the purpose of investing available cash balances.

Securities received under these agreements are reported under loans and advances to credit institutions.

9. Tangible and intangible fixed assets

Fixed assets are accounted for under the historical cost convention. Tangible fixed assets are depreciated and intangible fixed assets amortised over their estimated useful life.

Tangible fixed assets consist mainly of office equipment and computer equipment.

Intangible fixed assets include software.

10. Bonds

Bonds issued by CADES are reported as a liability in the balance sheet at their nominal value (if redeemed at par) plus accrued interest. Foreign currency bonds are translated into euro at the exchange rate prevailing on the balance sheet date.

Bonds indexed to inflation (French consumer price index excluding tobacco for all households in Metropolitan France) are measured by reference to a predefined inflation benchmark on the balance sheet date, resulting in the recognition of a redemption premium that is reported as a liability.

Inflation benchmarks:

CPI as at 31 December 2011:	122.72226
Cadesi 2013 index:	1.22509
Cadesi 2017 index:	1.08214
Cadesi 2019 index:	1.12270
Cadesi 2021 index:	1.02261

When bonds are issued at a premium, this premium is accounted for as deferred charges and is therefore reported under prepayments and accrued income in the balance sheet. These charges are recognised to the profit and loss account over the life of the bonds under banking operating charges.

When bonds are issued at a discount, this discount is accounted for as deferred income. This income is recognised to the profit and loss account over the life of the bonds under banking operating income.

All costs relating to bond issues are charged to the profit and loss account on the date of issue and reported under “fees paid”.

11. Interest rate and currency swaps

Transactions involving forward financial instruments, entered into for the purpose of hedging interest rate and currency exposure, are recognised in accordance with the regulations issued by the French Banking and Financial Regulatory Committee. Commitments in respect of these transactions are reported as off-balance sheet commitments at the contract’s nominal value. Accounting principles applied differ according to the nature of these instruments and management intention at inception.

Transactions consist mainly of interest rate swaps and currency swaps entered into for hedging purposes. Interest rate swaps are entered into in compliance with the risk management policy defined by the Board of Directors. Currency swaps are entered into only for the purpose of hedging CADES’ foreign exchange exposures.

Income and charges arising on forward financial instruments entered into for the purpose of hedging or managing the global interest rate exposure are recognised to profit or loss *pro rata temporis*.

Gains and losses on hedging designed to reduce the risk resulting from a particular asset or liability are taken to profit or loss and included under interest receivable and similar income or interest payable and similar charges to match income or charges recognised in respect of the hedged item.

As regards balancing cash payments arising from swaps entered into to hedge a debt instrument on inception, the portion covering issuance costs in respect of the underlying instrument is taken to profit and loss when the cash payment is recognised. This accounting method fairly reflects the asset value of issues transformed by entering into swaps involving cash payments and results in the amount equivalent to the issuance costs being recognised to profit and loss *pro rata temporis*.

12. Interest rate futures

Firm macro hedging transactions on organised markets (German Bund and Bobl) are recognised in accordance with the regulations issued by the French Banking and Financial Regulatory Committee. Sales of financial futures (Euro Bund and Euro Bobl futures) are recognised as off-balance sheet items for their nominal value. Margin calls are recognised directly to profit or loss. Initial margins are accounted for as deposits paid and reported as assets in the balance sheet. Finally,

brokerage fees – which represent trading fees on the sale or purchase of Bunds or Bobls – are recognised directly to profit or loss.

13. Provisions

No general provisions for liabilities and charges are recognised by CADES. When appropriate, provisions in respect of identified risks are set aside in accordance with applicable accounting principles.

14. Taxation

CADES is not assessed to business taxes (corporation tax, value added tax and local business tax) or to apprenticeship tax. The only tax it pays is the payroll tax.

Note that profits on the sale of property transferred by the social security agencies did not give rise to the payment of corporation tax.

15. Counterparty risk

CADES' exposure to counterparty risk is limited to two types of transactions: investment transactions and off-balance sheet transactions.

For both types of transactions, CADES has signed market agreements modelled on the master agreement drawn up by the French Banking Association (*Fédération Bancaire Française – FBF*) providing for daily margin calls (for investment transactions) and weekly margin calls (for off-balance sheet transactions).

1. Investment transactions

CADES invests cash balances mainly in securities delivered under repurchase agreements but may also buy government securities outright. In exchange for the loan extended to a counterparty, CADES receives full ownership of a government security (OAT, BTAN, BTF) or government-guaranteed security over the term of the repurchase agreement. Most repurchase agreements are negotiated with French Treasury bond dealers (*Spécialiste en Valeurs du Trésor – SVT*) or with counterparties with a double-A rating.

Margins calls are carried out daily by CADES to provide additional protection against significant fluctuations in market prices for the securities received as collateral.

2. Off-balance sheet transactions

To manage its interest rate risk and eliminate the currency risk, CADES enters into transactions in the derivatives markets involving instruments such as interest rate swaps, currency swaps and asset swaps. By using triggers set by reference to each counterparty's rating and by carrying out weekly margin calls, CADES significantly reduces the residual risk of default on these instruments.

16. Transactions involving investment securities

The portfolio of investment securities is valued in accordance with Regulation 90-01 (as amended) issued by the French Banking and Financial Regulatory Committee. This portfolio, which consists of fixed income government securities, is reported in the balance sheet under treasury bills and other bills eligible for refinancing with central banks.

Securities are reported in the balance sheet at their acquisition cost. Interest income is reported under interest receivable and similar income from bonds and other fixed income securities.

Unrealised losses give rise to a provision for impairment determined by reference to the most recent quoted price. These provisions are determined individually.

Provisions for impairment set aside and reversed and gains and losses on the sale of investment securities are reported in the profit and loss account under gains and losses on investment securities.

NOTES TO THE FINANCIAL STATEMENTS

BALANCE SHEET

At 31 December 2011, the balance sheet showed total assets of €19.40 billion for total debt of €162.16 billion resulting in negative reserves of €142.76 billion.

ASSETS

Note 1: Treasury and interbank transactions

At (€ millions)	31 December 2011	31 December 2010	31 December 2009
CENTRAL BANKS	8,438.91	1,200.34	983.44
Central banks	8,438.91	1,200.34	983.44
TREASURY BILLS AND OTHER BILLS ELIGIBLE FOR REFINANCING WITH CENTRAL BANKS	150.01	12,166.95	2,284.57
Government securities with a maturity of less than 3 months	150.00	12,157.00	2,284.10
Accrued interest	0.01	9.95	0.47
LOANS AND ADVANCES TO CREDIT INSTITUTIONS	5,166.28	1,129.77	1,686.71
Repayable at sight	0.75	0.29	0.37
Debit balances on ordinary accounts	0.75	0.29	0.37
Securities received under open repurchase agreements	0.00	0.00	0.00
Accrued interest	0.00	0.00	0.00
Repayable at term	5,165.53	1,129.48	1,686.34
Securities received under term repurchase agreements with a maturity of less than 3 months	5,164.82	1,129.34	1,686.16
Of which:			
Treasury bills	0.00	0.00	442.67
Bonds	1,500.00	403.41	1,163.74
Own securities	3,664.82	725.93	79.75
Accrued interest	0.71	0.14	0.18
Total	13,755.20	14,497.06	4,954.72

Balances with central banks correspond to the euro-denominated account held by CADES with Banque de France.

Note 2: Intangible and tangible fixed assets

At (€ millions)	Gross value at 1 January 2011	Acquisitions	Disposals	Gross value at 31 December 2011	Amortisation and depreciation	31 December 2011 Net book value	31 December 2010 Net book value	31 December 2009 Net book value
Intangible assets	0.22	0.01	0.00	0.23	0.22	0.01	0.00	0.00
Software	0.22	0.00	0.00	0.22	0.22	0.00	0.00	0.00
Other	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.00
Tangible assets	0.69	0.03	0.00	0.72	0.56	0.16	0.17	0.21
Sundry equipment	0.69	0.03	0.00	0.72	0.56	0.16	0.17	0.21
Total	0.91	0.04	0.00	0.95	0.78	0.17	0.17	0.21

Intangible and tangible assets reflect the value of the software and equipment acquired by CADES, net of related amortisation and depreciation.

Note 3: Other assets

At (€ millions)	31 2011	December 2010	31 2010	December 2009	31 2009	December
SUNDRY DEBTORS		179.12		49.41		260.42
Deposits paid by way of initial margins		113.72		0.00		213.22
- <i>Deposits</i>		113.54		0.00		212.99
- <i>Accrued interest</i>		0.18		0.00		0.23
Outstanding CRDS and CSG contributions to be collected by ACOSS		65.40		49.41		47.20
- <i>Gross amounts receivable</i>		449.77		392.65		316.52
- <i>Provisions</i>		(384.37)		(343.24)		(269.32)
Other debtors in respect of financial transactions		0.00		0.00		0.00
Other debtors in respect of operating charges		0.00		0.00		0.00
Other sundry debtors – CNAV		0.00		0.00		0.00
- <i>Gross amounts receivable</i>		1.18		1.61		1.61
- <i>Provisions</i>		(1.18)		(1.61)		(1.61)
Total		179.12		49.41		260.42

Other assets comprise:

- Deposits paid by way of initial margins in connection with forward contracts entered into to hedge counterparty risk amounting to €113.72 million.
- Outstanding CRDS and CSG contributions to be collected by ACOSS amounting to €65.40 million. Provisions totalling €384.37 million have been deducted from the gross amounts receivable of €449.77 million.
- A receivable of €1.18 million, consisting of the balance of damages and interest amounting to €1.04 million claimed from a buyer who reneged on a commitment to purchase a group of buildings and sundry debtor balances totalling €0.14 million due from tenants and buyers for which legal proceedings are being managed by CNAVTS. These amounts were provisioned in full at 31 December 2011.

Movements in provisions against outstanding CRDS and CSG contributions to be collected by ACOSS and in respect of sundry debtors are detailed in the table below:

At (€ millions)	31 2011	December 2010	31 2010	December 2009	31 2009	December
Provisions brought forward	344.85		270.93		180.77	
Provisions set aside – property	0.00		0.00		0.00	
Provisions set aside – CRDS and CSG	47.89		73.92		90.58	
Provisions reversed – property	(0.43)		0.00		0.00	
Provisions reversed – CRDS and CSG	(6.75)		0.00		(0.42)	
Provisions carried forward	385.56		344.85		270.93	

Note 4: Prepayments and accrued income

At	31	December	31	December	31	December
(€ millions)	2011		2010		2009	
ACCRUED INCOME		1,729.96		1,315.90		1,384.73
On forward interest rate instruments		158.52		225.09		221.39
On forward currency instruments		275.06		320.30		305.04
On CRDS and CSG revenues		1,217.68		770.51		858.30
On revenue from social levies on income from property and investment		76.27		0.00		0.00
On property sales		0.00		0.00		0.00
Other accrued income		2.43		0.00		0.00
CONTINGENT LOSSES AND LOSSES TO BE SPREAD ON FORWARD FINANCIAL INSTRUMENTS		22.63		13.34		19.22
DEFERRED CHARGES		249.94		237.74		268.51
Issuance premiums on bonds and EMTN		294.94		237.74		268.51
Other deferred charges		0.00		0.00		0.00
PREPAYMENTS		42.52		12.01		8.16
Prepaid administrative expenses		0.06		0.01		0.05
Prepaid interest on negotiable debt instruments		42.46		12.00		8.11
Other prepayments		0.00		0.00		0.00
OTHER		3,373.05		1,086.74		70.57
Currency adjustment accounts		3,373.05		1,086.54		70.40
Property rental adjustment account		0.00		0.00		0.00
Sundry		0.00		0.20		0.17
Total		5,463.10		2,665.73		1,751.19

Prepayments and accrued income consist of transactions affecting the profit and loss account independently of the date on which the corresponding income is paid or collected. They include:

- accrued income relating to CRDS and CSG contributions for €1,217.68 million, social levies for €76.27 million, financial (interest rate) instruments for €158.52 million, currency instruments for €275.06 million and interest on the account with Banque de France for €2.43 million.
- issuance premiums on bonds and EMTN amounting to €294.94 million to be recognised in profit and loss over time.
- prepayments amounting to €42.52 million, which consist mainly of prepaid interest on the issue of negotiable debt instruments.

currency adjustment accounts amounting to €3,373.05 million, being technical accounts used to recognize to profit and loss adjustments arising on the measurement of off-balance sheet commitments.

LIABILITIES AND RESERVES

Reserves consist of the profit and loss account brought forward, the profit or loss for the period and the property endowment.

At 31 December 2011, CADES had negative reserves of €142,764.74 million. These negative reserves correspond to the debt transferred to CADES amounting to €34,148.5 million, €47,310 million pursuant to the Act of 13 August 2004, €27,000 million pursuant to the Act of 17 December 2008, €65,300 million pursuant the Act of 20 December 2010 and €2,466.65 million pursuant to the Act of 21 December 2011, less amounts that have been credited to reserves and which are composed of the accumulated profits generated by CADES since 1996 amounting to €33,214.49 million, of which €11,677.85 in 2011, the property endowment on 1 January 2000 amounting to €181.22 million, and the payment received from ACOSS amounting to €64.7 million by way of an adjustment of the deficits assumed by CADES from 1999 to 2006.

Liabilities, which amounted to €162,162.12 million at 31 December 2011, consist mainly of debts to credit institutions amounting to €1,026.47 million, debts evidenced by securities totalling €156,927.63, deposits in guarantee received and others totalling €3,418.79 million and accruals and deferred income totalling €789.23 million.

Note 5: Treasury and interbank transactions

At	31 December 2011				31 December 2011	31 December 2010	31 December 2009
(€ millions)	Up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 5 years	Over 5 years	Total	Total	Total
AMOUNTS OWED TO CENTRAL BANKS							
Amounts owed to credit institutions	26.56	999.91	0.00	0.00	1,026.47	0.00	151.11
At sight	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Credit balances on ordinary accounts	0.00	0.00	0.00	0.00	0.00	0.00	0.00
At term	26.56	999.91	0.00	0.00	1,026.47	0.00	151.11
Securities given under repurchase agreements	26.00	0.00	0.00	0.00	26.00	0.00	0.00
Accounts and deposits	0.00	998.00	0.00	0.00	998.00	0.00	151.11
Of which: Euro	0.00	998.00	0.00	0.00	998.00	0.00	50.00
Other currencies	0.00	0.00	0.00	0.00	0.00	0.00	101.11
Accrued interest	0.56	1.91	0.00	0.00	2.47	0.00	0.00
Total	26.56	999.91	0.00	0.00	1,026.47	0.00	151.11

Note 6: Debts evidenced by securities

At	31 December 2011				31 December 2011	31 December 2010	31 December 2009
(€ millions)	Up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 5 years	Over 5 years	Total	Total	Total
NEGOTIABLE DEBT INSTRUMENTS							
	31,166.08	11,714.60	0.00	0.00	42,880.68	8,446.45	10,587.56
Treasury bills denominated in euro	7,892.50	2,273.00	0.00	0.00	10,165.50	10.00	100.00
Treasury bills denominated in other currencies	186.96	164.78	0.00	0.00	351.74	0.00	348.98
MTN denominated in euro	3,806.00	0.00	0.00	0.00	3,806.00	11.00	11.00
Commercial paper denominated in euro	2,489.55	1,970.50	0.00	0.00	4,460.05	0.00	1,279.30
Commercial paper denominated in other currencies	16,790.35	7,302.04	0.00	0.00	24,092.39	8,425.45	8,848.28
Other negotiable debt instruments denominated in foreign currencies	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accrued interest	0.72	4.28	0.00	0.00	5.00	0.00	0.00

BONDS	1,580.14	10,627.52	55,941.93	45,897.36	114,046.95	92,798.48	86,366.93
Bonds and EMTN denominated in euro	0.00	6,500.00	32,922.78	43,633.86	83,056.64	65,656.21	64,764.41
Bonds and EMTN denominated in other currencies	154.57	3,890.23	23,019.15	2,263.50	29,327.45	25,773.15	20,346.85
Accrued interest	1,425.57	237.29	0.00	0.00	1,662.86	1,369.12	1,255.67
Total	32,746.22	22,342.12	55,941.93	45,897.36	156,927.63	101,244.93	96,954.49

One of the euro issues, for €200 million with a €100 million tap maturing in 2025, is subject to early redemption at the counterparty's option from 2021. The four medium-term negotiable notes totalling €3,806 million are subject to optional partial or total early redemption on each coupon date.

Debts evidenced by certificates are analyzed below:

They comprise negotiable debt instruments totalling €42,880.68 million, and bonds and similar instruments totalling €114,046.95 million.

Bonds and similar instruments are issued under:

- a French issuance programme for which the limit is €75 billion;
- a UK issuance programme for which the limit is €65 billion;
- an Australian issuance programme for which the limit is AUD 6 billion;
- a stand-alone programme consisting of bond issues, private placements and MTN issues.

All in all, debts evidenced by securities maturing within one year totalled €55,088.34 million and by those maturing at over five years €45,897.36 million, compared with €20,819.31 million and €38,386.29 million respectively at 31 December 2010. Debt due to mature between at between one and five years went from €42,039.33 million at 31 December 2010 to €55,941.93 million at 31 December 2011.

The tables below detail borrowings by programme.

€ millions

Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
Australia	10/12/2009	10/12/2012	500	AUD	EMTN	BBSW + 0.4%	AU3FN0009650
	28/02/2008	28/02/2013	1,000	AUD	EMTN	7.50%	AU3CB0058196
Stand-alone	27/03/1998	25/10/2012	3,000	EUR	bond	5.25%	FR0000571366
	21/11/2011	22/11/2012	1,860	EUR	BMTN	3-month Euribor-margin	FR0120251238
	28/11/2011	28/11/2012	1,340	EUR	BMTN	3-month Euribor-margin	XS0710324186
	28/11/2011	28/05/2013	595	EUR	BMTN	3-month Euribor-margin	FR0120251253
	01/04/1999	25/07/2013	3,100	EUR	bond	CADESI 3.15%	FR0000492308
	11/10/2004	25/10/2014	4,400	EUR	bond	4.00%	FR0010120410
	09/02/2005	25/04/2015	3,000	EUR	bond	3.625%	FR0010163329
	09/12/2004	25/07/2019	2,400	EUR	bond	CADESI 1.85%	FR0010137554
	21/12/2004	25/10/2019	5,000	EUR	bond	4.00%	FR0010143743
	27/05/2005	25/10/2020	4,000	EUR	bond	3.75%	FR0010198036
19/07/2004	30/12/2013	11	EUR	BMTN	3-month Euribor-0.17%	FR0107096036	

€ millions

Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
Germany	28/11/2011	25/04/2022	151	EUR	Private Plct	4%	
	29/07/2011	19/12/2025	615	EUR	Private Plct	3.91%	
	25/11/2011	19/12/2025	232	EUR	Private Plct	4.50%	
UK	27/01/2009	27/01/2012	200	USD	EMTN	1.97%	XS0410258916
	13/04/2004	13/04/2012	100	USD	EMTN	3.72%	XS01899224003
	16/04/2004	16/04/2012	100	USD	EMTN	3.80%	XS0190054618
	23/12/2002	20/12/2012	26	USD	EMTN	0.50%	XS0159498640
	06/08/2007	06/03/2013	50	EUR	EMTN	4.442%	XS0314647149
	25/11/2008	25/10/2013	200	USD	EMTN	3.40%	XS0400917349
	15/12/2004	16/12/2013	100	USD	EMTN	4.51%	XS0207591271
	15/12/2008	16/12/2013	250	USD	EMTN	2.66%	XS040503800
	17/03/2011	17/03/2014	500	EUR	bond	1.09%	XS0605979870
	11/07/2011	11/07/2014	2,500	USD	bond	1.25%	US12802NAB01
	30/06/2005	30/06/2015	25	AUD	EMTN	5.64%	XS0222727058
	31/03/2011	31/03/2016	2,500	USD	bond	2.375%	US12802DAA46
	07/03/2011	07/03/2018	1,000	EUR	bond	3.25%	XS0599789343
UK	27/06/2007	27/06/2020	10	EUR	EMTN	Formula-based variable rate	XS0306775528
	27/06/2007	27/12/2021	20	EUR	EMTN	Formula-based variable rate	XS0307053271
France	29/01/2009	25/04/2012	3,500	EUR	bond	2.625%	FR0010718338
	22/06/2009	22/06/2012	2,000	HKD	EMTN	3-month Hibor + 0.05%	FR0010772442
	23/06/2009	25/06/2012	1,000	HKD	EMTN	3-month Hibor + 0.05%	FR0010772459
	06/07/2009	06/07/2012	1,000	USD	EMTN	2.25%	FR0010776674
	17/07/2007	17/07/2012	1,000	USD	EMTN	5.375%	FR0010500843
	25/02/2009	25/07/2012	200	CHF	bond	1.50%	CH0012600398
	27/10/2009	26/10/2012	700	USD	EMTN	3-month USD LIBOR	FR0010816264
	27/11/2009	27/11/2012	1,000	USD	EMTN	1.625%	FR0010827246
	23/03/2006	15/01/2013	1,000	USD	EMTN	5%	FR0010306340
	21/01/2010	21/03/2013	500	EUR	EMTN	2.125%	FR0010844563
	04/11/2005	25/04/2013	3,000	EUR	bond	3.25%	FR0010249763
	17/06/2011	17/06/2013	600	GBP	bond	3-month GBP Libor + 0.15%	FR0011062504
	08/04/2008	15/07/2013	1,000	USD	EMTN	3.25%	FR0010606442
	28/07/2010	29/07/2013	2,000	USD	bond	1.375%	FR0010925446
	04/09/2008	04/09/2013	3,000	EUR	bond	4.500%	FR0010660100
	15/10/2010	15/10/2013	1,500	USD	bond	0.875%	FR0010950675
	18/11/2011	18/11/2013	2,000	EUR	bond	1.750%	FR0011147701

€ millions

Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
	25/01/2011	27/01/2014	2,500	USD	bond	1.375%	FR0010998104
	12/03/2009	12/03/2014	12,000	JPY	EMTN	3-month JPY LIBOR + 0.45%	FR0010734327
	25/02/2011	17/03/2014	1,500	USD	bond	1.625%	FR0011012731
	18/03/2011	18/03/2014	1,000	USD	bond	3-month USD LIBOR + 0.125%	FR0011023126
	08/04/2009	08/04/2014	34,000	JPY	EMTN	3-month JPY LIBOR + 0.55%	FR0010745299
	30/06/2011	30/06/2014	400	GBP	bond	3-month GBP LIBOR + 0.25%	FR0011071323
	01/07/2009	01/07/2014	1,000	USD	EMTN	3.50%	FR0010775239
	02/07/2009	02/07/2014	1,200	USD	EMTN	3-month USD LIBOR + 0.4%	FR0010776054
	18/06/2009	08/09/2014	525	GBP	EMTN	3.750%	FR0010770511
	22/10/2009	22/10/2014	1,250	USD	EMTN	2.875%	FR0010815332
	13/09/2011	24/11/2014	200	AUD	bond	3-month AUD Libor + 0.4%	FR0011113307
	08/12/2009	15/01/2015	3,375	EUR	bond	2.625%	FR0010831669
	26/01/2010	26/01/2015	95	GBP	EMTN	3-month GBP LIBOR + 0.02%	FR0010850156
	25/02/2009	25/02/2015	150	CHF	bond	2.125%	CH0012601446
	02/03/2010	02/03/2015	1,000	USD	bond	2.875%	FR0010862581
	22/04/2010	22/04/2015	156	AUD	EMTN	BBSW + 0.28%	FR0010889725
	15/09/2010	15/09/2015	1,500	USD	EMTN	1.875%	FR0010941732
	16/09/2010	07/12/2015	700	GBP	EMTN	2.250%	FR0010942086
	08/04/2009	08/04/2016	25,000	JPY	EMTN	3-month JPY LIBOR + 0.65%	FR0010745307
	16/02/2011	25/02/2016	4,000	EUR	bond	3%	FR0011008366
	08/03/2006	25/04/2016	5,300	EUR	bond	3.625%	FR0010301747
	02/11/2006	02/11/2016	1,250	USD	EMTN	5.25%	FR0010394452
	14/12/2009	14/12/2016	150	USD	EMTN	3-month USD LIBOR + 55bp	FR0010831891
	20/03/2007	20/03/2017	450	MXN	EMTN	7.93%	FR0010449355
	12/04/2007	25/04/2017	3,800	EUR	bond	4.125%	FR0010456434
France	28/07/2006	25/07/2017	2,000	EUR	bond	CADESI 1.85%	FR0010359679
	07/03/2008	20/12/2017	35	GBP	EMTN	3-month GBP LIBOR - 0.3705%	FR0010594366
	20/01/2011	15/10/2018	300	GBP	bond	3.75%	FR0010994376
	26/10/2006	26/10/2018	400	CAD	EMTN	4.45%	FR0010386110
	10/06/2009	25/04/2020	4,250	EUR	bond	4.250%	FR0010767566
	02/07/2010	02/07/2020	200	EUR	EMTN	3-month Euribor + 0.23%	FR0010917534
	25/10/2004	25/07/2020	1,000	EUR	EMTN	Max[0;((1+TEC100-1%)^0.25)-1]	FR0010120436

€ millions

Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
	26/10/2010	26/10/2020	1,000	USD	bond	3.00%	FR0010956565
	21/04/2009	21/04/2021	200	CHF	bond	3.00%	CH0100525382
	29/06/2010	25/04/2021	5,750	EUR	bond	3.375%	FR0010915660
	10/02/2011	25/07/2021	3,255	EUR	bond	CADESI	FR0011003672
	25/07/2006	25/10/2021	5,430	EUR	bond	4.375%	FR0010347989
	19/04/2011	19/04/2023	200	CHF	bond	2.375%	CH0127860192
	18/04/2011	25/04/2023	4,424	EUR	bond	4.125%	FR0011037001
	01/12/2011	01/12/2025	800	NOK	bond	5.120%	FR0011153097
	18/08/2011	18/08/2025	262.5	EUR	bond	3.625%	FR0011092261
	15/11/2011	15/11/2025	800	NOK	bond	4.700%	FR0011142215
	09/03/2011	09/12/2025	150	CHF	bond	2.50%	CH0124739902
	12/07/2011	19/12/2025	800	NOK	bond	4.80%	FR0011074178
	01/04/2011	20/12/2025	300	EUR	bond	3.80%	FR0011027929

Note 7: Other liabilities

At (€ millions)	31 2011	December 2010	31 2010	December 2009	31 2009	December
DEPOSITS RECEIVED BY WAY OF INITIAL MARGINS		3,352.60		1,971.38		173.16
- Deposits		3,351.43		1,970.82		173.14
- Accrued interest		1.17		0.56		0.02
OTHER CREDITORS IN RESPECT OF FINANCIAL TRANSACTIONS		3.09		2.24		1.67
OTHER CREDITORS IN RESPECT OF OPERATING CHARGES		63.10		44.92		47.27
Payments to the State		0.00		0.00		0.00
Tax		0.02		0.02		0.02
Social security		0.00		0.07		0.07
Trade creditors		0.01		0.00		0.01
Sundry creditors – ACOSS		63.07		44.83		47.17
Other sundry creditors		0.00		0.00		0.00
Total		3,418.79		2,018.54		222.10

Other liabilities correspond to:

- Deposits received by way of initial margins in respect of contracts on forward markets and repurchase agreements put in place to hedge counterparty risk, amounting to €3,351.43 million at 31 December 2011;
- Accrued interest on margin calls amounting to €1.17 million;
- Commission payable on commercial paper amounting to €3.09 million;
- Credit balance with ACOSS amounting to €63.07 million, consisting of taxpayer credit notes received from ACOSS;
- Tax payable amounting to €0.02 million;

Trade creditors in the amount of €0.01 million.

Note 8: Accruals, deferred income and provisions

At (€ millions)	31 2011	December 2010	31 2010	December 2009	31 2009	December
ACCRUALS		340.49		354.06		351.57
Accruals on forward interest rate instruments		192.48		286.57		297.82
Accruals on forward currency instruments		139.27		59.70		46.02
Fees payable in respect of market transactions		0.00		0.01		0.01
Accruals in respect of operating charges		0.15		0.24		0.14
Accruals in respect of CRDS and CSG collection costs		6.82		4.53		4.90
Accruals in respect of revenue from social levies on income from property and investments		1.36		0.00		0.00
Other accruals		0.41		3.01		2.68
CONTINGENT GAINS AND GAINS TO BE SPREAD ON FORWARD FINANCIAL INSTRUMENTS		45.53		34.21		33.25
UNEARNED INCOME		397.40		214.61		190.40

Issuance premiums on bonds	397.39	201.65	189.61
Issuance premiums on government securities	0.01	12.96	0.79
Other unearned income	0.00	0.00	0.00
OTHER	5.81	21.79	874.08
Currency adjustment accounts	5.73	21.71	874.04
Sundry	0.08	0.08	0.04
Total	789.23	624.67	1,449.30

Accruals and deferred income consist of transactions affecting the profit and loss account independently of the date on which the corresponding income is paid or collected. They include notably:

- Accrued expenses in respect of interest rate swaps amounting to €192.48 million, forward currency transactions for €139.27 million, CRDS and CSG for €6.82 million and social levies on income from property and investment for €1.36 million.
- Balancing cash payments on currency swaps amounting to €45.53 million that are to be spread.
- Unearned income amounting to €397.40 million, corresponding to premiums on bond issues and on government securities.
- Currency adjustment accounts amounting to €5.73 million, being technical accounts used to recognize to profit and loss adjustments arising on the measurement of off-balance sheet commitments.

Provisions for liabilities and charges include a provision for redundancy indemnities. The provision in respect of unrealised losses on swaps designated as isolated open positions was reversed after the swaps in question were rescinded.

At (€ millions)	31 2010	December Set aside	Reversed	31 2011
Provisions	0.18	0.03	0.00	0.21
Provision for redundancy indemnities	0.18	0.03	0.00	0.21
Provision for liabilities	0.00	0.00	0.00	0.00
Total	0.18	0.03	0.00	0.21

PROFIT AND LOSS ACCOUNT

In arriving at the profit for the period, net banking income is reported separately from other operating income and charges.

(€ millions)	
Net banking income:	(3,791.91)
Exceptional income items:	0.59
Other operating income and charges:	15,469.17
Gross operating profit and net profit for the period:	11,677.85

A specific mission has been entrusted to CADES, which is to extinguish a debt over its scheduled term. The profit for the year measures its capacity to reduce its own debt.

Net banking income

Net banking income consists of the cost of debt, the income generated from cash positions and the net profit or loss on financial transactions.

Note 9: Banking income

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
INTEREST RECEIVABLE AND SIMILAR INCOME FROM TRANSACTIONS WITH CREDIT INSTITUTIONS	77.84	29.51	44.70
Interest receivable – Demand loans and advances and open repurchase agreements	10.33	4.71	5.22
Interest from ordinary accounts in debit	8.69	4.43	5.09
Interest from loans	0.00	0.00	0.00
Interest from securities delivered under open repurchase agreements	1.64	0.28	0.13
Interest receivable – Term loans, advances and repurchase agreements	47.75	14.48	33.55
Interest from loans denominated in euro	0.00	0.00	0.00
Interest from loans denominated in other currencies	0.00	0.00	0.00
Interest from securities delivered under repurchase agreements	47.75	14.48	33.55
Other interest receivable	19.76	10.32	5.93
INTEREST RECEIVABLE AND SIMILAR INCOME FROM BONDS AND OTHER FIXED INCOME SECURITIES	10.83	12.28	1.97
Interest from fixed income securities	0.00	0.00	0.00
Interest from government securities	10.83	12.28	1.97
OTHER INTEREST RECEIVABLE AND SIMILAR INCOME	229.41	309.00	232.96
Amortisation of premiums on issue	64.03	51.56	39.89
Net profit on hedging transactions	165.38	257.44	193.07
Profit on repurchase of own securities	0.00	0.00	0.00
Total	318.08	350.79	279.63

Banking income, which amounted to €318.08 million, consists of:

- Net profit on hedging transactions amounting to €165.38 million;
- Interest receivable and similar income from transactions with credit institutions amounting to €77.84 million, of which €47.75 million from investing surplus cash balances via repurchase agreements with delivery of the securities;
- Interest from fixed income securities amounting to €10.83 million; and

The amortisation of bond premiums on issue amounting to €64.03 million.

Note 10: Cost of debt

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
INTEREST PAYABLE AND SIMILAR CHARGES ON TRANSACTIONS WITH CREDIT INSTITUTIONS	152.85	11.04	46.15
Interest payable - Demand loans and open repurchase agreements	0.06	0.04	0.05
Interest on ordinary accounts in credit	0.05	0.03	0.03
Interest on overnight loans	0.00	0.00	0.00
Interest on securities delivered under open repurchase agreements	0.01	0.01	0.02
Interest payable – Term loans and repurchase agreements	12.30	0.22	1.95
Interest on CDC loan (transfer of debt)	0.00	0.00	0.00
Interest on multi-currency credit	0.00	0.00	0.00
Interest on securities delivered under repurchase agreements	0.40	0.17	0.35
Interest on private placements	11.90	0.05	1.60
Other interest payable and similar charges	140.49	10.78	44.15
INTEREST PAYABLE AND SIMILAR CHARGES ON BONDS AND OTHER FIXED INCOME SECURITIES	3,896.74	3,336.15	3,004.35
Interest on debts evidenced by certificates	3,896.74	3,336.15	3,004.35
Interest on negotiable debt instruments denominated in euros	50.63	2.94	86.65
Interest on negotiable debt instruments denominated in other currencies	1,05.11	24.85	115.45
Interest on bonds and equivalents denominated in euros	2,665.72	2,334.51	2,126.42
Interest on bonds and equivalents denominated in other currencies	730.94	753.05	648.98
Other charges on debt evidenced by securities	344.34	220.80	26.85
Other interest payable and similar charges	0.00	0.00	0.00
FEES PAYABLE	60.09	17.37	48.41
Fees on term loans with credit institutions	6.49	0.00	4.67
Fees on negotiable debt instruments issued	11.18	2.75	6.35
Fees on bonds	42.12	14.49	37.21
Other fees on securities transactions	0.30	0.13	0.18
Other fees	0.00	0.00	0.00
Total	4,109.68	3,364.56	3,098.91

Interest payable and similar charges on CADES' debt, which amounted to €4,109.68 million, increased by 22.14% from 31 December 2010 and consists of:

- Charges amounting to €3,896.74 million in respect of debts;
- Interest amounting to €152.85 million on transactions with credit institutions, consisting of interest on private placements, securities delivered under repurchase agreements and margin calls; and
- Fees amounting to €60.09 million.

The increase in interest and similar charges payable compared with 31 December 2010 was due partly to the effects of inflation and partly to new bond issues.

Note 11: Gains and losses on trading securities

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
NET GAIN (LOSS) ON FOREIGN EXCHANGE TRANSACTIONS	(0.29)	(0.28)	(0.30)
Other foreign exchange transactions	(0.29)	(0.28)	(0.30)
Total	(0.29)	(0.28)	(0.30)

In accordance with the requirements of Regulation 2000-03 on the presentation of financial statements issued by the French Accounting Standards Committee, gains and losses on instruments used to hedge interest rate and currency risks are reported under interest receivable and similar income or interest payable and similar charges (see Note 9). The net profit on foreign exchange transactions comprises solely gains and losses determined on the periodic measurement of foreign currency accounts that have not been hedged.

Note 11a: Gains and losses on investment securities

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
Gains (losses) on investment securities	0.00	0.00	0.00
Net gain (loss) on investment securities	0.00	0.00	0.00

Other operating income and charges

Other operating income and charges consist mainly of specific income and charges dealt with by Order No. 96-50 of 24 January 1996 (CRDS contributions, CSG, social levies on income from property and investments, payments from the Retirement Reserve Fund, property asset sales and payments to the State and social security funding organisations), general operating charges and depreciation, amortisation and impairment charges on non-current assets.

Note 12: CRDS revenues

The table below details revenue allocated to CADES under Article 6 of Order No. 96-50 of 24 January 1996 after deducting assessment and collection costs and losses on outstanding CRDS contributions (write-offs, waivers, cancellation and debt forgiveness).

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
NET CRDS REVENUES (Article 6)	6,290.29	5,962.56	5,950.94
CRDS contributions levied on wages and salaries (ACOSS)	5,577.75	5,278.07	5,276.78
CRDS contributions levied on property assets	242.13	230.95	251.82
CRDS contributions levied on investment income	326.96	321.86	298.12
CRDS contributions levied on sales of precious metals and gems	5.22	4.04	2.68
CRDS contributions on gaming proceeds	138.19	127.11	121.47
CRDS exemption offsets (travel vouchers and voluntary community services)	0.04	0.53	0.07

CRDS revenues, net of collection costs, amounted to €6,290.29 million.

CRDS levied on wages and salaries (which is collected by ACOSS) represents 88.67% of the total. The remaining CRDS proceeds (which are collected by the offices of the Public Finances Directorate) are levied mainly on capital (property and investment income, 9.05%) and on gambling (2.20%).

Repayments relating to amounts written off prior to 31 December 1999 (pursuant to EC regulations and bilateral social security agreements) received from foreign countries have been paid over by CNAMTS to CADES since 31 December 1997 to the extent this does not create a new deficit or increase an existing deficit in the books of CNAMTS. Given that CNAMTS has been in deficit from 1998 to 2011, the €216.77 million recovered during this period was not paid over to CADES.

Since Act No. 2004-810 of 13 August 2004, no surplus has been generated by the health insurance branch of the French social security system.

Note 12a

The table below provides a breakdown of income and charges relating to the CRDS.

CRDS REVENUES (€ millions)	(I)	CRDS COSTS	(II)	Net revenues (I-II)
CRDS levied on wages and salaries (ACOSS)	5,628.92	Write-offs, waivers, cancellation and debt forgiveness	23.17	5,577.75
		Assessment and collection costs	28.00	
CRDS levied on property assets	252.48	Assessment and collection costs	10.35	242.13
CRDS levied on investment income	328.60	Assessment and collection costs	1.64	326.96
CRDS levied on sale of precious metals and gems	5.25	Assessment and collection costs	0.03	5.22
CRDS levied on gaming proceeds	138.88	Assessment and collection costs	0.69	138.19
CRDS exemption offsets (travel vouchers and voluntary community services)	0.04		0.00	0.04
Reversal of provisions on outstanding CRDS	6.62	Provisions on outstanding CRDS	0.04	6.58
Total	6,360.79	Total	63.92	6,296.87

Note 12.1: CSG revenues

Supplementary social security contributions (*Contribution Sociale Généralisée – CSG*) are a resource allocated to CADES at the rate of 0.48% for CSG on income from employment, unemployment and other similar benefits and on taxable income from property and investments, and at 0.28% for CSG on profits from gaming since 1 January 2011.

The tax base is the same as for the CRDS, with the exception that no contributions are levied on the sale of precious metals and gems.

Period ended (€ millions)	31 December 2011	30 December 2010	31 December 2009
NET CSG REVENUES (Article 6)	5,546.62	2,262.64	2,221.52
CSG contributions levied on wages and salaries (ACOSS)	4,956.38	2,035.38	1,987.67
CSG contributions levied on property assets	230.48	91.70	99.24
CSG contributions levied on investment income	352.54	131.15	123.74
CSG contributions on gaming proceeds	7.19	4.20	10.84
CSG exemption offsets	0.03	0.21	0.03

CSG revenues, net of collection costs, amounted to €5,546.62 million.

CSG levied on wages and salaries (which is collected by ACOSS) represents 89.36% of the total. The remaining CSG (which is collected by the offices of the Public Finances Directorate) is levied mainly on income from investment (6.36%) and property (4.16%).

Note 12.1a

The table below provides a breakdown of income and charges relating to the CSG.

CSG REVENUES (€ millions)	(I)	CSG COSTS	(II)	Net revenues (I-II)
CSG levied on wages and salaries (ACOSS)	4,985.97	Write-offs, waivers, cancellation and debt forgiveness	4.83	4,956.38
		Assessment and collection costs	24.76	
CSG levied on property assets	240.33	Assessment and collection costs	9.85	230.48
CSG levied on investment income	354.31	Assessment and collection costs	1.77	352.54
CSG levied on gaming proceeds	7.23	Assessment and collection costs	0.04	7.19
CSG exemption offsets	0.03		0.00	0.03
Reversal of provisions on outstanding CSG	0.13	Provisions on outstanding CSG	47.85	(47.72)
Total	5,588.00	Total	89.10	5,498.90

Note 12.2: Social levies on income from property and investment

Social levies on income from property and investment established are a new source of revenue allocated to CADES with effect from 1 January 2011. CADES receives a 1.3% portion of these levies, the rate of which was set at 2.2% until 30 September 2011, then at 3.4% from 1 October 2011 to 31 December 2011.

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
NET REVENUE FROM SOCIAL LEVIES	1,575.91	0.00	0.00
On income from property	624.26	0.00	0.00
On income from investment	951.65	0.00	0.00

Note 12.2a

The following table shows the breakdown of revenue and costs associated with social levies on income from property and investment.

REVENUES FROM SOCIAL LEVIES (€ millions)	(I)	COSTS RELATING TO SOCIAL LEVIES	(II)	Net revenues (I-II)
Social levies on income from property	650.95	Assessment and collection costs	3.26	624.26
		Write-offs, waivers, cancellation and debt forgiveness	23.43	
Social levies on income from investment	956.43	Assessment and collection costs	4.78	951.65
Total	1,607.38	Total	31.47	1,575.91

Note 12.3: payments by the Retirement Reserve Fund (FRR)

The Retirement Reserve Fund paid €2.10 billion on 26 April 2011 in respect of the year 2011.

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
REVENUE FROM THE RETIREMENT RESERVE FUND	2,100.00	0.00	0.00
Revenue for the year	2,100.00	0.00	0.00

Note 13: General operating charges

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
STAFF COSTS	1.00	0.89	0.85
Wages and salaries	0.72	0.64	0.61
Social security charges	0.28	0.25	0.24
OTHER ADMINISTRATIVE EXPENSES	1.89	1.61	1.78
Taxes and duties	0.09	0.08	0.07
External services	1.80	1.53	1.71
Total	2.89	2.50	2.63

General operating charges correspond to expenditure falling within the scope of the administrative budget. They do not include the acquisition and the amortisation and depreciation of fixed assets (see Note 2). They increased by 15.60% compared with 2010.

List of staff positions at 31 December 2011

Non-civil servant employees:

- 1 senior front office manager (grade A)
- 1 assistant front office manager (grade A)
- 2 market operators (grade A)
- 1 asset and liabilities matching strategist (grade A)
- 1 senior back office manager (grade A)
- 1 assistant back office manager (grade A)
- 1 bilingual executive secretary (grade C)

Civil servants:

- 1 general office manager (grade A)
- 1 administrative manager (grade A)

Note 13a: Property assets and property management

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
REVENUES FROM PROPERTY ASSETS	0.43	-	-
Property sales	-	-	-
Rental income	-	-	-
Exceptional income	-	-	-
Provisions reversed	0.43	-	-
CHARGES ON PROPERTY ASSETS	0.01	-	0.01
Expenses on property sales	-	-	-
Change in unsold inventory	-	-	-
Staff costs	-	-	-
External services	0.01	-	0.01
Taxes	-	-	-
Exceptional charges	-	-	-
Provisions set aside	-	-	-

All the properties transferred to CADES on 1 January 2000 were sold over the next three years. Since 2007, CADES has managed the run-off of the last properties and of disputes.

The reversal of provisions was a result of two payments collected in respect of the Saint-Pray lawsuit, for a total amount of €0.43 million.

Note 14: Other non-banking operating charges

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
Payments to the State	-	-	-
Payments to social security agencies	-	-	-
Total	-	-	-

Note 15: Exceptional income

Period ended (€ millions)	31 December 2011	31 December 2010	31 December 2009
Statutory limitation of debt – administrative budget	0.13	-	-
Statutory limitation of debt – financing budget	0.46	-	-
Other exceptional income	-	-	-
Total	0.59	-	-

The exceptional income corresponds to the statutory limitation on charges payable on the administrative and financing budgets (essentially commissions on commercial paper).

OFF-BALANCE SHEET COMMITMENTS

Off-balance sheet commitments, as reported, distinguish between commitments given and commitments received and are analyzed between loan commitments, guarantee obligations and guarantees on securities. Certain commitments are not recorded on the face of the accounts, being commitments in respect of currency transactions and forward financial instruments. Information regarding these commitments is provided in Notes 16 and 17 below.

Note 16: Currency transactions

At (€ millions)	31 December 2011		31 December 2010		31 December 2009	
	Currencies to be received	Currencies to be delivered	Currencies to be received	Currencies to be delivered	Currencies to be received	Currencies to be delivered
FORWARD TRANSACTIONS	53,772.58	-	34,197.24	-	29,644.04	-
Financing in foreign currency						
Hedging transactions over the counter						
Forward exchange against euros	20,887.66	-	8,425.44	-	9,196.08	-
Up to 1 year	20,887.66	-	8,425.44	-	9,196.08	-
From 1 to 5 years	-	-	-	-	-	-
Over 5 years	-	-	-	-	-	-
Currency swaps against euros	32,884.92	-	25,771.80	-	20,447.96	-
Up to 1 year	7,602.27	-	7,953.50	-	2,424.34	-
From 1 to 5 years	23,019.15	-	15,264.00	-	16,277.42	-
Over 5 years	2,263.50	-	2,554.30	-	1,746.20	-
FORWARD TRANSACTIONS	-	-	-	-	-	-
Foreign currency financing commitments received						
Hedging transactions over the counter						
Forward exchange against euros						-
Up to 1 year	-	-	-	-	-	-
From 1 to 5 years	-	-	-	-	-	-
Currency swaps against euros	-	-	-	-	-	-
Up to 1 year	-	-	-	-	-	-
From 1 to 5 years	-	-	-	-	-	-
Over 5 years	-	-	-	-	-	-

Forward exchange contracts against euro correspond to forward purchases entered into for the purpose of hedging commercial paper denominated in foreign currencies. The increase of 147.91% in outstandings as at 31 December 2011 compared with 31 December 2010 is due to increased borrowing (from taking on ACOSS debts).

The increase in currency swaps against euro is attributable to the increase in foreign currency EMTN issues.

Note 17: Forward financial instruments

At (€ millions)	31 December 2011	31 December 2010	31 December 2009
INTEREST RATE INSTRUMENTS			
Organised markets and equivalents	-	-	-
Firm transactions entered into for hedging purposes	-	-	-
Euro Bobl futures contracts (5 years)	-	-	-
Euro Bund futures contracts (10 years)	-	-	-
Other firm transactions	-	-	-
Options entered into for hedging purposes	-	-	-
Other options	-	-	-
Over the counter	12,926.38	17,496.71	17,910.30
Firm transactions entered into for hedging purposes			
Interest rate swaps in euro	12,823.42	17,496.71	17,910.30
Micro hedging	12,161.66	16,306.57	16,546.77
- Up to 1 year	4,280.86	6,708.91	2,500.87
- From 1 to 5 years	6,325.26	8,042.12	12,690.36
- Over 5 years	1,555.54	1,555.54	1,355.54
Macro hedging	661.76	1,190.14	1,363.53
- Up to 1 year	50.00	435.00	130.00
- From 1 to 5 years	611.76	755.14	1,233.53
- Over 5 years	-	-	-
Isolated positions	-	-	-
- Up to 1 year	-	-	-
- From 1 to 5 years	-	-	-
- Over 5 years	-	-	-
Currency swaps	102.96	-	-
Micro hedging	102.96	-	-
- Up to 1 year	102.96	-	-
- From 1 to 5 years	-	-	-
- Over 5 years	-	-	-

Interest rate instruments entered into by CADES as at 31 December 2011 comprise:

- Swaps entered into for macro hedging purposes, consisting of inflation swaps amounting to €661.76 million, 12 having matured;
- Swaps amounting to €12,161.66 million entered into for micro hedging purposes, including swaps cancellable by counterparties of €3,060.60 million and
- €102.96 million in interest rate swaps in GBP.

In 2007 and 2008, CADES entered into swaps under which it receives 3-month Euribor less a haircut and pays a fixed rate. These swaps may be rescinded by the counterparties six months after inception and then every three months.

These cancellable swaps, which qualify as micro hedges, are used to transform CADES' adjustable rate structured transactions into fixed rate transactions for at least six months. Each swap is therefore systematically backed to a swap already held in portfolio by CADES. If the swaps are cancelled, CADES reverts to its initial refinancing level.

These swaps were authorised by the Board of Directors on 28 November 2007. They are designated as micro hedges (Category b of Regulations No. 90-15 and 88-02) pursuant to French banking regulations (Réglementation Bancaire).

Note 18: Other off-balance sheet commitments

At (€ millions)	31 December 2011	31 December 2010	31 December 2009
FINANCING COMMITMENTS			
Commitments received			
<i>From credit institutions</i>			
- Back-up credit lines	700.00	700.00	700.00
- Multi-currency credit lines	-	-	-
- Credit lines in treasury bills	5,000.00	-	-
- Other credit lines	9,000.00	-	-
<i>Sundry</i>			
- Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites</i>)	27,300.00	29,400.00	-
- Borrowings	-	-	-
- Commercial paper and lent under repurchase agreements	81.98	-	-
Commitments given			
Payments to the State	-	-	-
Payments to social security agencies	-	-	-
- First assumption of debt provided for by 2011 Social Security Finance Act	2,700.00	68,000.00	-
- Second assumption of debt provided for by 2011 Social Security Finance Act	62,000.00	62,000.00	-
Financing commitments given under repurchase agreements	69.04	-	-

Commitments received consist of:

- four back-up credit lines totalling €700 million that are cancellable by the counterparty at 30 days' notice;
- four bilateral lines for the purchase of commercial paper issued by CADES for a total amount of €5 billion (€2 billion maturing on 23 August 2012, €1 billion on 17 January 2012, €1 billion on 9 March 2012 and €1 billion on 14 April 2012) ;
- a credit line of €9 billion due 14 December 2012.
- a total of €27.3 billion in payments from the Retirement Reserve Fund, corresponding to the annual payments of €2.1 billion for the period from 2012 to 2024, pursuant to the 2011 Social Security Funding Act 2010-1594 of 20 December 2010.
- a transaction dated 29 December 2011, value 2 January 2012, under a repurchase agreement for an amount of €65.98 million, and a commercial paper issue of €16 million carried out on 30 December 2011, value 4 January 2012.

Commitments given consist of:

- the debts assumed pursuant to the 2011 Social Security Funding Act 2010-1594 of 20 December 2010, namely:

- the balance of €2.7 billion of the €68 billion deficit forecast for 2009 and 2010 for the Health, Maternity, Incapacity and Death Insurance branch, the Senior Citizens, Widows and Widowers Insurance branch and the Family Insurance branch of the French social security system and of the forecast 2011 deficit for the Health, Maternity, Incapacity and Death Insurance branch and the Family insurance branch;

Decree 2012-329 of 7 March 2012 stipulates that the difference between on the one hand the cumulative amount of the deficits recorded for 2009 and 2010 plus the provisional deficits for 2011 referred to in Article 4 II quater of the abovementioned Order of 24 January 1996 and, on the other hand, the amount of the payments made by CADES in 2011 under this heading, gives rise to an adjustment of €3.1 billion in its favour.

Since this adjustment has been determined on the basis of a provisional deficit for 2011, it is not shown under commitments received.

- the €62 billion forecast for the deficits of 2011 to 2018 for the Senior Citizens, Widows and Widowers Insurance branch (branch 3) of the French social security system, subject to an overall limit of €62 billion for the period and a yearly maximum of €10 billion. These payments are to be made by 30 June each year as from 2012.

Decree No. 2012-329 of 7 March 2012 established the following calendar for taking on the social security debt concerning the year 2012.

Payments by CADES to ACOSS		Allocation by ACOSS of the amounts paid by CADES to the branches and funds concerned			
Date	Amount (€)	General system			Funds referred to in Article L.135-1 of the Social Security Code
		Branch referred to in para. 1 of Article L.200-2 of the Social Security Code	Branch referred to in para. 3 of Article L.200-2 of the Social Security Code	Branch referred to in para. 4 of Article L.200-2 of the Social Security Code	
9 March 2012	2,000,000,000.00	(750,000,000.00)	1,750,000,000.00	(100,000,000.00)	1,100,000,000.00
23 March 2012	2,000,000,000.00	(750,000,000.00)	1,750,000,000.00	(100,000,000.00)	1,100,000,000.00
10 April 2012	1,000,000,000.00	(350,000,000.00)	850,000,000.00	(50,000,000.00)	550,000,000.00
9 May 2012	1,648,054,586.85	(589,378,596.07)	1,451,444,141.23	(57,526,219.63)	843,515,261.32
Total	6,648,054,586.85	(2,439,378,596.07)	5,801,444,141.23	(307,526,219.63)	3,593,515,261.32

- two repurchase agreements dated 29 December 2011, value 2 January 2012, for an amount of €69.04 million.

Note 19: Abridged statements**BALANCE SHEET**

At	31 December
(€ millions)	2011
PROFIT AND LOSS ACCOUNT BROUGHT FORWARD AT 1 JANUARY 2011	(154,623.81)
PROFIT FOR THE YEAR ENDED 31 DECEMBER 2011	11,677.85
PROPERTY ENDOWMENT	181.22
DEBT REMAINING TO BE REPAID AT 31 DECEMBER 2011	(142,764.74)
Represented by:	
Liabilities towards third parties	
- Borrowings falling due within 1 year	56,114.81
- Borrowings falling due after 1 year	101,839.28
- Other creditors, accruals and unearned income	4,208.03
Less assets held by CADES	
- Financial investments	13,755.20
- Other debtors, prepayments and accrued income	5,642.18

PROFIT AND LOSS ACCOUNT

Period ended	31 December
(€ millions)	2011
NET REVENUE FROM CRDS, CSG AND SOCIAL LEVIES	13,371.68
NET REVENUE FROM RETIREMENT RESERVE FUND (FRR)	2,100.00
NET REVENUE FROM PROPERTY	0.42
Interest payable and similar charges	(4,049.59)
Fees	(60.09)
Interest receivable and similar income	317.79
NET FINANCIAL CHARGES	(3,791.89)
Operating charges	(2.95)
OPERATING PROFIT	11,677.26
Payments to the State	0.00
Exceptional income	0.59
NET PROFIT FOR THE YEAR ENDED 31 DECEMBER 2011	11,677.85

OTHER INFORMATION: MARKET AND REPAYMENT VALUE OF NET DEBT

The table below provides information on market value, comparing the debt at repayment value as at 31 December 2011 with the debt at market value.

Debt at repayment value as at closing date comprises the following elements:

- (a) The nominal value of fixed rate, variable rate and adjustable rate borrowings in euros;
- (b) The nominal value of the fixed rate, variable rate and adjustable rate euro legs of basis swaps representing perfect transformation of foreign currency-denominated borrowings into euro-denominated borrowings;
- (c) The accrued nominal value of inflation indexed bonds as at 31 December 2011.
- (d) Interest accrued but not yet due is excluded from debt at repayment value.

Debt at repayment value at maturity comprises the following elements:

- (a) The nominal value of fixed rate, variable rate and adjustable rate borrowings in euro.
- (b) The nominal value of the fixed rate, variable rate and adjustable rate euro legs of swaps representing perfect transformation of foreign currency-denominated borrowings into euro-denominated borrowings.
- (c) The projected nominal value at maturity of inflation indexed bonds.
- (d) The market value of swaps used for macro hedging.

Debt at market value comprises the following elements:

- (a) The value of the fixed rate bonds and inflation indexed bonds based on the average market price on 31 December 2011.
- (b) The value of unlisted securities issued by CADES obtained using the CADES zero coupon curve as at 31 December 2011. Options embedded in certain of these securities are valued using an internal model based on standard valuation software developed and marketed by an independent service provider.
- (c) The value of derivatives used to transform part of the debt through micro hedging. Options embedded in certain of these instruments are valued using the same internal model.
- (d) The value of derivatives used for macro hedging.
- (e) The present value at 31 December 2011 of collateral, repurchase agreements and bank balances.

€millions	Initial debt		Hedging transactions		Final debt	
	Foreign currencies	Euros	Foreign currencies	Euros	Foreign currencies	Euros
Euro-denominated debt		102,486		50,480		152,966
Foreign currency denominated debt		€equiv. at 31 Dec. 2011		€equiv. at 31 Dec. 2011		
CHF	1,765	1,452	-1,765	-1,452	0	0
GBP	6,922	8,287	-6,922	-8,287	0	0
JPY	80,620	805	-80,620	-805	0	0
USD	51,862	40,082	-51,862	-40,082	0	0
HKD	3,404	339	-3,404	-339	0	0
SEK	70	8	-70	-8	0	0
AUD	2,495	1,961	-2,495	-1,961	0	0
NOK	2,400	310	-2,400	-310	0	0
NZD	203	121	-203	-121	0	0
SGD	20	12	-20	-12	0	0
CAD	490	371	-490	-371	0	0
MXN	450	25	-450	-25	0	0
Sub-total foreign currencies		53,772		-53,772		0
Total		156,258		-3,292		152,966

Compared with prior years, there was a considerable increase in short-term debt at 31 December 2011, as indicated by the table below:

Debt	31 December 2011	31 December 2010	31 December 2009
Short-term (under 1 year)	28.95%	7.67%	13.62%
Medium-term	38.22%	47.93%	43.61%
Long-term (over 5 years)	32.83%	44.40%	42.77%

As regards the breakdown between issues denominated in euro and other currencies, there was a slight increase in euro debt at 31 December 2011 compared with 31 December 2010, as indicated by the table below:

Debt	31 December 2011	31 December 2010	31 December 2009
In foreign currencies	33.00%	34.24%	30.47%
In euros	67.00%	65.76%	69.53%

Lastly, the table below shows the substantial decrease in fixed rate issues compared with adjustable rate issues relative to 2010:

Debt	31 December 2011	31 December 2010	31 December 2009
Adjustable rate	36.45%	8.12%	13.49%
Indexed rate	9.78%	12.98%	12.22%
Fixed rate	53.77%	78.90%	74.29%

Explanation of variances between market value and repayment value of debt:

The difference between the market value of the debt and its repayment value is explained by the following factors:

- The market value of fixed rate loans increased because of the decline in interest rates;
- Market value factors in the present value of future coupons whereas the repayment value excludes coupons; and
- Gains and losses on macro hedging and inflation swaps impact market value one way or the other.

The above information covers a significant part of CADES' main activity, which is to repay in the best possible conditions the debt it raises on the financial markets.

AUDITOR'S REPORT



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CADES

Rapport de l'auditeur indépendant

Exercice clos le 31 Décembre 2011
CADES
15, rue Marsollier - 75002 Paris
Ce rapport contient 41 pages
Référence : HV-122-03

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société française membre du réseau KPMG
membres des cabinets indépendants adhérents de
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aux comptes à direction et
conseil de surveillance.
Inscrite au Tableau de l'Ordre
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et à la Compagnie Régionale
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CADES

15, rue Marsollier - 75002 Paris

Rapport de l'auditeur indépendant sur les états financiers

Exercice clos le 31 Décembre 2011

Mesdames, Messieurs,

En exécution de la mission qui nous a été confiée par lettre en date du 30 Juillet 2010, nous avons effectué l'audit des états financiers ci-joints de la Caisse d'Amortissement de la Dette Sociale (CADES) comprenant le bilan au 31 décembre 2011 ainsi que le compte de résultat pour l'exercice clos à cette date, et des notes contenant un résumé des principales méthodes comptables et d'autres notes explicatives.

Responsabilité de la direction dans l'établissement et la présentation des états financiers

Ces états financiers ont été établis sous la responsabilité de l'Agent Comptable de la CADES conformément au Plan Comptable des Etablissements de Crédit, applicable à la CADES, en vertu de l'avis 99-04 du CNC. Cette responsabilité comprend : la conception, la mise en place et le suivi d'un contrôle interne relatif à l'établissement et la présentation sincère d'états financiers ne comportant pas d'anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs, ainsi que la détermination d'estimations comptables raisonnables au regard des circonstances.

Responsabilité de l'auditeur

Notre responsabilité est d'exprimer une opinion sur ces états financiers sur la base de notre audit. Nous avons effectué notre audit selon les Normes Internationales d'Audit. Ces normes requièrent de notre part de nous conformer aux règles d'éthique et de planifier et de réaliser l'audit pour obtenir une assurance raisonnable que les états financiers ne comportent pas d'anomalies significatives.

Un audit implique la mise en œuvre de procédures en vue de recueillir des éléments probants concernant les montants et les informations fournies dans les états financiers. Le choix des procédures relève du jugement de l'auditeur, de même que l'évaluation du risque que les états financiers contiennent des anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs. En procédant à ces évaluations du risque, l'auditeur prend en compte le contrôle interne en vigueur dans l'entité relatif à l'établissement et la présentation sincère des états financiers afin de définir des procédures d'audit appropriées en la circonstance, et non dans le but d'exprimer une opinion sur l'efficacité de celui-ci.

KPMG S.A.
membres associés membres du réseau KPMG
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FIRMA Independenta Cozpartinara, una entitate de drept surazo.

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Un audit comporte également l'appréciation du caractère approprié des méthodes comptables retenues et le caractère raisonnable des estimations comptables faites par la direction, de même que l'appréciation de la présentation d'ensemble des états financiers.

Nous estimons que les éléments probants recueillis sont suffisants et appropriés pour fonder notre opinion.

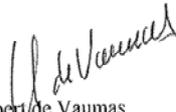
Opinion

A notre avis, les états financiers donnent une image fidèle de la situation financière de l'établissement au 31 décembre 2011, ainsi que du résultat de ses opérations pour l'exercice clos à cette date, conformément au Plan Comptable des Etablissements de Crédit, applicable à la CADES, en vertu de l'avis 99-04 du CNC.

Sans remettre en cause la conclusion exprimée ci-dessus, nous attirons votre attention sur le paragraphe 5 des principes et méthodes comptables et la note 12 qui précisent les modalités de comptabilisation de la contribution au remboursement de la dette sociale (CRDS), de la contribution sociale généralisée (CSG), et des prélèvements sociaux de 1,3% sur les revenus du patrimoine et les produits de placement. Les revenus de CRDS, les revenus de CSG et les revenus sur prélèvements sociaux sur les revenus du patrimoine et les produits de placement comptabilisés sont issus des notifications envoyées à la CADES par l'ACOSS et la direction générale des finances publiques (DGFiP) qui sont les organismes collecteurs. Les compétences de la CADES en matière de recettes se limitent à une vérification comptable formelle des pièces produites par les organismes recouvreurs.

Paris La Défense, le 25 avril 2012

KPMG Audit
Département de KPMG S.A.


Hubert de Vaumas
Associé



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CADES

English translation of the
independent Auditors' Report

Period ended December 31, 2011
CADES
15, rue Marsollier - 75002 Paris
This report contains 41 pages
Reference : HV-122-04

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This is a free translation into English of the auditor's report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

CADES
15, rue Marsollier - 75002 Paris

English translation of the independent Auditors' Report on the Financial Statements

Period ended December 31, 2011

In accordance with your arrangement letter dated July 30, 2010, we have audited the accompanying financial statements of Caisse d'Amortissement de la Dette Sociale (CADES), which comprise the balance sheet as at December 31, 2011, and the income statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

The "Agent Comptable de la CADES" is responsible for the preparation and fair presentation of these financial statements in accordance with the "Plan Comptable des Etablissements de Crédit", which applies to CADES by reason of notice no. 99-04 of the Conseil National de la Comptabilité. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

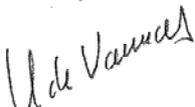
Opinion

In our opinion, the financial statements give a true and fair view of the financial position of CADES as at December 31, 2011, and of the results of its operations for the year then ended in accordance with the "Plan Comptable des Etablissements de Crédit", which applies to CADES by reason of notice no. 99-04 of the Conseil National de la Comptabilité.

Without qualifying our conclusion expressed above, we draw the attention to the paragraph 5 of the accounting principles and methods and to the note 12 which describe the applicable accounting treatment of the social security debt repayment contribution (CRDS), the generalised social contribution (CSG) and the 1.3% levy tax on capital income. The revenues of CRDS, CSG and 1.3% levy tax on capital income recorded are provided by ACOSS and DGFIP which are the collectors. The role of CADES in connection to the revenues of CRDS, CSG and 1.3% levy tax on capital income only consists of ensuring that the amounts included in the supports provided by the collectors are properly recorded.

Paris La Défense, April 25, 2012

KPMG Audit
A division of KPMG S.A.


Hubert de Vaumas
Partner

ANNUAL STATEMENTS 2012

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GENERAL INFORMATION

1. MISSION STATEMENT

Order No. 96-50 dated 24 January 1996⁵ established the Social Security Debt Repayment Fund (*Caisse d'Amortissement de la Dette Sociale – CADES*) on 1 January 1996. CADES is an administrative public agency (*Etablissement Public à Caractère Administratif – EPA*) supervised by the French Minister of the Economy and Finance and the Minister in charge of Social Security.

CADES' mission is to:

- Amortize the social security debt transferred to it, i.e. the cumulative deficits of the Central Agency of Social Security Bodies (*Agence Centrale des Organismes de Sécurité Sociale – ACOSS*); and
- Make payments to various social security funds and organisations.

CADES' mandate has been extended beyond 31 January 2014 as decided initially to until such date as the social security debt transferred to it has been fully extinguished.

In the furtherance of its mission, CADES receives the proceeds of a special tax known as the social security debt repayment contribution (*Contribution pour le Remboursement de la Dette Sociale – CRDS*), introduced in Chapter 2 of the aforementioned Order. It also received the proceeds from the sale of property assets owned and leased by the national agencies falling under the basic social security scheme and ACOSS.

Since 2009, a 0.2% portion of the supplementary social security contribution (*Contribution Sociale Généralisée – CSG*) had been paid to CADES. From 2011 this portion was increased to 0.48% for CSG on all taxable employment income, unemployment and similar benefits, income from property and investment proceeds; and to 0.28% for profits from gaming.

Starting in 2011, two new resources have been allocated to CADES:

- a 1.3% share of the social levies on income from property and investments;
- an annual payment of €2.1 billion from the Retirement Reserve Fund (*Fonds de Réserve pour les Retraites – FRR*) until 2024 inclusive.

CADES is authorised to borrow funds, in particular via public offerings and the issuance of negotiable debt securities.

Moreover, CADES benefits from repayments of receivables from foreign social security agencies to the national health insurance fund for salaried workers (*Caisse Nationale d'Assurance Maladie des Travailleurs Salariés – CNAMTS*).

Lastly, in accordance with Act No. 2004-810 of 13 August 2004, any future surpluses generated by the health insurance branch of the French social security system will be allocated to CADES. The Social Security Finance Act will define the terms under which this transfer will take place.

2. ORGANIZATION OF THE AGENCY

CADES is overseen by a Board of Directors and a Supervisory Board.

The composition of the Board of Directors was altered by Decree No. 2011-458 of 26 April 2011. It now comprises a majority of representatives of social security bodies, whereas it was previously composed solely of government representatives.

⁵ As modified by Social Security Finance Act No. 97-1164 of 19 December 1997, Act No. 98-1194 of 23 December 1998, the 2001, 2002, and 2006 Finance Acts, the 2003, 2004, 2006 and 2008 Social Security Finance Acts, Act No. 2004-810 of 13 August 2004 relating to health insurance, Organic Law No. 2005-881 of 2 August 2005, Act No. 2008-1249 of 1 December 2008, Order No. 2009-80 of 22 January 2009, Act No. 2009-1646 of 24 December 2009, Act No. 2010-476 of 12 May 2010, Organic Law No. 2010-1380 of 13 November 2010, Act No. 2010-1594 of 20 December 2010, Act No. 2010-1657 of 29 December 2010, Act No. 2010-1658 of 29 December 2010, Act No. 2011-1906 of 21 December 2011, Act No. 2012-354 of 14 March 2012 and Act No. 2012-958 of 16 August 2012.

It is governed by the provisions of Decree No. 53-1227 dated 10 December 1953⁶ (and amendments thereto), relating to the accounting policies applicable to French administrative public agencies, and of Decree No. 62-1587 dated 29 December 1962⁷ (and amendments thereto), defining general public-sector accounting rules, subject to the legal provisions and regulations specific to CADES (aforementioned Order of 24 January 1996, and Decree No. 96-353 dated 24 April 1996).

Pursuant to the provisions of the aforementioned Decrees, financial and accounting transactions fall under the responsibility of Mr. Patrice Ract Madoux, the Authorising Officer of CADES and Chairman of the Board of Directors, and Mr. Didier Maupas, its Chief Accounting Officer and a Finance ministry budgetary and accounting auditor.

CADES' annual budget is drawn up by 30 November of the previous year by the Board of Directors and approved by the ministers who supervise the agency.

Financing is limited to appropriated funds, excluding expenses related to the repayment of loans, financial management costs, and assessment and collection charges.

The Board of Directors reviews and signs off the accounts drawn up by the Accounting Officer. The financial statements are then forwarded to the General Director of the Public Finances Directorate (*Direction Générale des Finances Publiques – DGFIP*) prior to submission to the Government Audit Office (*Cour des Comptes*).

CADES' Board of Directors examines and approves the accounts. In parallel, the Board ensures that CADES maintains a healthy underlying financial basis over its scheduled lifetime by updating its revenue forecasts on the basis of changes in the amortisation schedule of the debt carried on the balance sheet as a liability and debt servicing charges.

Accounting procedures and principles are subject to a contractual, independent audit. In addition, CADES is subject to financial audits conducted by the government, in accordance with the Order of 19 May 2009; and audits carried out by the Government Audit Office.

Accounting transactions are recorded by CADES in an information system managed using software that is shared by the Authorising Officer and the Accounting Officer. The system is networked and features a single database. Authorisations for displaying and processing data have been clearly defined so as to enable the Accounting Officer and the Authorising Officer to exercise their respective powers.

3. GENERAL PROVISIONS FOR RECORDING ACCOUNTING AND FINANCIAL TRANSACTIONS

Accounting framework

Article 7 of Decree No. 96-353 of 24 April 1996, relating to CADES, calls for the adoption of a special chart of accounts drawn up in accordance with the standard chart of accounts for administrative public agencies (Instruction M 9-1 from the Public Finances Directorate).

This chart of accounts being modelled on the general chart of accounts, it was found to be poorly suited to CADES' activity. Consequently, the Board of Directors decided on 10 October 1996 to adopt the chart of accounts used by credit institutions.

Consequently, both the transactions and the annual financial statements submitted by the Accounting Officer are presented in accordance with standards specific to credit institutions. In addition, separate financial statements are drawn up in accordance with the regulatory standard set out in Instruction M 9-1, for submission to audit organisations.

This specific accounting framework was recommended by an independent consulting firm and approved by the Authorising Officer, the Accounting Officer, the General Directorate of Public Accounting and the French Accounting Standards Board (*Conseil National de la Comptabilité – CNC*) (Opinion No. 99-04, plenary session of 18 March 1999).

Transactions executed by the Accounting Officer

Transactions executed by CADES' Accounting Officer differ from those traditionally executed by Accounting Officers at other administrative public agencies.

Due to CADES' status as a market participant, specific structures have been set up in conformity with the agency's mission. For example, financing transactions are distinguished from administrative transactions.

1. Financing transactions

The administrative workflow of financing transactions reflects the existence of Front Office, Middle Office and Back Office services.

⁶ Revoked as from 1 January 2013 by Decree No. 2012-1246 of 7 November 2012 relating to public budget and accounting management (GBCP).

⁷ See Note 6 above.

The Front Office is responsible for transactions in the financial, interest rate and currency markets, in accordance with defined limits and procedures. These routine transactions relate to financing, investment and the management of interest rate and foreign exchange exposures.

A sequentially numbered ticket is issued for each transaction, describing its main features, and validated by the Front Office. The Back Office then verifies and validates the ticket before forwarding it to the Accounting Officer.

The Middle Office gathers information on cash positions, draws up forecasts, provides repayment schedules, and performs a first-level plausibility check of Front Office transactions.

The Back Office records and validates the transactions processed by the Front Office after verifying that formal presentation and threshold requirements are met. The Back Office monitors risk, produces reports and liaises with the Accounting Departments.

The Accounting Officer then records transaction tickets as income or expenses.

2. Administrative transactions

Performance of the administrative section of the budget is done in compliance with the provisions of the Decree of 29 December 1962⁸, which sets forth general public-sector accounting policies. Administrative expenses are evidenced by payment orders and income by receipt orders, accompanied by the appropriate supporting vouchers and documents.

After due completion of the control procedures described in Articles 12 and 13 of the aforementioned Decree⁹, items of expenditure and income are recognised in the accounts and the amounts are paid or collected.

3. Cash movements

CADES has opened a euro-denominated deposit account in the books of SCBCM Finances that is listed in the register of government accounts.

In the books of CADES, entries to the debit of this account record expenses falling within the administrative budget. Only the Accounting Officer may authorize these payments. Entries to the credit of this account record revenue from CRDS, CSG and social levies on property and investment income paid over by the Public Treasury network. This takes the form of daily transfers from General Treasury offices.

Since 1 September 2005, CADES has had its own remunerated account with the Banque de France that is distinct from the dedicated Treasury account. Movements to this account comprise all euro-denominated financial transactions completed by CADES and all CRDS and CSG revenue paid over by ACOSS. Once again, only the Accounting Officer may authorize expenditures.

The balance on the deposit account is transferred to CADES' own account twice weekly.

In addition, CADES has opened accounts with foreign financial institutions in New York, London and Frankfurt. These are intended to be zero-balance accounts. They record all transactions related to CADES issues in currencies other than the euro and their transformation into euro-denominated structures on the international markets.

Due to management constraints attributable primarily to the time lag between the European, Asian, American and Australian markets, CADES has been dispensed from applying the provision of the Decree of 29 December 1962¹⁰, which states that only public accounting officers may authorize transactions affecting the financial accounts. Accordingly, the Back Office carries out transactions on CADES' foreign currency accounts.

⁸ Revoked as from 1 January 2013 by Decree No. 2012-1246 of 7 November 2012 relating to public budget and accounting management (GBCP).

⁹ As from 1 January 2013, the Accounting Officer's control procedures are laid down by Articles 19 and 20 of the GBCP Decree.

¹⁰ See Note 8 above.

FINANCIAL HIGHLIGHTS

NET DEBT AT REPAYMENT VALUE (€ millions)

At 31 December 2012	137,005
At 31 December 2011	142,475
At 31 December 2010	86,299

	31 December 2012	31 December 2011	31 December 2010
Net profit	11,949	11,678	5,135
Primarily reflecting the following items:			
CRDS and CSG net revenue	12,271	11,796	8,151
Social levies on income from property and investments net of expenses	1,653	1,576	0
Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites – FRR</i>)	2,100	2,100	0
Payments to the French State	-	-	-
Payments to social security agencies	-	-	-
Interest expenses	(4,072)	(3,791)	(3,014)
General operating charges	(3)	(3)	(2)

The table above distinguishes between interest expenses and general operating charges.

The reports relating to financial years 2010 and 2011 included general operating charges, for respective amounts of €3 million and €2 million, in interest expenses.

BALANCE SHEET

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
ASSETS			
Cash in hand, balances with central banks and post office banks (Note 1)	3,046.52	8,438.91	1,200.34
Treasury bills and other bills eligible for refinancing with central banks (Note 1)	4,553.68	150.01	12,166.95
Loans and advances to credit institutions (Note 1)			
- Repayable at sight	4.66	0.75	0.29
- Repayable at term	1,238.50	5,165.53	1,129.48
Intangible assets (Note 2)	0.01	0.01	0.00
Tangible assets (Note 2)	0.13	0.16	0.17
Property assets (Note 13a)	0.00	0.00	0.00
Other assets (Note 3)	139.65	179.12	49.41
Prepayments and accrued income (Note 4)	3,129.62	5,463.10	2,665.73
TOTAL ASSETS	11,912.77	19,397.59	17,212.37
LIABILITIES & RESERVES			
Amounts owed to credit institutions (Note 5)			
- Payable at sight	3.08	0.00	0.00
- Payable at term	1,003.37	1,026.47	0.00
Debts evidenced by securities (Note 6)			
- Negotiable debt instruments	11,084.80	42,880.68	8,446.45
- Bonds and similar instruments	134,321.07	114,046.95	92,798.48
- Other debts evidenced by securities	0.00	0.00	0.00
Other liabilities (Note 7)	2,073.87	3,418.79	2,018.54
Accruals and deferred income (Note 8)	890.07	789.23	624.67
Sub-total – Liabilities	149,376.26	162,162.12	103,888.14
Provisions (Note 8a)	0.23	0.21	0.18
Property endowment	181.22	181.22	181.22
Retained earnings	(149,594.02)	(154,623.81)	(91,991.84)
Profit for the period	11,949.07	11,677.85	5,134.67
Sub-total – Reserves	(137,463.72)	(142,764.74)	(86,675.95)
TOTAL LIABILITIES AND RESERVES	11,912.77	19,397.59	17,212.37

PROFIT AND LOSS ACCOUNT

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
Interest receivable and similar income (Note 9)	600.74	318.08	350.79
- From transactions with credit institutions	107.17	77.84	29.51
- From bonds and other fixed income securities	1.04	10.83	12.28
- Other interest receivable and similar income	492.53	229.41	309.00
Interest payable and similar charges (Note 10)	(4,617.77)	(4,049.59)	(3,347.19)
- On transactions with credit institutions	(57.56)	(152.85)	(11.04)
- On bonds and other fixed income securities	(4,560.21)	(3,896.74)	(3,336.15)
Fees payable (Note 10)	(55.02)	(60.09)	(17.37)
Gains and losses on trading securities (Note 11)	(0.37)	(0.29)	(0.28)
- Net profit (loss) on foreign exchange transactions	(0.37)	(0.29)	(0.28)
Gains and losses on investment securities (Note 11a)	0.00	0.00	0.00
- Net profit (loss) on investment securities	0.00	0.00	0.00
Other operating income – banking	0.00	0.00	0.00
Other operating charges – banking	(0.06)	(0.02)	(0.02)
NET BANKING INCOME	(4,072.48)	(3,791.91)	(3,014.07)
General operating charges (Note 13)	(3.01)	(2.89)	(2.50)
- Staff costs	(1.03)	(1.00)	(0.89)
- Other administrative expenses	(1.98)	(1.89)	(1.61)
Depreciation and impairment provisions - intangible and tangible assets	(0.05)	(0.04)	(0.04)
Other operating income	16,240.31	15,656.58	8,312.03
- Income relating to CRDS and CSG (Notes 12a and 12.1a)	12,452.54	11,942.02	8,312.03
- Income relating to social levies on income from property and investments (Note 12.2a)	1,687.10	1,607.38	0.00
- Income from Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites – FRR</i>) (Note 12.3)	2,100.00	2,100.00	0.00
- Income from property (Note 13a)	0.18	0.43	0.00
- Provisions reversed for receivables (Notes 12a and 12.1a)	0.49	6.75	0.00
Other operating charges	(215.88)	(184.48)	(160.75)
- Charges relating to CRDS and CSG (Notes 12a and 12.1a)	(115.90)	(105.11)	(86.83)
- Charges relating to social levies on income from property and investments (Note 12.2a)	(33.99)	(31.47)	0.00
- Payments to the State (Note 14)	0.00	0.00	0.00
- Payments to social security agencies (Note 14)	0.00	0.00	0.00
- Provision for doubtful debts relating to CRDS and CSG (Notes 12a, 12.1a and 12.2a)	(65.94)	(47.89)	(73.92)
- Charges related to property (Note 13a)	(0.05)	(0.01)	0.00
GROSS OPERATING PROFIT	11,948.89	11,677.26	5,134.67
OPERATING PROFIT	11,948.89	11,677.26	5,134.67
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	11,948.89	11,677.26	5,134.67
- Exceptional income (Note 15)	0.18	0.59	0.00
NET PROFIT FOR THE PERIOD	11,949.07	11,677.85	5,134.67

CASH FLOW STATEMENT

Cash flow (€ millions)	Period ended	31 December 2012	31 December 2011	31 December 2010
Net banking income		(4,072)	(3,792)	(3,014)
Inflation premiums		213	287	170
Provisions for financial instruments		0	0	0
Amortisation of premiums and balancing payments		(58)	(31)	(15)
Change in accrued interest		95	266	98
Net cash from (used in) banking activities	(A)	(3,822)	(3,270)	(2,760)
Net operating income		16,021	15,469	8,151
(Increase) decrease in accrued income from CRDS and CSG		(136)	(447)	88
(Increase)/decrease in accruals on social levies set at 2.2%		(24)	(76)	0
(Increase)/decrease in deferred expenses		(12)	7	(2)
Unearned income (FRR)		0	0	0
Provisions – sundry allocations or reversals		0	0	0
Net cash from (used in) operating activities	(B)	15,849	14,953	8,237
Net cash from (used in) banking and operating activities	(C=A+B)	12,027	11,683	5,477
Net cash from (used in) financing activities	(D)	(10,491)	55,341	4,066
Debt assumed	(E)	(6,648)	(67,767)	0
Net cash flow for the year	(C+D+E)	(5,112)	(742)	9,543
<i>Cash and cash equivalents at start of period</i>		<i>13,755</i>	<i>14,497</i>	<i>4,955</i>
<i>Cash and cash equivalents at close of period</i>		<i>8,643</i>	<i>13,755</i>	<i>14,497</i>
Net increase (decrease) in cash and cash equivalents		(5,112)	(742)	9,543

The cash flow statement takes into account the following items:

- A – net cash from (used in) banking activities

This is net banking income (debts plus income from derivatives and cash instruments) less income and expenses with no effect on the cash position (provisions, amortisation of issuance and redemption premiums, accrued interest, revaluation of index-linked bonds, etc.).

- B – net cash from (used in) operating activities

This is the operating profit or loss (mainly income from CRDS and CSG, social levies on income from property and investments and from the FRR) less income and expenses with no effect on the cash position (accrued income or deferred expenses).

- C – net cash from (used in) banking and operating activities

This consists of net cash from (used in) banking and operating activities (C = A + B).

- D – net cash from (used in) financing activities

These are the cash flows resulting from debt issuance and debt repayment during the period.

- E – social security debt assumed

Social security debt assumed represents the disbursements made during the period by CADES in respect of debt assumed from social security funding organisations.

The net change in cash and cash equivalents reflects the following cash flows:

- net cash from (used in) banking and operating activities (C);
- net cash from (used in) financing activities (D); and
- social security debt assumed (E).

OFF-BALANCE SHEET COMMITMENTS

At (€ millions) (notes 16-18)	31 December 2012	31 December 2011	31 December 2010
COMMITMENTS GIVEN (note 18)			
Financing commitments			
Payments to various social security bodies (Article 4.IV of Order 96-50 of 24 January 1996)	-	-	-
- First assumption of debt provided for by the 2011 Social Security Finance Act	5,780.55	2,700	68,000.00
- Second assumption of debt provided for by the 2011 Social Security Finance Act	52,271.40	62,000.00	62,000.00
Financing commitments given: acquired under repurchase agreements	584.76	69.04	-
COMMITMENTS RECEIVED (note 18)			
- From credit institutions: credit lines	700.00	9,700.00	700.00
- From credit institutions: credit lines in treasury bills	2,000.00	5,000.00	-
- Financing commitments received: borrowings	-	-	-
- Financing commitments received: commercial paper and lent under repurchase agreements	-	81.98	-
- Financing commitments received: payments from the Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites</i>)	25,200.00	27,300.00	29,400.00

NOTES TO THE FINANCIAL STATEMENTS

HIGHLIGHTS OF 2012

- **Social security debts assumed**

Under the 2011 Social Security Funding Act (*Loi de Financement de la Sécurité Sociale – LFSS*) 2010-1594 of 20 December 2010, CADES was required to take on the following new debts:

Firstly, up to a maximum of €68 billion and by 31 December 2011 at the latest:

- the 2009 and 2010 deficits for the three branches Sickness, Maternity, Incapacity and Death; Senior Citizens, Widows and Widowers; and Family.
- the provisional 2011 deficit for the two branches Sickness, Maternity, Incapacity and Death; and Family.

Decree No. 2011-20 of 5 January 2011 set the dates and amounts to be paid, in a total amount of €65.30 billion.

Secondly, the 2011 to 2018 deficits for the Senior Citizens, Widows and Widowers branch, subject to an overall maximum of €62 billion and a yearly maximum of €10 billion. These payments are to be made by 30 June each year as from 2012.

The details of these payments (€9.73 billion) were established by Decree No. 2012-329 of 7 March 2012.

This decree takes into account an adjustment of €3.08 billion in favour of CADES, arising from the difference between on the one hand the cumulative amount of the deficits recorded for 2009 and 2010 plus the provisional deficit for 2011 and, on the other hand, the amount of the payments made by CADES in 2011 under this heading.

The provisional amount of the transfers that CADES made to ACOSS in 2012 in respect of the provisional 2011 deficit of the Senior Citizens, Widows and Widowers branch was set at €9.73 billion. This amount, which has been duly transferred, was offset by the amount of the adjustment in respect of the 2009 and 2010 deficits, and came to €6.65 billion. Since the amount of the deficits for the two branches in respect of 2011 is still provisional and not approved by decree, the difference between the maximum amount assumed in accordance with Act No. 2010-1594 of 20 December 2010 (€68 billion) and the payments made by CADES (€62.22 billion) continues to be recognised off-balance sheet under commitments given (€5.78 billion).

Similarly, future deficits of the Senior Citizens, Widows and Widowers branch remaining to be assumed at 31 December 2012 have been recognised off-balance sheet as commitments given, in the amount of €52.27 billion.

- **Financing transactions**

Issues (excluding commercial paper)

CADES borrowed €30.96 billion:

- four new issues under the UK programme (three in USD and one in EUR) for an amount of €7.20 billion;
- one tap issue under the UK programme (in EUR) for an amount of €0.5 billion;
- twenty-one new issues under the French programme (one in GBP, fifteen in EUR including one CADESi, two in JPY and three in NOK) for an amount of €15.50 billion;
- fourteen tap issues under the French programme (thirteen in EUR including 3 CADESis and one in GBP) for an amount of €7.50 billion;
- two issues of negotiable medium-term notes for an amount of €0.26 billion.

Redemptions (excluding commercial paper)

CADES reimbursed €13.37 billion at maturity:

- nine issues made under the French programme for an amount of €9.49 billion;
- four issues made under the UK programme (in USD) for an amount of €0.34 billion;
- one issue made under the Australian programme (in AUD) for an amount of €0.30 billion;
- two negotiable medium-term notes for an amount of €3.20 billion.

CADES reimbursed early two loans under the UK programme for an amount of €30 million and part of one negotiable medium-term note for €3.3 million.

Inflation swaps

Two inflation swaps matured in 2012 for an amount of €50 million.

- **Credit lines**

Commitments received as at 31 December 2012 comprise:

- four back-up credit lines totalling €700 million which are cancellable by the counterparty at 30 days' notice;
- one bilateral line for the purchase of commercial paper issued by CADES for a total amount of €2 billion maturing on 23 August 2013.

ACCOUNTING POLICIES AND METHODS

1. Basis of valuation and presentation

The accounting policies adopted by CADES meet two requirements.

Given that the activity of CADES is essentially financial, the financial statements are prepared in accordance with accounting regulations applicable to credit institutions and financial institutions as well as with generally accepted accounting principles in France. In particular, CADES has applied the accrual concept and the prudence concept.

The presentation of the financial statements complies with Regulation 91-01 of 16 January 1991 as amended, issued by the French Banking and Financial Regulatory Committee (*Comité de la Réglementation Bancaire et Financière – CRBF*) relating to the preparation and publication of the individual accounts of credit institutions. In its opinion CNC 99-04, the French National Accounting Board (*Conseil National de la Comptabilité – CNC*) decided that CADES could present certain transactions in a manner specific to it. Accordingly, in its profit and loss account, CADES records operating income and expenses, which are mainly composed of the revenue drawn from the CRDS and CSG and from property transactions, and payments to the State and social security funding organisations.

These accounts are then aggregated to comply with the chart of accounts applicable to administrative public undertakings in accordance with the requirements of Instruction M9-1, before being submitted to the Government Audit Office.

2. Specific characteristics of CADES

CADES has been tasked with paying down the debt transferred to it. The profit or loss therefore measures its capacity to reduce its own debt, and corresponds to the resources allocated to it less the financial costs relating to its debt with third parties.

The profit and loss account should be interpreted in light of the specific mission entrusted to CADES, the sole purpose of which is to extinguish a debt over its scheduled term.

3. Changes in accounting policies and methods compared with previous years

No changes were made to accounting principles and methods in 2012.

4. Debts assumed from social security funding organisations

The payments CADES makes in respect of debts assumed from social security funding organisations in accordance with the social security deficit funding acts are recognised against the profit and loss account brought forward.

When CADES' payments to the social security bodies as determined on the basis of the provisional deficits are greater than the deficits subsequently established, an adjustment may be made in CADES' favour. These adjustments are recognised against the profit and loss account brought forward at the time of the payment.

Debts assumed in accordance with legal stipulations but for which payments have not yet been made to the organisations are recorded as off-balance sheet commitments (see Note 18).

5. CADES' resources

5.1 Contribution to the repayment of the social security debt

- Revenue explicitly allocated to CADES

The social security debt repayment contribution (CRDS) defined by Order No. 96-50 of 24 January 1996 was explicitly created to provide resources to CADES. Article 6 of said Order states that “the proceeds of the contributions created in respect of Chapter 2 of said Order on repayment of the social security debt shall be allocated to Caisse d’Amortissement de la Dette Sociale”.

- A broad-based tax

The tax is levied on multiple sources of income. One can distinguish:

- On the one hand, employment income and unemployment and similar benefits: salaried income, redundancy payments and retirement indemnities (under certain conditions), retirement and disability pensions, sickness and

- maternity benefits, housing benefits, family allowances, and child-minding benefits, etc., and
- On the other hand, income from property, from investments, from the sale of precious metals and gems, and from gaming.

Contributions assessed on employment income and employment income replacements are paid over daily mainly by ACOSS to CADES as and when they are collected by the central agency.

Contributions assessed on other revenues are centralised by the State's financial agencies (tax collection offices, treasuries and customs and excise agencies) before being paid over to CADES.

- Collection costs borne by CADES

Article 8 of the Order of 24 January 1996 stipulates that CADES shall bear assessment and collection costs. These costs consist of a flat amount defined jointly by the Minister of the Economy and Finance and the Minister in charge of Social Security.

Collection agencies deduct a 0.5% withholding from the contribution paid over to CADES.

CRDS contributions levied on income from property entered in the tax assessment register mainly by the offices of the DGFIP (*Direction Générale des Finances Publiques* or Public Finances Directorate) are paid over to CADES on the basis of register entries and not the amounts actually collected. In return, a 4.1% withholding is applied to the sums paid over to CADES to cover assessment and collection costs (0.5%) and the cost of tax reductions and bad debts (3.6%), as provided for by Article 1641 of France's General Tax Code (*Code Général des Impôts*).

Amounts collected by CADES in respect of the CRDS are reported under "Other operating income" in the profit and loss account. Assessment and collection costs are recorded under "Other operating charges".

- Accrual basis accounting

CADES applies the accruals principle in accordance with accounting standards applicable to credit institutions and Articles L114-5 and D-114-4-4 of the Social Security Code establishing the principle whereby social security agencies shall maintain accounting records on a receivable-payable basis.

Accordingly, CRDS contributions paid to collecting agencies are included in the accounts for the period regardless of the date on which these amounts were actually collected. So as to be able to recognize this income at the balance sheet date, CADES accrues this income on the basis of a notification provided by the collecting agencies indicating amounts assessed for the period not collected at the balance sheet date and CRDS contributions not yet collected by ACOSS. For the six-monthly closing at 30 June, as CADES receives no notification from the collecting agencies it estimates accrued income based on payments received in July.

Provisions against outstanding CRDS contributions are notified to CADES by ACOSS. These provisions are calculated on a statistical basis applying an annual rate determined by reference to an ageing analysis of the receivables. They are deducted from gross amounts receivable as reported in the balance sheet. As CADES receives no notification from ACOSS for the position as at 30 June, it determines provisions against outstanding contributions on the same basis as at the previous year end.

Regarding the collection of the CRDS contributions, note that at no time does CADES act as primary collector; all the resources to which it is entitled are remitted by third parties, first and foremost ACOSS, followed by the offices of the DGFIP (*Direction Générale des Finances Publiques* or Public Finances Directorate).

CADES' responsibility is confined to verifying that the sums transferred agree to the accounting vouchers raised. The primary collecting agencies are responsible for transferring the funds, for verifying the tax base, for adjusting tax bases when applicable and for recovering past dues, in return for which these agencies receive a remuneration equivalent to 0.5% of the sums collected.

Accordingly, CADES' responsibility at revenue level is limited to substantive verifications of the accounting vouchers produced by the collecting agencies.

5.2 Supplementary social security contribution

Act No. 2008-1330 on the funding of the social security system for 2009 extended the mission of CADES by entrusting to it a further €27 billion of debt in respect of the health insurance deficit (€14.1 billion), old age pension deficit (€8.8 billion) and old age solidarity fund (€4 billion).

In accordance with the Organic Law of 2 August 2005, the French Parliament voted an increase in resources so as not to

extend the life of CADES. This new resource corresponds to a portion of the supplementary social security contribution (*Contribution Sociale Généralisée – CSG*). Since 2009, this has been paid to CADES at the rate of 0.2%. From 2011 it was increased to 0.48% for CSG on all taxable employment income, unemployment and similar benefits, and income from property and investment proceeds; and to 0.28% on profits from gaming.

This is a broad-based tax levied on employment income and employment income replacements as well as income from property, investments and gaming.

The difference in tax base between the CRDS and CSG mainly concerns revenue from the sale of precious metals and gems, from gaming and from family benefits.

The payment circuits and methods of accounting for the CSG are the same as for the CRDS.

5.3 Social levies on income from property and investments

Act No. 2010-1594 of 20 December 2010 allocates to CADES, starting in 2011, a 1.3% share of the social levies on the income from property and investments referred to in Articles 245-14 and 245-15 of the Social Security Code. The rate for these levies is set at 5.4% as from 1 January 2012.

5.4 Resources from the Retirement Reserve Fund

Under the 2011 Social Security Funding Act (*Loi de Financement de la Sécurité Sociale – LFSS*) 2010-1594 of 20 December 2010, the Retirement Reserve Fund (*Fonds de Réserve pour les Retraites – FRR*) is required to pay CADES a total of €29.4 billion in yearly instalments of €2.1 billion no later than 31 October each year, with effect from 1 January 2011 until 2024. The two institutions concerned will draw up an agreement setting out the timing and terms and conditions governing these payments.

The annual income of €2.1 billion to be paid by the FRR as from 2011 is recognised under income for the period. It is paid in April of each year.

FRR's commitment to pay amounts for subsequent years is recognised in off-balance sheet items under Other Commitments Received – Retirement Reserve Fund.

6. Private rental property

CADES has sold all the property transferred on 1 January 2000 to CADES in application of Article 9 of Order No. 96-50 of 24 January 1996 and recorded under "Property endowment" as a component of reserves.

Acting on behalf of CADES, CNAVTS managed the residual rights and obligations related to this property until the expiration of the agreement between the two parties on 31 December 2006.

Signed in December 1999, this agreement empowered CNAVTS to do all that was necessary in connection with the administration of the properties.

Since 1 January 2007, disputes and claims have been managed internally by CADES.

CADES' Accounting Officer records expenses and revenue on the basis of the supporting documents submitted by the Authorising Officer.

7. Transactions denominated in foreign currencies

Foreign currency transactions are recorded on a multi-currency basis and are measured in accordance with the following principles:

- Foreign currency transactions involving balance sheet and off-balance sheet items are measured in euro at the rate of exchange ruling on the balance sheet date.
- The rates used at 31 December 2012, which correspond to the reference rates communicated by the European Central Bank, are indicated in the table below:

USD:	1.3194	SEK:	8.5820	GBP:	0.8161
AUD:	1.2712	NOK:	7.3483	MXN:	17.1845
CHF:	1.2072	NZD:	1.6045	HKD:	10.2260
CAD:	1.3137	TRY:	2.3551	JPY:	113.6100
ZAR:	11.1727	SGD:	1.6111		

- Foreign currency income and charges are translated into euro at the exchange rate ruling on the date when they were recognised in the profit and loss account.
- Realised and unrealised foreign exchange gains and losses are recognised in the profit and loss account as operating income from banking transactions or operating charges on banking transactions.

8. Repurchase agreements with securities delivered

Top-grade securities are acquired by CADES under repurchase agreements for the purpose of investing available cash balances.

Securities received under these agreements are reported under loans and advances to credit institutions.

9. Tangible and intangible fixed assets

Fixed assets are accounted for under the historical cost convention. Tangible fixed assets are depreciated and intangible fixed assets amortised over their estimated useful life.

Tangible fixed assets consist mainly of office equipment and computer equipment.

Intangible fixed assets include software.

10. Bonds

Bonds issued by CADES are reported as a liability in the balance sheet at their nominal value (if redeemed at par) plus accrued interest. Foreign currency bonds are translated into euro at the exchange rate prevailing on the balance sheet date.

Bonds indexed to inflation (French consumer price index excluding tobacco for all households in Metropolitan France) are measured by reference to a predefined inflation benchmark on the balance sheet date, resulting in the recognition of a redemption premium that is reported as a liability.

Inflation benchmarks:

CPI as at 31 December 2012:	124.80774
Cadesi 2013 index:	1.24591
Cadesi 2017 index:	1.10053
Cadesi 2019 index:	1.14178
Cadesi 2021 index:	1.03999
Cadesi 2024 index:	1.01982

When bonds are issued at a premium, this premium is accounted for as deferred charges and is therefore reported under prepayments and accrued income in the balance sheet. These charges are recognised to the profit and loss account over the life of the bonds under banking operating charges.

When bonds are issued at a discount, this discount is accounted for as deferred income. This income is recognised to the profit and loss account over the life of the bonds under banking operating income.

All costs relating to bond issues are charged to the profit and loss account on the date of issue and reported under “fees paid”.

11. Interest rate and currency swaps

Transactions involving forward financial instruments, entered into for the purpose of hedging interest rate and currency exposure, are recognised in accordance with the regulations issued by the French Banking and Financial Regulatory Committee. Commitments in respect of these transactions are reported as off-balance sheet commitments at the contract’s nominal value. Accounting principles applied differ according to the nature of these instruments and management intention at inception.

Transactions consist mainly of interest rate swaps and currency swaps entered into for hedging purposes. Interest rate swaps are entered into in compliance with the risk management policy defined by the Board of Directors. Currency swaps are entered into only for the purpose of hedging CADES’ foreign exchange exposures.

Income and charges arising on forward financial instruments entered into for the purpose of hedging or managing the global interest rate exposure are recognised to profit or loss *pro rata temporis*.

Gains and losses on hedging designed to reduce the risk resulting from a particular asset or liability are taken to profit or loss and included under interest receivable and similar income or interest payable and similar charges to match income or charges recognised in respect of the hedged item.

As regards balancing cash payments arising from swaps entered into to hedge a debt instrument on inception, the portion covering issuance costs in respect of the underlying instrument is taken to profit and loss when the cash payment is recognised. This accounting method fairly reflects the asset value of issues transformed by entering into swaps involving cash payments and results in the amount equivalent to the issuance costs being recognised to profit and loss *pro rata temporis*.

12. Interest rate futures

Firm macro hedging transactions on organised markets (German Bund and Bobl) are recognised in accordance with the regulations issued by the French Banking and Financial Regulatory Committee. Sales of financial futures (Euro Bund and Euro Bobl futures) are recognised as off-balance sheet items for their nominal value. Margin calls are recognised directly to profit or loss. Initial margins are accounted for as deposits paid and reported as assets in the balance sheet. Finally, brokerage fees – which represent trading fees on the sale or purchase of Bunds or Bobls – are recognised directly to profit or loss.

13. Provisions

No general provisions for liabilities and charges are recognised by CADES. When appropriate, provisions in respect of identified risks are set aside in accordance with applicable accounting principles.

14. Taxation

CADES is not assessed to business taxes (corporation tax, value added tax and local business tax) or to apprenticeship tax. The only tax it pays is the payroll tax.

Note that profits on the sale of property transferred by the social security agencies did not give rise to the payment of corporation tax.

15. Counterparty risk

CADES’ exposure to counterparty risk is limited to three types of transactions: investment transactions, off-balance sheet transactions and credit line transactions.

For all three types of transactions, CADES has signed market agreements modelled on the master agreement drawn up by the French Banking Association (*Fédération Bancaire Française – FBF*) providing for daily margin calls (for investment transactions) and weekly margin calls (for off-balance sheet transactions).

1. Investment transactions

CADES invests cash balances mainly in securities delivered under repurchase agreements but may also buy government securities outright. In exchange for the loan extended to a counterparty, CADES receives full ownership of a government security (OAT, BTAN, BTF) or government-guaranteed security over the term of the repurchase agreement. Most repurchase agreements are negotiated with French Treasury bond dealers (*Spécialiste en Valeurs du Trésor – SVT*) or with counterparties with a double-A rating.

Margins calls are carried out daily by CADES to provide additional protection against significant fluctuations in market prices for the securities received as collateral.

2. Off-balance sheet transactions

To manage its interest rate risk and eliminate the currency risk, CADES enters into transactions in the derivatives markets involving instruments such as interest rate swaps, currency swaps and asset swaps. By using triggers set by reference to each counterparty's rating and by carrying out weekly margin calls, CADES significantly reduces the residual risk of default on these instruments.

16. Transactions involving investment securities

The portfolio of investment securities is valued in accordance with Regulation 90-01 (as amended) issued by the French Banking and Financial Regulatory Committee. This portfolio, which consists of fixed income government securities, is reported in the balance sheet under treasury bills and other bills eligible for refinancing with central banks.

Securities are reported in the balance sheet at their acquisition cost. Interest income is reported under interest receivable and similar income from bonds and other fixed income securities.

Unrealised losses give rise to a provision for impairment determined by reference to the most recent quoted price. These provisions are determined individually.

Provisions for impairment set aside and reversed and gains and losses on the sale of investment securities are reported in the profit and loss account under gains and losses on investment securities.

NOTES

BALANCE SHEET

At 31 December 2012, the balance sheet showed total assets of €11.91 billion for total debt of €149.38 billion resulting in negative reserves of €137.46 billion.

ASSETS

Note 1: Treasury and interbank transactions

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
CENTRAL BANKS	3,046.52	8,438.91	1,200.34
Central banks	3,046.52	8,438.91	1,200.34
TREASURY BILLS AND OTHER BILLS ELIGIBLE FOR REFINANCING WITH CENTRAL BANKS	4,353.68	150.01	12,166.95
Government securities with a maturity of less than 3 months	4,348.00	150.00	12,157.00
Accrued interest	5.68	0.01	9.95
LOANS AND ADVANCES TO CREDIT INSTITUTIONS	1,243.16	5,166.28	1,129.77
Repayable at sight	4.66	0.75	0.29
Debit balances on ordinary accounts	4.66	0.75	0.29
Securities received under open repurchase agreements	0.00	0.00	0.00
Accrued interest	0.00	0.00	0.00
Repayable at term	1,238.50	5,165.53	1,129.48
Securities received under term repurchase agreements with a maturity of less than 3 months	1,238.50	5,164.82	1,129.34
Of which:			
Treasury bills	0.00	0.00	0.00
Bonds	1,017.34	1,500.00	403.41
Own securities	221.16	3,664.82	725.93
Accrued interest	0.00	0.71	0.14
Total	8,643.36	13,755.20	14,497.06

Balances with central banks correspond to the euro-denominated account held by CADES with Banque de France¹¹.

Note 2: Intangible and tangible fixed assets

At (€ millions)	Gross value at 1 January 2012	Acquisitions	Disposals	Gross value at 31 December 2012	Amortisation and depreciation	31 December 2012 Net book value	31 December 2011 Net book value	31 December 2010 Net book value
Intangible assets	0.23	0.00	0.00	0.23	0.22	0.01	0.01	0.00
<i>Software</i>	0.22	0.00	0.00	0.22	0.22	0.00	0.00	0.00
<i>Other</i>	0.01	0.00	0.00	0.01	0.00	0.01	0.01	0.00
Tangible assets	0.72	0.01	0.00	0.73	0.60	0.13	0.16	0.17
<i>Sundry equipment</i>	0.72	0.01	0.00	0.73	0.60	0.13	0.16	0.17
Total	0.95	0.01	0.00	0.96	0.82	0.14	0.17	0.17

Intangible and tangible assets reflect the value of the software and equipment acquired by CADES, net of related amortisation and depreciation.

¹¹ Bank interest for December 2012 is recognised in Note 4, "Accrued income".

Note 3: Other assets

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
SUNDRY DEBTORS	139.65	179.12	49.41
Deposits paid by way of initial margins	18.67	113.72	0.00
- <i>Deposits</i>	18.67	113.54	0.00
- <i>Accrued interest</i>	0.00	0.18	0.00
Outstanding CRDS and CSG contributions and social levies to be collected	120.98	65.40	49.41
- <i>Gross amounts receivable</i>	570.81	449.77	392.65
- <i>Provisions</i>	(449.83)	(384.37)	(343.24)
Other debtors in respect of financial transactions	0.00	0.00	0.00
Other debtors in respect of operating charges	0.00	0.00	0.00
Other sundry debtors – CNAV	0.00	0.00	0.00
- <i>Gross amounts receivable</i>	1.00	1.18	1.61
- <i>Provisions</i>	(1.00)	(1.18)	(1.61)
Total	139.65	179.12	49.41

Other assets comprise:

- outstanding CRDS and CSG contributions and social levies to be collected by ACOSS amounting to €120.98 million. Provisions totalling €449.83 million have been deducted from the gross amounts receivable of €570.81 million.
- a receivable of €1 million, consisting of the balance of damages and interest amounting to €0.9 million claimed from a buyer who reneged on a commitment to purchase a group of buildings and sundry debtor balances totalling €0.1 million due from tenants and buyers for which legal proceedings are under way. These amounts were provisioned in full at 31 December 2012.

Movements in provisions against outstanding CRDS and CSG contributions and social levies to be collected and in respect of sundry debtors are detailed in the table below:

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
Provisions brought forward	385.56	344.85	270.93
Provisions set aside – property	0.00	0.00	0.00
Provisions set aside – CRDS and CSG contributions and social levies	65.94	47.89	73.92
Provisions reversed – property	(0.18)	(0.43)	0.00
Provisions reversed – CRDS and CSG contributions and social levies	(0.49)	(6.75)	0.00
Provisions carried forward	450.83	385.56	344.85

Note 4: Prepayments and accrued income

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
ACCRUED INCOME	1,891.18	1,729.96	1,315.90
On forward interest rate instruments	144.25	158.52	225.09
On forward currency instruments	293.04	275.06	320.30
On CRDS and CSG revenues	1,353.50	1,217.68	770.51
On revenue from social levies on income from property and investment	100.28	76.27	0.00
On property sales	0.00	0.00	0.00
Other accrued income	0.11	2.43	0.00
CONTINGENT LOSSES AND LOSSES TO BE SPREAD ON FORWARD FINANCIAL INSTRUMENTS	11.53	22.63	13.34
DEFERRED CHARGES	275.94	294.94	237.74
Issuance premiums on bonds and EMTN	275.94	294.94	237.74
Other deferred charges	0.00	0.00	0.00
PREPAYMENTS	16.60	42.52	12.01
Prepaid administrative expenses	0.03	0.06	0.01
Prepaid interest on negotiable debt instruments	15.67	42.46	12.00
Prepaid interest on bonds	0.90	0.00	0.00
Other prepayments	0.00	0.00	0.00
OTHER	934.37	3,373.05	1,086.74
Currency adjustment accounts	934.37	3,373.05	1,086.54
Property rental adjustment account	0.00	0.00	0.00
Sundry	0.00	0.00	0.20
Total	3,129.62	5,463.10	2,665.73

Prepayments and accrued income consist of transactions affecting the profit and loss account independently of the date on which the corresponding income is paid or collected. They include:

- accrued income relating to CRDS and CSG contributions for €1,353.50 million, social levies for €100.28 million, interest rate financial instruments for €144.25 million, currency financial instruments for €293.04 million and interest on the account with Banque de France for €0.11 million.
- issuance premiums on bonds and EMTN amounting to €275.94 million to be recognised in profit and loss over time.
- prepayments amounting to €16.60 million, which consist mainly of prepaid interest on the issue of negotiable debt instruments.
- currency adjustment accounts amounting to €934.37 million, being technical accounts used to recognize to profit and loss adjustments arising on the measurement of off-balance sheet commitments.

LIABILITIES AND RESERVES

Reserves consist of the profit and loss account brought forward, the profit or loss for the period and the property endowment.

At 31 December 2012, CADES had negative reserves of €137,463.72 million. These negative reserves correspond to the debt transferred to CADES amounting to €34,148.5 million, €47,310 million pursuant to the Act of 13 August 2004, €27,000 million pursuant to the Act of 17 December 2008, €65,300 million pursuant the Act of 20 December 2010, €2,466.65 million pursuant to the Act of 21 December 2011 and €6,648.05 million pursuant to the Decree No. 2012-329 of 7 March 2012, less amounts that have been credited to reserves and which are composed of the accumulated profits generated by CADES since 1996 amounting to €45,163.56 million, of which €11,949.07 in 2012, the property endowment on 1 January 2000 amounting to €181.22 million, and the payment received from ACOSS amounting to €64.7 million by way of an adjustment of the deficits assumed by CADES from 1999 to 2006.

Liabilities, which amounted to €149,376.26 million at 13 December 2012, consist mainly of debts to credit institutions amounting to €1,006.45 million, debts evidenced by securities totalling €145,405.87 million, guarantee deposits received and others totalling €2,073.87 million and accruals and deferred income totalling €890.07 million.

Note 5: Treasury and interbank transactions

At	31 December 2012				31 December 2012	31 December 2011	31 December 2010
(€ millions)	Up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 5 years	Over 5 years	Total	Total	Total
AMOUNTS OWED TO CENTRAL BANKS							
Amounts owed to credit institutions							
At sight	7.22	1.23	0.00	998.00	1,006.45	1,026.47	0.00
Credit balances on ordinary accounts	3.08	0.00	0.00	0.00	3.08	0.00	0.00
At term	4.14	1.23	0.00	998.00	1,003.37	1,026.47	0.00
Securities given under repurchase agreements	0.00	0.00	0.00	0.00	0.00	26.00	0.00
Accounts and deposits	0.00	0.00	0.00	998.00	998.00	998.00	0.00
Of which: Euro	0.00	0.00	0.00	0.00	0.00	998.00	0.00
Other currencies	0.00	0.00	0.00	998.00	998.00	0.00	0.00
Accrued interest	4.14	1.23	0.00	0.00	5.37	2.47	0.00
Total	7.22	1.23	0.00	998.00	1,006.45	1,026.47	0.00

Note 6: Debts evidenced by securities

At	31 December 2012				31 December 2012	31 December 2011	31 December 2010
(€ millions)	Up to 3 months	Over 3 months and up to 1 year	Over 1 year and up to 5 years	Over 5 years	Total	Total	Total
NEGOTIABLE DEBT INSTRUMENTS							
Treasury bills denominated in euro	5,368.29	5,452.51	-	264.00	11,084.80	42,880.68	8,446.45
Treasury bills denominated in other currencies	973.00	1,180.50	0.00	0.00	2,153.50	10,165.50	10.00
BMTN denominated in euro	233.51	0.00	0.00	0.00	233.51	351.74	0.00
Commercial paper denominated in euro	602.70	0.00	0.00	264.00	866.70	3,806.00	11.00
Commercial paper denominated in other currencies	756.65	1,408.50	0.00	0.00	2,165.15	4,460.05	0.00
Other negotiable debt instruments denominated in foreign currencies	2,800.50	2,860.04	0.00	0.00	5,660.54	24,092.39	8,425.45
	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Accrued interest	1.93	3.47	0.00	0.00	5.40	5.00	0.00
BONDS	5,138.53	16,651.15	59,021.40	53,509.99	134,321.07	114,046.95	92,798.48
Bonds and EMTN denominated in euro	2,065.00	11,862.32	33,681.06	50,753.44	98,361.82	83,056.64	65,656.21
Bonds and EMTN denominated in other currencies	1,544.58	4,562.70	25,340.34	2,756.55	34,204.17	29,327.45	25,773.15
Accrued interest	1,528.95	226.13	0.00	0.00	1,755.08	1,662.86	1,369.12
Total	10,5056.82	22,103.66	59,021.40	53,773.99	145,405.87	156,927.63	101,244.93

One of the euro issues, for €200 million with a €100 million tap maturing in 2025, is subject to early redemption at the counterparty's option from 2021. Two medium-term negotiable notes, for €595 million maturing on 28 May 2013 and for €11 million maturing on 30 December 2013, are subject to optional partial or total early redemption on each quarterly coupon date.

Debts evidenced by securities are analyzed below:

They comprise negotiable debt instruments totalling €11,084.80 million, and bonds and similar instruments totalling €134,321.07 million.

Bonds and similar instruments are issued under:

- a French issuance programme for which the limit is €75 billion;
- a UK issuance programme for which the limit is €65 billion;
- an Australian issuance programme for which the limit is AUD 6 billion;
- a stand-alone programme consisting of bond issues, private placements and BMTN issues.

All in all, at 31 December 2012 debts evidenced by securities maturing within one year totalled €32,610.48 million and by those maturing in more than five years €53,773.99 million, compared with €55,088.34 million and €45,897.36 million respectively at 31 December 2011. Debt due to mature at between one and five years increased from €55,941.93 million at 31 December 2011 to €59,021.40 million at 31 December 2012.

The tables below detail borrowings by programme.

€ millions							
Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
Australia	28/02/2008	28/02/2013	1,000	AUD	EMTN	7.50%	AU3CB0058196
Stand-alone	01/04/1999	25/07/2013	3,100	EUR	bond	CADESI 3.15%	FR0000492308
	11/10/2004	25/10/2014	4,400	EUR	bond	4.00%	FR0010120410
	09/02/2005	25/04/2015	3,000	EUR	bond	3.625%	FR0010163329
	09/12/2004	25/07/2019	2,400	EUR	bond	CADESI 1.85%	FR0010137554
	21/12/2004	25/10/2019	5,000	EUR	bond	4.00%	FR0010143743
	27/05/2005	25/10/2020	4,000	EUR	bond	3.75%	FR0010198036
	28/11/2011	25/04/2022	151	EUR	Private Plct.	4%	
	29/07/2011	19/12/2025	615	EUR	Private Plct.	3.91%	
Negotiable medium-term notes	25/11/2011	19/12/2025	232	EUR	Private Plct.	4.50%	
	28/11/2011	28/05/2013	595	EUR	BMTN	3-month EURIBOR - margin	FR0120251253
	19/07/2004	30/12/2013	11	EUR	BMTN	3-month Euribor-0.17%	FR0107096036
	02/05/2012	02/05/2025	50	EUR	BMTM	Formula-based variable rate	FR0120634516
	10/05/2012	19/12/2025	214	EUR	BMTM	Formula-based variable rate	FR0120634581
	13/02/2012	13/02/2013	1,000	EUR	bond	3-month EURIBOR	XS0745001452
	06/08/2007	06/03/2013	50	EUR	EMTN	4.442%	XS0314647149
	25/11/2008	25/10/2013	200	USD	EMTN	3.40%	XS0400917349
	15/12/2004	16/12/2013	100	USD	EMTN	4.51%	XS0207591271
	15/12/2008	16/12/2013	250	USD	EMTN	2.66%	XS040503800

€ millions							
Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
	17/03/2011	17/03/2014	1,000	EUR	bond	1.09%	XS0605979870
UK	11/07/2011	11/07/2014	2,500	USD	bond	1.25%	US12802NAB01
	24/02/2012	24/02/2015	3,000	USD	bond	1.75%	US12802DAC02
	30/06/2005	30/06/2015	25	AUD	EMTN	5.64%	XS0222727058
	03/07/2012	06/07/2015	3,000	USD	bond	1.625%	US12802DAE67
	31/03/2011	31/03/2016	2,500	USD	bond	2.375%	US12802DAA46
	12/04/2012	12/04/2017	2,000	USD	bond	2.125%	US12802DAD84
	07/03/2011	07/03/2018	1,000	EUR	bond	3.25%	XS0599789343
	23/03/2006	15/01/2013	1,000	USD	EMTN	5%	FR0010306340
	31/01/2012	31/01/2013	350	EUR	bond	3-month EURIBOR	FR0011191865
	01/02/2012	01/02/2013	100	EUR	bond	3-month EURIBOR	FR0011193507
	08/02/2012	08/02/2013	65	EUR	bond	3-month EURIBOR	FR0011199397
	21/01/2010	21/03/2013	500	EUR	EMTN	2.125%	FR0010844563
	04/11/2005	25/04/2013	3,000	EUR	bond	3.25%	FR0010249763
	17/06/2011	17/06/2013	600	GBP	bond	3-month GBP LIBOR + 0.15%	FR0011062504
	08/04/2008	15/07/2013	1,000	USD	EMTN	3.25%	FR0010606442
	28/07/2010	29/07/2013	2,000	USD	bond	1.375%	FR0010925446
	04/09/2008	04/09/2013	3,000	EUR	bond	4.500%	FR0010660100
	15/10/2010	15/10/2013	1,500	USD	bond	0.875%	FR0010950675
	18/11/2011	18/11/2013	2,000	EUR	bond	1.750%	FR0011147701
	25/01/2011	27/01/2014	2,500	USD	bond	1.375%	FR0010998104
	31/01/2012	31/01/2014	170	EUR	bond	3-month EURIBOR	FR0011194190
	02/02/2012	02/02/2014	960	EUR	bond	3-month EURIBOR	FR0011194182
	12/03/2009	12/03/2014	12,000	JPY	EMTN	3-month JPY LIBOR + 0.45%	FR0010734327
25/02/2011	17/03/2014	1,500	USD	bond	1.625%	FR0011012731	
18/03/2011	18/03/2014	1,000	USD	bond	3-month USD LIBOR + 0.125%	FR0011023126	
08/04/2009	08/04/2014	34,000	JPY	EMTN	3-month JPY LIBOR + 0.55%	FR0010745299	
30/06/2011	30/06/2014	1,000	GBP	bond	3-month GBP LIBOR + 0.25%	FR0011071323	
01/07/2009	01/07/2014	1,000	USD	EMTN	3.50%	FR0010775239	
02/07/2009	02/07/2014	1,200	USD	EMTN	3-month USD LIBOR + 0.4%	FR0010776054	
18/06/2009	08/09/2014	525	GBP	EMTN	3.750%	FR0010770511	
France	22/10/2009	22/10/2014	1,250	USD	EMTN	2.875%	FR0010815332
	13/09/2011	24/11/2014	200	AUD	bond	3-month AUD LIBOR + 0.4%	FR0011113307
	08/12/2009	15/01/2015	3,375	EUR	bond	2.625%	FR0010831669
	26/01/2010	26/01/2015	95	GBP	EMTN	3-month GBP LIBOR + 0.02%	FR0010850156

€ millions							
Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
	09/02/2012	09/02/2015	50	EUR	bond	1.81%	FR0011198829
	24/01/2012	16/02/2015	4,000	EUR	bond	1.875%	FR0011185032
	16/02/2012	16/02/2015	1,000	GBP	bond	3-month GBP LIBOR	FR0011201441
	23/02/2012	23/02/2015	125	EUR	bond	3-month EURIBOR	FR0011203850
	25/02/2009	25/02/2015	150	CHF	bond	2.125%	CH0012601446
	02/03/2010	02/03/2015	1,000	USD	bond	2.875%	FR0010862581
	22/04/2010	22/04/2015	156	AUD	EMTN	BBSW + 0.28%	FR0010889725
	15/09/2010	15/09/2015	1,500	USD	EMTN	1.875%	FR0010941732
	16/09/2010	07/12/2015	700	GBP	EMTN	2.250%	FR0010942086
	08/04/2009	08/04/2016	25,000	JPY	EMTN	3-month JPY LIBOR + 0.65%	FR0010745307
	16/02/2011	25/02/2016	4,500	EUR	bond	3%	FR0011008366
	15/03/2012	15/03/2016	30,000	JPY	bond	1%	FR0011214451
	08/03/2006	25/04/2016	6,100	EUR	bond	3.625%	FR0010301747
	02/11/2006	02/11/2016	1,250	USD	EMTN	5.25%	FR0010394452
	14/12/2009	14/12/2016	150	USD	EMTN	3-month USD LIBOR + 55bp	FR0010831891
	20/03/2007	20/03/2017	450	MXN	EMTN	7.93%	FR0010449355
	13/04/2012	13/04/2017	76,900	JPY	bond	0.753%	FR0011234301
	12/04/2007	25/04/2017	3,800	EUR	bond	4.125%	FR0010456434
	28/07/2006	25/07/2017	2,000	EUR	bond	CADESI 1.85%	FR0010359679
	07/03/2008	20/12/2017	35	GBP	EMTN	3-month GBP LIBOR - 0.3705%	FR0010594366
	20/01/2011	15/10/2018	300	GBP	bond	3.75%	FR0010994376
	26/10/2006	26/10/2018	400	CAD	EMTN	4.45%	FR0010386110
	10/06/2009	25/04/2020	4,250	EUR	bond	4.250%	FR0010767566
	02/07/2010	02/07/2020	200	EUR	EMTN	3-month EURIBOR + 0.23%	FR0010917534
	25/10/2004	25/07/2020	1,000	EUR	EMTN	Max[0;((1 + TEC100-1%)^0.25)-1]	FR0010120436
	26/10/2010	26/10/2020	1,000	USD	bond	3.00%	FR0010956565
	21/04/2009	21/04/2021	200	CHF	bond	3.00%	CH0100525382
	29/06/2010	25/04/2021	5,750	EUR	bond	3.375%	FR0010915660
	10/02/2011	25/07/2021	3,255	EUR	bond	CADESI	FR0011003672
	25/07/2006	25/10/2021	6,280	EUR	bond	4.375%	FR0010347989
	20/06/2012	20/06/2022	50	EUR	bond	Formula-based variable rate	FR0011270644
	26/09/2012	25/10/2022	3,000	EUR	bond	2.50%	FR0011333186
	19/04/2011	19/04/2023	200	CHF	bond	2.375%	CH0127860192
	18/04/2011	25/04/2023	5,024	EUR	bond	4.125%	FR0011037001
France	27/02/2012	27/02/2024	153	EUR	bond	Formula-based variable rate	FR0011202514

€ millions							
Programme	Issue date	Maturity date	Nominal value (issue currency)	Currency	Type	Nominal interest rate	ISIN code
	02/07/2012	02/07/2024	60	EUR	bond	Formula-based variable rate	FR0011277383
	09/02/2012	25/07/2024	2,750	EUR	bond	CADESI	FR0011198787
	27/06/2012	27/06/2025	194	EUR	bond	3.202%	FR0011276427
	18/08/2011	18/08/2025	562.5	EUR	bond	3.625%	FR0011092261
	15/11/2011	15/11/2025	800	NOK	bond	4.700%	FR0011142215
	01/12/2011	01/12/2025	800	NOK	bond	5.120%	FR0011153097
	09/03/2011	09/12/2025	150	CHF	bond	2.50%	CH0124739902
	15/03/2012	15/12/2025	1,000	NOK	bond	4.95%	FR0011213958
	01/02/2012	15/12/2025	5,000	EUR	bond	4%	FR0011192392
	12/07/2011	19/12/2025	800	NOK	bond	4.80%	FR0011074178
	27/06/2012	19/12/2025	2,000	NOK	bond	4.84%	FR0011276732
	01/04/2011	20/12/2025	300	EUR	bond	3.80%	FR0011027929
	21/06/2012	21/12/2025	1,000	NOK	bond	4.52%	FR0011271527

Note 6a: Analysis of transactions in euro and foreign currencies before and after hedging

This note analyzes the effect of hedging transactions on the initial debt and breaks down interest rates before and after hedging. It provides both accounting and financial information related to the value and hedging of instruments at maturity.

(in millions of euros)	Initial debt		Hedging transactions		Final debt	
	Foreign currencies	Euros	Foreign currencies	Euros	Foreign currencies	Euros
Euro-denominated debt		104,545		39,146		143,691
Foreign currency-denominated debt		Value in euros at 31 December 2012		Value in euros at 31 December 2012		
CHF	726	601	(726)	(601)	0	0
GBP	4,584	5,617	(4,584)	(5,617)	0	0
JPY	177,900	1,566	(177,900)	(1,566)	0	0
USD	39,080	29,620	(39,080)	(29,620)	0	0
HKD	437	43	(437)	(43)	0	0
SEK	830	97	(830)	(97)	0	0
AUD	1,604	1,262	(1,604)	(1,262)	0	0
NOK	6,400	871	(6,400)	(871)	0	0
NZD	0	0	0	0	0	0
SGD	0	0	0	0	0	0
CAD	520	396	(520)	(396)	0	0
MXN	450	26	(450)	(26)	0	0

Sub-total foreign currencies		40,098		(40,098)		0
Total		144,643		(952)		143,691

The table above provides a breakdown of the initial nominal debt by issuance currency. Since all transactions in foreign currencies have been hedged, the debt of CADES is effectively entirely in euro. Hedging transactions have enabled CADES to eliminate the impact of exchange rate fluctuations on its debt.

The table below shows the breakdown of debt by interest rate type. Hedging impacts the initial breakdown, such that in the final analysis, 62%⁽¹⁾ of the debt bears fixed rates, 28% floating rates and 10% rates indexed to inflation.

Breakdown of debt in euro and foreign currencies before and after hedging										
(€ millions)	Initial debt				Hedging transactions			Final debt		
	Foreign currencies	Euros	Total	%	Foreign currencies	Euros	Foreign currencies	Euros	Total	%
Fixed rates										
Negotiable debt instruments	0	1,053	1,053			540	0	1,593	1,593	
Bonds, EMTN and BMTN	26,657	80,339	106,996		(26,657)	6,960	0	87,299	87,299	
Private placements	0	0	0		0	0	0	0	0	
Macro hedging swaps	0	0	0		0	0	0	0	0	
Total fixed rates	26,657	81,392	108,049	75	(26,657)	7,500	0	88,892	88,892	62
Floating rates										
Negotiable debt instruments	5,894	3,266	9,160		(5,894)	5,531	0	8,797	8,797	
Bonds, EMTN and BMTN	7,547	3,896	11,443		(7,547)	26,116	0	30,011	30,011	
Private placements	0	998	998		0	0	0	998	998	
Macro hedging swaps	0	0	0		0	0	0	0	0	
Total floating rates	13,441	8,160	21,601	15	(13,442)	31,647	0	39,806	39,806	28
Indexed rates										
Bonds	0	14,993	14,993		0	0	0	14,993	14,993	
Macro hedging swaps	0	0	0		0	0	0	0	0	
Total indexed rates	0	14,993	14,993	10	0	0	0	14,993	14,993	10
Total	40,098	104,545	144,643	100		(952)	0	143,691	143,691	100

- (1) Includes €2,331 million that corresponds to the hedging of swaps cancellable at the initiative of the counterparties. If the swap is cancelled by the counterparty, the hedged position reverts to a variable rate. Based on market rates at 31 December 2012, the swap cancellation options held by counterparties were significantly out of the money, making the likelihood of a reversion to a variable rate virtually nil.

Note 7: Other liabilities

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
DEPOSITS RECEIVED BY WAY OF INITIAL MARGINS	1,966.46	3,352.60	1,971.38
- Deposits	1,966.44	3,351.43	1,970.82
- Accrued interest	0.02	1.17	0.56
OTHER CREDITORS IN RESPECT OF FINANCIAL TRANSACTIONS	1.18	3.09	2.24
OTHER CREDITORS IN RESPECT OF OPERATING CHARGES	106.23	63.10	44.92
Payments to the State	0.00	0.00	0.00
Tax	0.02	0.02	0.02
Social security	0.00	0.00	0.07
Trade creditors	0.01	0.01	0.00
Sundry creditors – ACOSS	106.20	63.07	44.83
Other sundry creditors	0.00	0.00	0.00
Total	2,073.87	3,418.79	2,018.54

Other liabilities correspond to:

- Deposits received by way of initial margins in respect of contracts on forward markets and repurchase agreements put in place to hedge counterparty risk, amounting to €1,966.44 million at 31 December 2012;
- Accrued interest on margin calls amounting to €0.02 million;
- Commission payable on commercial paper amounting to €1.18 million;
- Credit balance with ACOSS amounting to €106.23 million, consisting of taxpayer credit notes received from ACOSS.

Note 8: Accruals and deferred income

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
ACCRUALS	219.84	340.49	354.06
Accruals on forward interest rate instruments	166.20	192.48	286.57
Accruals on forward currency instruments	43.20	139.27	59.70
Fees payable in respect of market transactions	0.00	0.00	0.01
Accruals in respect of operating charges	0.39	0.15	0.24
Accruals in respect of CRDS and CSG collection costs	7.93	6.82	4.53
Accruals in respect of revenue from social levies on income from property and investments	2.05	1.36	0.00
Other accruals	0.07	0.41	3.01
CONTINGENT GAINS AND GAINS TO BE SPREAD ON FORWARD FINANCIAL INSTRUMENTS	47.38	45.53	34.21
UNEARNED INCOME	618.26	397.40	214.61
Issuance premiums on bonds	618.24	397.39	201.65
On government securities	0.02	0.01	12.96
On foreign currency transactions	0.00	0.00	0.00
Other unearned income	0.00	0.00	0.00
OTHER	4.60	5.81	21.79
Currency adjustment accounts	4.56	5.73	21.71
Sundry	0.04	0.08	0.08
Total	890.07	789.23	624.67

Accruals and deferred income consist of transactions affecting the profit and loss account independently of the date on which the corresponding income is paid or collected.

They include notably:

- Accrued expenses in respect of interest rate swaps amounting to €166.20 million, forward currency transactions for €43.20 million, CRDS and CSG for €7.93 million and social levies on income from property and investment for €2.05 million.
- Balancing cash payments on currency swaps amounting to €47.38 million that are to be spread.
- Unearned income amounting to €618.26 million, corresponding to premiums on bond issues and on government

- securities.
- Currency adjustment accounts amounting to €4.56 million, being technical accounts used to recognize to profit and loss adjustments arising on the measurement of off-balance sheet commitments.

Note 8a: Provision accounts

Provisions for liabilities and charges include a provision for redundancy indemnities.

At (€ millions)	31 December			31 December	
	2011	Set aside	Reversed	2012	
Provisions	0.21	0.02	0.00	0.23	
Provision for redundancy indemnities	0.21	0.02	0.00	0.23	
Provision for liabilities	0.00	0.00	0.00	0.00	
Total	0.21	0.02	0.00	0.23	

PROFIT AND LOSS ACCOUNT

In arriving at the profit for the period, net banking income is reported separately from other operating income and charges.

(€ millions)	
Net banking income	(4,072.48)
Exceptional income items	0.18
Other operating income and charges	<u>16,021.37</u>
Gross operating profit and net profit for the period	11,949.07

A specific mission has been entrusted to CADES, which is to extinguish a debt over its scheduled term. The profit for the year measures its capacity to reduce its own debt.

Net banking income

Net banking income consists of the cost of debt, the income generated from cash positions and the net profit or loss on financial transactions.

Note 9: Banking income

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
INTEREST RECEIVABLE AND SIMILAR INCOME FROM TRANSACTIONS WITH CREDIT INSTITUTIONS	107.17	77.84	29.51
Interest receivable – Demand loans and advances and open repurchase agreements	40.37	10.33	4.71
Interest from ordinary accounts in debit	40.37	8.69	4.43
Interest from loans	0.00	0.00	0.00
Interest from securities delivered under open repurchase agreements	0.00	1.64	0.28
Interest receivable – Term loans, advances and repurchase agreements	1.37	47.75	14.48
Interest from loans denominated in euro	0.00	0.00	0.00
Interest from loans denominated in foreign currencies	0.00	0.00	0.00
Interest from securities delivered under repurchase agreements	1.37	47.75	14.48
Other interest receivable	65.43	19.76	10.32
INTEREST RECEIVABLE AND SIMILAR INCOME FROM BONDS AND OTHER FIXED INCOME SECURITIES	1.04	10.83	12.28
Interest from fixed income securities	0.00	0.00	0.00
Interest from government securities	1.04	10.83	12.28
OTHER INTEREST RECEIVABLE AND SIMILAR INCOME	492.53	229.41	309.00
Amortisation of premiums on issue	108.72	64.03	51.56
Net profit on hedging transactions	383.81	165.38	257.44
Profit on repurchase of own securities	0.00	0.00	0.00
Total	600.74	318.08	350.79

Banking income, which amounted to €600.74 million, consists of:

- Net profit on hedging transactions amounting to €383.81 million;
- Interest receivable and similar income from transactions with credit institutions amounting to €107.17 million, of which €40.37 million of interest on bank deposits;
- The amortisation of bond premiums on issue amounting to €108.72 million; and
- Interest from fixed income securities amounting to €1.04 million.

Note 10: Cost of debt

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
INTEREST PAYABLE AND SIMILAR CHARGES ON TRANSACTIONS WITH CREDIT INSTITUTIONS	57.56	152.85	11.04
Interest payable - Demand loans and open repurchase agreements	0.11	0.06	0.04
Interest on ordinary accounts in credit	0.11	0.05	0.03
Interest on overnight loans	0.00	0.00	0.00
Interest on securities delivered under open repurchase agreements	0.00	0.01	0.01
Interest payable – Term loans and repurchase agreements	40.65	12.30	0.22
Interest on CDC loan (transfer of debt)	0.00	0.00	0.00
Interest on multi-currency credit	0.00	0.00	0.00
Interest on securities delivered under repurchase agreements	0.09	0.40	0.17
Interest on private placements	40.56	11.90	0.05
Other interest payable and similar charges	16.80	140.49	10.78
INTEREST PAYABLE AND SIMILAR CHARGES ON BONDS AND OTHER FIXED INCOME SECURITIES	4,560.21	3,896.74	3,336.15
Interest on debts evidenced by certificates	4,560.21	3,896.74	3,336.15
Interest on negotiable debt instruments denominated in euros	108.52	50.63	2.94
Interest on negotiable debt instruments denominated in other currencies	172.93	105.11	24.85
Interest on bonds and equivalent securities denominated in euros	3,186.95	2,665.72	2,334.51
Interest on bonds and equivalent securities denominated in other currencies	808.81	730.94	753.05
Other charges on debt evidenced by securities	283.00	344.34	220.80
Other interest payable and similar charges	0.00	0.00	0.00
FEES PAYABLE	55.02	60.09	17.37
Fees on term loans with credit institutions	4.65	6.49	0.00
Fees on negotiable debt instruments issued	7.44	11.18	2.75
Fees on bonds	41.55	42.12	14.49
Other fees on securities transactions	1.38	0.30	0.13
Other fees	0.00	0.00	0.00
Total	4,672.79	4,109.68	3,364.56

Interest payable and similar charges on CADES' debt, which amounted to €4,672.79 million, increased by 13.70% from 31 December 2011 and consists of:

- Charges amounting to €4,560.21 million in respect of debts;
- Interest amounting to €57.56 million on transactions with credit institutions, consisting of interest on private placements, securities delivered under repurchase agreements and margin calls; and
- Fees amounting to €55.02 million.

The increase in interest and similar charges payable compared with 31 December 2011 was related to the increase in debt outstandings during the financial year, which was partially offset by the decrease in interest rates.

Note 11: Gains and losses on trading securities

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
NET GAIN (LOSS) ON FOREIGN EXCHANGE TRANSACTIONS	(0.37)	(0.29)	(0.28)
Other foreign exchange transactions	(0.37)	(0.29)	(0.28)
Total	(0.37)	(0.29)	(0.28)

In accordance with the requirements of Regulation 2000-03 on the presentation of financial statements issued by the French Accounting Standards Committee, gains and losses on instruments used to hedge interest rate and currency risks are reported under interest receivable and similar income or interest payable and similar charges (see Note 9). The net profit on foreign exchange transactions comprises solely gains and losses determined on the periodic measurement of foreign currency accounts that have not been hedged.

Note 11a: Gains and losses on investment securities

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
Gains (losses) on investment securities	0.00	0.00	0.00
Net gain (loss) on investment securities	0.00	0.00	0.00

Other operating income and charges

Other operating income and charges consist mainly of specific income and charges dealt with by Order No. 96-50 of 24 January 1996 (CRDS contributions, CSG, social levies on income from property and investments, payments from the Retirement Reserve Fund, property asset sales and payments to the State and social security funding organisations), general operating charges and depreciation, amortisation and impairment charges on non-current assets.

Note 12: CRDS revenues

The table below details revenue allocated to CADES under Article 6 of Order No. 96-50 of 24 January 1996 after deducting assessment and collection costs and losses on outstanding CRDS contributions (write-offs, waivers, cancellation and debt forgiveness).

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
NET CRDS REVENUES (Article 6)	6,566.50	6,290.29	5,962.56
CRDS contributions levied on wages and salaries	5,720.53	5,577.75	5,278.07
CRDS contributions levied on property assets	264.02	242.13	230.95
CRDS contributions levied on investment income	438.36	326.96	321.86
CRDS contributions levied on sales of precious metals and gems	6.09	5.22	4.04
CRDS contributions on gaming proceeds	137.47	138.19	127.11
CRDS exemption offsets (travel vouchers and voluntary community services)	0.03	0.04	0.53

CRDS revenues, net of collection costs, amounted to €6,566.50 million.

CRDS levied on wages and salaries (which is mainly collected by ACOSS) represents 87.12% of the total. The remaining CRDS proceeds (which are collected by the offices of the Public Finances Directorate) are levied mainly on capital (property and investment income, 10.70%) and on gambling and precious metals (2.18%).

Repayments relating to amounts written off prior to 31 December 1999 (pursuant to EC regulations and bilateral social security agreements) received from foreign countries have been paid over by CNAMTS to CADES since 31 December 1997 to the extent this does not create a new deficit or increase an existing deficit in the books of CNAMTS. Given that CNAMTS has been in deficit from 1998 to 2011, the €216.77 million recovered during this period was not paid over to CADES.

Since Act No. 2004-810 of 13 August 2004, no surplus has been generated by the health insurance branch of the French social security system.

Note 12a

The table below provides a breakdown of income and charges relating to the CRDS.

CRDS REVENUES (€ millions)	(I)	CRDS COSTS	(II)	Net revenues (I-II)
CRDS levied on wages and salaries	5,775.28	Write-offs, waivers, cancellation and debt forgiveness	26.11	5,720.53
		Assessment and collection costs	28.64	
CRDS levied on property assets	275.30	Assessment and collection costs	11.28	264.02
CRDS levied on investment income	440.56	Assessment and collection costs	2.20	438.36
CRDS levied on sales of gems and precious metals	6.12	Assessment and collection costs	0.03	6.09
CRDS levied on gaming proceeds	138.16	Assessment and collection costs	0.69	137.47
CRDS exemption offsets (travel vouchers and voluntary community services)	0.03		0.00	0.03
Reversal of provisions on outstanding	0.41	Provisions on outstanding CRDS to be	25.43	(25.02)

CRDS to be collected		collected	
Total	6,635.86	Total	94.38
			6,541.48

Note 12.1: CSG revenues

Supplementary social security contributions (*Contribution Sociale Généralisée – CSG*) are a resource allocated to CADES at the rate of 0.48% for CSG on income from employment, unemployment and other similar benefits and on taxable income from property and investments, and at 0.28% for CSG on profits from gaming since 1 January 2011.

The tax base is the same as for the CRDS, with the exception that no contributions are levied on the sale of precious metals and gems.

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
NET CSG REVENUES (Article 6)	5,770.15	5,546.62	2,262.64
CSG contributions levied on wages and salaries	5,154.88	4,956.38	2,035.38
CSG contributions levied on property assets	251.61	230.48	91.70
CSG contributions levied on investment income	354.75	352.54	131.15
CSG contributions on gaming proceeds	8.88	7.19	4.20
CSG exemption offsets	0.03	0.03	0.21

CSG revenues, net of collection costs, amounted to €5,770.15 million.

CSG levied on wages and salaries (which is collected mainly by ACOSS) represents 89.34% of the total. The remaining CSG (which is collected by the offices of the Public Finances Directorate) is levied mainly on income from investment (6.15%).

Note 12.1a

The table below provides a breakdown of income and charges relating to the CSG.

CSG REVENUES (€ millions)	(I)	CSG COSTS	(II)	Net revenues (I-II)
CSG levied on wages and salaries	5,189.25	Write-offs, waivers, cancellation and debt forgiveness	8.72	5,154.88
		Assessment and collection costs	25.62	
CSG levied on property assets	262.36	Assessment and collection costs	10.75	251.61
CSG levied on investment income	356.53	Assessment and collection costs	1.78	354.75
CSG levied on gaming proceeds	8.92	Assessment and collection costs	0.04	8.88
CSG exemption offsets	0.03		0.00	0.03
Reversal of provisions on outstanding CSG to be collected	0.08	Provisions on outstanding CSG to be collected	40.52	(40.44)
Total	5,817.17	Total	87.46	5,729.71

Note 12.2: Social levies on income from property and investment

Social levies on income from property and investment established are a new source of revenue allocated to CADES with effect from 1 January 2011 under Act No. 2010-1594 of 20 December 2010 (Articles 245-14 and 245-15 of the Social Security Code). CADES receives a 1.3% portion of these levies, the rate of which is set at 5.4% as from 1 January 2012.

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
NET REVENUE FROM SOCIAL LEVIES	1,653.11	1,575.91	0.00
On income from property	681.44	624.26	0.00
On income from investment	971.67	951.65	0.00

Note 12.2a

The following table shows the breakdown of revenue and costs associated with social levies on income from property and investment.

REVENUES FROM SOCIAL LEVIES (€ millions)	(I)	COSTS RELATING TO SOCIAL LEVIES	(II)	Net revenues (I-II)
Social levies on income from property	710.55	Assessment and collection costs	3.55	681.44
		Write-offs, waivers, cancellation and debt forgiveness	25.56	
Social levies on income from investment	976.55	Assessment and collection costs	4.88	971.67
Reversal of provisions on outstanding amounts to be collected		Provisions on outstanding amounts to be collected	0.00	0.00
Total	1,687.10	Total	33.99	1,653.11

Note 12.3: Payments by the Retirement Reserve Fund (FRR)

The Retirement Reserve Fund paid €2.10 billion on 25 April 2012 in respect of the year 2012.

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
REVENUE FROM THE RETIREMENT RESERVE FUND	2,100.00	2,100.00	0.00
Revenue for the year	2,100.00	2,100.00	0.00

Note 13: General operating charges

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
STAFF COSTS	1.03	1.00	0.89
Wages and salaries	0.74	0.72	0.64
Social security charges	0.29	0.28	0.25
OTHER ADMINISTRATIVE EXPENSES	1.98	1.89	1.61
Taxes and duties	0.09	0.09	0.08
External services	1.89	1.80	1.53
Total	3.01	2.89	2.50

General operating charges correspond to expenditure falling within the scope of the administrative budget. They do not include the acquisition and the amortisation and depreciation of fixed assets (see Note 2). They increased by 4.15% compared with 31 December 2011.

List of staff positions at 31 December 2012

Non-civil servant employees:

- 1 senior front office manager (grade A)
- 1 assistant front office manager (grade A)
- 2 market operators (grade A)
- 1 asset and liabilities matching strategist (grade A)
- 1 senior back office manager (grade A)
- 1 assistant back office manager (grade A)
- 1 bilingual executive secretary (grade C)

Civil servants:

- 1 general office manager (grade A)
- 1 administrative manager (grade A)

Note 13a: Property assets and property management

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
REVENUES FROM PROPERTY ASSETS	0.18	0.43	-
Property sales	-	-	-
Rental income	-	-	-
Exceptional income	-	-	-
Provisions reversed	0.18	0.43	-
CHARGES ON PROPERTY ASSETS	0.05	0.01	-
Expenses on property sales	-	-	-
Change in unsold inventory	-	-	-
Staff costs	-	-	-
External services	-	0.01	-
Taxes	-	-	-
Exceptional charges	0.05	-	-
Provisions set aside	-	-	-

All the properties transferred to CADES on 1 January 2000 were sold over the next three years. Since 2007, CADES has managed the run-off of the last properties and of disputes.

Note 14: Other non-banking operating charges

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
Payments to the State	-	-	-
Payments to social security agencies	-	-	-
Total	-	-	-

Note 15: Exceptional income

Period ended (€ millions)	31 December 2012	31 December 2011	31 December 2010
Statutory limitation of debt – administrative budget	0.06	0.13	-
Statutory limitation of debt – financing budget	0.12	0.46	-
Other exceptional income	-	-	-
Total	0.18	0.59	-

The exceptional income corresponds to the statutory limitation on charges payable on the administrative and financing budgets (essentially commissions on commercial paper).

OFF-BALANCE SHEET COMMITMENTS

Off-balance sheet commitments, as reported, distinguish between commitments given and commitments received and are analyzed between loan commitments, guarantee obligations and guarantees on securities. Certain commitments are not recorded on the face of the accounts, being commitments in respect of currency transactions and forward financial instruments. Information regarding these commitments is provided in Notes 16 and 17 below.

Note 16: Currency transactions

At (€ millions)	31 December 2012		31 December 2011		31 December 2011	
	Currencies to be received	Currencies to be delivered	Currencies to be received	Currencies to be delivered	Currencies to be received	Currencies to be delivered
FORWARD TRANSACTIONS	40,098.22	-	53,772.58	-	34,197.24	-
Financing in foreign currency						
Hedging transactions over the counter						
Forward exchange against euros	5,363.50		20,887.66		8,425.44	-
Up to 1 year	5,363.50		20,887.66		8,425.44	-
From 1 to 5 years		-		-		-
Over 5 years		-		-		-
Currency swaps against euros	34,734.72	-	32,884.92	-	25,771.80	-
Up to 1 year	6,637.82	-	7,602.27	-	7,953.50	-
From 1 to 5 years	25,340.34	-	23,019.15	-	15,264.00	-
Over 5 years	2,756.56	-	2,263.50	-	2,554.30	-
FORWARD TRANSACTIONS	-	-	-	-	-	-
Foreign currency financing commitments received						
Hedging transactions over the counter						
Forward exchange against euros	-	-	-	-	-	-
Up to 1 year	-	-	-	-	-	-
From 1 to 5 years	-	-	-	-	-	-
Currency swaps against euros	-	-	-	-	-	-
Up to 1 year	-	-	-	-	-	-
From 1 to 5 years	-	-	-	-	-	-
Over 5 years	-	-	-	-	-	-

Forward exchange contracts against euro correspond to forward purchases entered into for the purpose of hedging commercial paper denominated in foreign currencies. The decrease of 25.43% in outstandings as at 31 December 2012 compared with 31 December 2011 is partly due to decreased borrowing.

The increase in currency swaps against euro is attributable to the increase in foreign currency EMTN issues.

Note 17: Forward financial instruments

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
INTEREST RATE INSTRUMENTS			
Organised markets and equivalents	-	-	-
Firm transactions entered into for hedging purposes	-	-	-
Euro Bobl futures contracts (5 years)	-	-	-
Euro Bund futures contracts (10 years)	-	-	-
Other firm transactions	-	-	-
Options entered into for hedging purposes	-	-	-
Other options	-	-	-
Over the counter	9,730.19	12,926.38	17,496.71
Firm transactions entered into for hedging purposes			
Interest rate swaps in euro	9,730.19	12,823.42	17,496.71
Micro hedging	9,161.81	12,161.66	16,306.57
- Up to 1 year	3,501.24	4,280.86	6,708.91
- From 1 to 5 years	4,459.73	6,325.26	8,042.12
- Over 5 years	1,200.84	1,555.54	1,555.54
Macro hedging	568.38	661.76	1,190.14
- Up to 1 year	568.38	50.00	435.00
- From 1 to 5 years	-	611.76	755.14
- Over 5 years	-	-	-
Isolated positions	-	-	-
- Up to 1 year	-	-	-
- From 1 to 5 years	-	-	-
- Over 5 years	-	-	-
Currency swaps	-	102.96	-
Micro hedging	-	102.96	-
- Up to 1 year	-	102.96	-
- From 1 to 5 years	-	-	-
- Over 5 years	-	-	-

Interest rate instruments entered into by CADES as at 31 December 2012 comprise:

- Swaps entered into for macro hedging purposes, consisting of inflation swaps amounting to €568.38 million, two having matured;
- Swaps amounting to €9,161.81 million entered into for micro hedging purposes, including swaps cancellable by counterparties of €2,331 million.

In 2007 and 2008, CADES entered into swaps under which it receives 3-month Euribor less a haircut and pays a fixed rate. These swaps may be rescinded by the counterparties six months after inception and then every three months. These cancellable swaps, which qualify as micro hedges, are used to transform CADES' adjustable rate structured transactions into fixed rate transactions for at least six months. Each swap is therefore systematically backed to a swap already held in portfolio by CADES. If the swaps are cancelled, CADES reverts to its initial refinancing level.

These swaps were authorised by the Board of Directors on 28 November 2007. They are designated as micro hedges (Category b of Regulations No. 90-15 and 88-02) pursuant to French banking regulations (*Réglementation Bancaire*).

Note 18: Other off-balance sheet commitments

At (€ millions)	31 December 2012	31 December 2011	31 December 2010
FINANCING COMMITMENTS			
Commitments received			
<i>From credit institutions</i>			
- Back-up credit lines	700.00	700.00	700.00
- Multi-currency credit lines	-	-	-
- Credit lines in treasury bills	2,000.00	5,000.00	-
- Other credit lines	-	9,000.00	-
<i>Sundry</i>			
- Retirement Reserve Fund (<i>Fonds de Réserve pour les Retraites</i>)	25,200.00	27,300.00	29,400.00
- Borrowings	-	-	-
- Commercial paper and securities lent under repurchase agreements	-	81.98	-
Commitments given			
Payments to the State	-	-	-
Payments to social security agencies	-	-	-
- First assumption of debt provided for by 2011 Social Security Finance Act	5,780.55	2,700.00	68,000.00
- Second assumption of debt provided for by 2011 Social Security Finance Act	52,271.40	62,000.00	62,000.00
Financing commitments given under repurchase agreements	584.76	69.04	-

Commitments received consist of:

- four back-up credit lines totalling €700 million that are cancellable by the counterparty at 30 days' notice;
- one bilateral line for the purchase of commercial paper issued by CADES for a total amount of €2 billion maturing on 23 August 2013;
- a total of €25.2 billion in payments from the Retirement Reserve Fund, corresponding to the annual payments of €2.1 billion for the period from 2013 to 2024, pursuant to the 2011 Social Security Funding Act No. 2010-1594 of 20 December 2010.

Commitments given consist of:

- the debts assumed pursuant to the 2011 Social Security Funding Act No. 2010-1594 of 20 December 2010, namely:
 - the balance of €5.78 billion of the €68 billion deficit forecast for 2009 and 2010 for the Health, Maternity, Incapacity and Death Insurance branch, the Senior Citizens, Widows and Widowers Insurance branch and the Family Insurance branch of the French social security system and for 2011 for the Health, Maternity, Incapacity and Death Insurance branch and the Family insurance branch;
This balance of €5.78 billion corresponds to the difference between the maximum amount assumed in accordance with Act No. 2010-1594 of 20 December 2010 (€68 billion), the amounts paid by CADES (€65.30 billion) and the adjustment in CADES' favour (€3.08 billion).
At 31 December 2012, because the amount of the 2011 deficits was still provisional and had not been approved this balance continued to be recognised under commitments given.
 - the €52.27 billion balance of the deficits of 2011 to 2018 for the Senior Citizens, Widows and Widowers Insurance branch (branch 3) of the French social security system, subject to an overall limit of €62 billion for the period and a yearly maximum of €10 billion. These payments are to be made by 30 June each year as from 2012.

- all 2012 payments stipulated by Decree No. 2012-329 of 7 March 2012, as made in the first six months of the year.
- Six repurchase agreements entered into on 28 December 2012 with a value date of 2 January 2013 in the amount of €584.76 million.

Note 19: Abridged statements

BALANCE SHEET

At (€ millions)	31 December 2012
PROFIT AND LOSS ACCOUNT BROUGHT FORWARD FROM 1 JANUARY 2012	(149,594.02)
PROFIT FOR YEAR ENDED 31 DECEMBER 2012	11,949.07
PROPERTY ENDOWMENT	181.22
DEBT REMAINING TO BE REPAID AT 31 DECEMBER 2012	(137,463.72)
Represented by:	
Liabilities towards third parties	
- Borrowings falling due within 1 year	32,618.92
- Borrowings falling due after 1 year	113,793.40
- Other creditors, accruals and unearned income	2,963.94
Less assets held by CADES	
- Financial investments	8,643.36
- Other debtors, prepayments and accrued income	3,269.18

PROFIT AND LOSS ACCOUNT

Period ended (€ millions)	31 December 2012
NET REVENUE FROM CRDS, CSG AND SOCIAL LEVIES	13,924.30
NET REVENUE FROM RETIREMENT RESERVE FUND (FRR)	2,100.00
NET REVENUE FROM PROPERTY	0.13
Interest payable and similar charges	(4,617.77)
Fees	(55.09)
Interest receivable and similar income	600.38
NET FINANCIAL CHARGES	(4,072.48)
Operating charges	(3.06)
OPERATING PROFIT	11,948.89
Payments to the State	0.00
Exceptional income	0.18
NET PROFIT FOR THE YEAR ENDED 31 DECEMBER 2012	11,949.07

OTHER INFORMATION

The table below provides information on market value, comparing the debt at repayment value as at 31 December 2012 with the debt at market value.

Debt at repayment value as at closing date comprises the following elements:

- (a) The nominal value of fixed rate, variable rate and adjustable rate borrowings in euros;
- (b) The nominal value of the fixed rate, variable rate and adjustable rate euro legs of basis swaps representing perfect transformation of foreign currency-denominated borrowings into euro-denominated borrowings;
- (c) The accrued nominal value of inflation indexed bonds as at 31 December 2012.
- (d) Interest accrued but not yet due is excluded from debt at repayment value.

Debt at repayment value at maturity comprises the following elements:

- (a) The nominal value of fixed rate, variable rate and adjustable rate borrowings in euro.
- (b) The nominal value of the fixed rate, variable rate and adjustable rate euro legs of swaps representing perfect transformation of foreign currency-denominated borrowings into euro-denominated borrowings.
- (c) The projected nominal value at maturity of inflation indexed bonds.
- (d) The market value of swaps used for macro hedging.

Debt at market value comprises the following elements:

- (a) The value of the fixed rate bonds and inflation indexed bonds based on the average market price on 31 December 2012.
- (b) The value of unlisted securities issued by CADES obtained using the CADES zero coupon curve as at 31 December 2012. Options embedded in certain of these securities are valued using an internal model based on standard valuation software developed and marketed by an independent service provider.
- (c) The value of derivatives used to transform part of the debt through micro hedging. Options embedded in certain of these instruments are valued using the same internal model.
- (d) The value of derivatives used for macro hedging.
- (e) The present value at 31 December 2012 of collateral, repurchase agreements and bank balances.

(in millions of euros)	DEBT AT REPAYMENT VALUE		DEBT AT MARKET VALUE	MARKET VALUE OF HEDGING TRANSACTIONS
	AT MATURITY	AT 31 DECEMBER 2012	AT 31 DECEMBER 2012	AT 31 DECEMBER 2012
UP TO 1 YEAR	24,056.84	24,028.60	24,514.01	205.87
FROM 1 TO 5 YEARS	58,578.03	58,366.45	62,050.57	1,204.81
OVER 5 YEARS	56,608.26	54,609.61	63,768.48	386.73
SWAPS	(17.83)	0.00	(17.83)	17.83
TOTAL	139,225.31	137,004.65	150,315.23	1,815.24
REVISABLE RATES	35,595.31	33,119.52	36,010.04	1,401.79
INDEXED RATES	17,235.29	14,993.33	16,808.61	0.00
FIXED RATES	86,411.89	88,891.81	97,514.41	395.62
SWAPS	(17.83)	0.00	(17.83)	17.83
TOTAL	139,225.31	137,004.65	150,315.23	1,815.24

Compared with prior years, at 31 December 2012 there had been an increase in medium and long-term debt, and a sharp decrease in short-term debt, as indicated by the table below:

Debt	31 December 2012	31 December 2011	31 December 2010
Short-term (under 1 year)	17.54%	28.95%	7.67%
Medium-term	42.60%	38.22%	47.93%
Long-term (over 5 years)	39.86%	32.83%	44.40%

As regards the breakdown between issues denominated in euro and other currencies, this remained stable in 2012, as indicated by the table below:

Debt	31 December 2012	31 December 2011	31 December 2010
In foreign currencies	33.09%	33.00%	34.24%
In euros	66.91%	67.00%	65.76%

Lastly, the post-hedging debt breakdown below shows the increase in fixed rate issues compared with revisable rate issues relative to 2011:

Debt	31 December 2012	31 December 2011	31 December 2010
Revisable rate	24.18%	36.45%	8.12%
Indexed rate	10.94%	9.78%	12.98%
Fixed rate	64.88%	53.77%	78.90%

Explanation of variances between market value and repayment value of debt:

The difference between the market value of the debt and its repayment value is explained by the following factors:

- The market value of fixed rate loans increased because of the decline in interest rates;
- Market value factors in the present value of future coupons whereas the repayment value excludes coupons; and
- Gains and losses on macro hedging and inflation swaps impact market value one way or the other.

The above information covers a significant part of CADES' main activity, which is to repay in the best possible conditions the debt it raises on the financial markets.

AUDITOR'S REPORT



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CADES

Rapport de l'auditeur indépendant

Exercice clos le 31 Décembre 2012
CADES

15, rue Marsollier - 75002 Paris

Ce rapport contient 41 pages

Référence : HV-131-01

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CADES

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Rapport de l'auditeur indépendant sur les états financiers

Exercice clos le 31 Décembre 2012

Mesdames, Messieurs,

En exécution de la mission qui nous a été confiée par lettre en date du 30 Juillet 2010, nous avons effectué l'audit des états financiers ci-joints de la Caisse d'Amortissement de la Dette Sociale (CADES) comprenant le bilan au 31 décembre 2012 ainsi que le compte de résultat pour l'exercice clos à cette date, et des notes contenant un résumé des principales méthodes comptables et d'autres notes explicatives.

Responsabilité de la direction dans l'établissement et la présentation des états financiers

Ces états financiers ont été établis sous la responsabilité de l'Agent Comptable de la CADES conformément au Plan Comptable des Etablissements de Crédit, applicable à la CADES, en vertu de l'avis 99-04 du CNC. Cette responsabilité comprend : la conception, la mise en place et le suivi d'un contrôle interne relatif à l'établissement et la présentation sincère d'états financiers ne comportant pas d'anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs, ainsi que la détermination d'estimations comptables raisonnables au regard des circonstances.

Responsabilité de l'auditeur

Notre responsabilité est d'exprimer une opinion sur ces états financiers sur la base de notre audit. Nous avons effectué notre audit selon les Normes Internationales d'Audit. Ces normes requièrent de notre part de nous conformer aux règles d'éthique et de planifier et de réaliser l'audit pour obtenir une assurance raisonnable que les états financiers ne comportent pas d'anomalies significatives.

Un audit implique la mise en œuvre de procédures en vue de recueillir des éléments probants concernant les montants et les informations fournies dans les états financiers. Le choix des procédures relève du jugement de l'auditeur, de même que l'évaluation du risque que les états financiers contiennent des anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs. En procédant à ces évaluations du risque, l'auditeur prend en compte le contrôle interne en vigueur dans l'entité relatif à l'établissement et la présentation sincère des états financiers afin de définir des procédures d'audit appropriées en la circonstance, et non dans le but d'exprimer une opinion sur l'efficacité de celui-ci.

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Un audit comporte également l'appréciation du caractère approprié des méthodes comptables retenues et le caractère raisonnable des estimations comptables faites par la direction, de même que l'appréciation de la présentation d'ensemble des états financiers.

Nous estimons que les éléments probants recueillis sont suffisants et appropriés pour fonder notre opinion.

Opinion

A notre avis, les états financiers donnent une image fidèle de la situation financière de l'établissement au 31 décembre 2012, ainsi que du résultat de ses opérations pour l'exercice clos à cette date, conformément au Plan Comptable des Etablissements de Crédit, applicable à la CADES, en vertu de l'avis 99-04 du CNC.

Sans remettre en cause la conclusion exprimée ci-dessus, nous attirons votre attention sur le paragraphe 5 des principes et méthodes comptables et la note 12 qui précisent les modalités de comptabilisation de la contribution au remboursement de la dette sociale (CRDS), de la contribution sociale généralisée (CSG), et des prélèvements sociaux sur les revenus du patrimoine et les produits de placement. Les revenus de CRDS, les revenus de CSG et les revenus sur prélèvements sociaux sur les revenus du patrimoine et les produits de placement comptabilisés sont issus des notifications envoyées à la CADES par l'ACOSS et la direction générale des finances publiques (DGFiP) qui sont les organismes collecteurs. Les compétences de la CADES en matière de recettes se limitent à une vérification comptable formelle des pièces produites par les organismes recouvreurs.

Paris La Défense, le 30 avril 2013

KPMG Audit
Département de KPMG S.A.

Hubert de Vaumas
Associé



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CADES

English translation of the independent Auditors' Report

Period ended December 31, 2012
CADES
15, rue Marsollier - 75002 Paris
This report contains 41 pages
Reference : HV-131-02

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This is a free translation into English of the auditor's report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

CADES

15, rue Marsollier - 75002 Paris

English translation of the independent Auditors' Report on the Financial Statements

Period ended December 31, 2012

In accordance with your arrangement letter dated July 30, 2010, we have audited the accompanying financial statements of Caisse d'Amortissement de la Dette Sociale (CADES), which comprise the balance sheet as at December 31, 2012, and the income statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

The "Agent Comptable de la CADES" is responsible for the preparation and fair presentation of these financial statements in accordance with the "Plan Comptable des Etablissements de Crédit", which applies to CADES by reason of notice no. 99-04 of the Conseil National de la Comptabilité. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

KPMG S.A.,
société française membre du réseau KPMG
constitué de cabinets indépendants adhérents de
KPMG International Cooperative, une entité de droit suisse.

Société anonyme d'expertise
comptable et de commissariat
aux comptes à direction et
conseil de surveillance
inscrite au Tableau de l'Etat
à Paris sous le n° 14-30480101
et à la Compagnie Régionale
des Commissaires aux Comptes
de Versailles.

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FR 77 775 726 417



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of CADES as at December 31, 2012, and of the results of its operations for the year then ended in accordance with the "Plan Comptable des Etablissements de Crédit", which applies to CADES by reason of notice no. 99-04 of the Conseil National de la Comptabilité.

Without qualifying our conclusion expressed above, we draw the attention to the paragraph 5 of the accounting principles and methods and to the note 12 which describe the applicable accounting treatment of the social security debt repayment contribution (CRDS), the generalised social contribution (CSG) and the levy tax on capital income. The revenues of CRDS, CSG and levy tax on capital income recorded are provided by ACOSS and DGFIP which are the collectors. The role of CADES in connection to the revenues of CRDS, CSG and levy tax on capital income only consists of ensuring that the amounts included in the supports provided by the collectors are properly recorded.

Paris La Défense, April 30, 2013

KPMG Audit
A division of KPMG S.A.


Hubert de Vaumas
Partner

SUBSCRIPTION AND SALE

Summary of the Master Dealer Agreement

Subject to the terms and on the conditions contained in the Master Dealer Agreement dated 3 June 2013 (as amended and/or supplemented and/or restated from time to time, the "**Master Dealer Agreement**") the Issuer has reserved the right to sell Notes directly on its own behalf to Dealers. The Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Issuer through the Dealers, acting as agents of the Issuer. The Master Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are underwritten by two or more Dealers.

The Issuer could pay each relevant Dealer a commission as will be agreed between the Issuer and such Dealer in respect of Notes subscribed by it or whose subscription has been procured by it. The commissions in respect of an issue of Notes on a syndicated basis will be stated in the relevant Final Terms.

The Issuer has agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Master Dealer Agreement entitles the Dealers to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

SELLING RESTRICTIONS

United States

The Notes have not been and will not be registered under the U.S. Securities Act of 1933 as amended (the "**Securities Act**"). Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. Each of the Dealers has agreed, and each further Dealer appointed under the Programme will be required to agree, that it will not offer, sell or, in the case of Materialised Notes in bearer form, deliver any Notes within the United States except as permitted by the Dealer Agreement.

Materialised Notes in bearer form having a maturity of more than one year are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

In addition, until 40 days after the commencement of the offering of any identifiable tranche of Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

European Economic Area

In respect of Notes the denomination per unit of which is less than Euro 100,000 (or its equivalent in another currency):

in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each Dealer appointed in relation to any Tranche of Notes will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Notes to the public in that Relevant Member State except that it may, unless otherwise provided in the selling restrictions relating to a particular Member State, with effect from and including the Relevant Implementation Date, make an offer of Notes to the public in that Relevant Member State:

- (a) in (or in Germany, where the offer starts within) the period beginning on the date of publication of a prospectus in relation to those Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive and ending on the date which is 12 months after the date of such publication;

- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

United Kingdom

Each Dealer will be required to agree that:

- (i) *Financial Promotions*: It has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) received by it in connection with the issue or sale of such Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer;
- (ii) *General Compliance*: It has complied with and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Notes in, from or otherwise involving the United Kingdom; and
- (iii) *Accepting Deposits in the United Kingdom*: In relation to any Notes which have a maturity of less than one year (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (b) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their business or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of section 19 of the FSMA by the Issuer.

Republic of France

The following selling restrictions relate only to Notes constituting *obligations*, or other debt securities considered by the French tax authorities as falling into similar categories. The selling restrictions relevant to Notes which do not constitute *obligations* or other debt securities considered by the French tax authorities as falling into similar categories will be set out in the relevant Final Terms.

Each of the Dealers has represented and agreed that:

- (a) it has not offered or sold and will not offer or sell, directly or indirectly, Notes to the public in France and that offers and sales of Notes have been and shall only be made in France to (a) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (b) qualified investors (*investisseurs qualifiés*) acting for their own account, all as defined in Articles L.411-2 and D.411-1 of the French *Code monétaire et financier* (the "Code") and other applicable regulations, except that "qualified investors" shall not include individuals.

(b) it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus or any other offering material relating to the Notes other than to those investors (if any) to whom offers and sales of the Notes in France may be made, as described above.

(c) Materialised Notes may only be issued outside of France.

If necessary these selling restrictions will be amended or deleted in the relevant Final Terms.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). Accordingly, each Dealer will be required to represent and agree that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act of Japan and other relevant laws and regulations of Japan. As used in this paragraph, "resident of Japan" means any person resident in Japan, including any corporation or other entity organised under the laws of Japan.

The Netherlands

For selling restrictions in respect of The Netherlands, see "European Economic Area" above and in addition:

- (a) *Regulatory capacity to offer Notes in The Netherlands*: Each of the Dealers, and each further Dealer appointed under the Programme, that did and does not have the requisite Dutch regulatory capacity to make offers or sales of financial instruments in The Netherlands has represented and agreed respectively will be required to represent and agree with the Issuer that it has not offered or sold and will not offer or sell any of the Notes of the Issuer in The Netherlands, other than through one or more investment firms acting as principals and having the Dutch regulatory capacity to make such offers or sales.
- (b) *Compliance with Dutch Savings Certificates Act*: Each Dealer has represented and agreed that Zero Coupon Notes (as defined below) in definitive form may only be transferred and accepted, directly or indirectly, within, from or into The Netherlands through the mediation of either the Issuer or a member firm of NYSE Euronext (Amsterdam) admitted in a function on one or more of the markets or systems operated by Euronext Amsterdam N.V., in full compliance with the Dutch Savings Certificates Act (*Wet inzake spaarbewijzen*) of 21 May 1985 (as amended) and its implementing regulations. No such mediation is required: (a) in respect of the transfer and acceptance of rights representing an interest in a Zero Coupon Note in global form, or (b) in respect of the initial issue of Zero Coupon Notes in definitive form to the first holders thereof, or (c) in respect of the transfer and acceptance of Zero Coupon Notes in definitive form between individuals not acting in the conduct of a business or profession, or (d) in respect of the transfer and acceptance of such Zero Coupon Notes within, from or into The Netherlands if all Zero Coupon Notes (either in definitive form or as rights representing an interest in a Zero Coupon Note in global form) of any particular Series or Tranche of Notes are issued outside The Netherlands and are not distributed into The Netherlands in the course of initial distribution or immediately thereafter. As used herein "Zero Coupon Notes" are Notes that are in bearer form and that constitute a claim for a fixed sum against the Issuer and on which interest does not become due during their tenor or on which no interest is due whatsoever.

General

These selling restrictions may be modified by the agreement of the Issuer and any Dealer(s) following a change in a relevant law, regulation or directive. Any such modification will be set out in a supplement to this Base Prospectus.

No action has been taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of the Base Prospectus or any other offering material in relation to the Notes or any Final Terms, in any country or jurisdiction where action for that purpose is required.

Each Dealer will, to the best of its knowledge, comply with all relevant laws, regulations and directives in each jurisdiction in which it acquires, purchases, offers, sells or delivers Notes or has in its possession or distributes the Base Prospectus, any other offering material or any Final Terms and neither the Issuer nor any other Dealer shall have responsibility therefore.

PRO FORMA FINAL TERMS

PRO FORMA FINAL TERMS FOR USE IN CONNECTION WITH ISSUES OF SECURITIES WITH A DENOMINATION OF LESS THAN €100,000 TO BE ADMITTED TO TRADING ON AN EU REGULATED MARKET AND/OR OFFERED TO THE PUBLIC IN THE EUROPEAN ECONOMIC AREA¹²

Final Terms dated [•]

CADES (Caisse d'Amortissement de la Dette Sociale)

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

under the **130,000,000 Debt Issuance Programme**

[The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 35 of Part A below, provided such person is one of the persons mentioned in Paragraph 35 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances].¹³

[The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances].¹⁴

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 which received from the *Autorité des marchés financiers* ("**AMF**") visa n°13-257 on 3 June 2013 (the "**Base Prospectus**") [and the supplement[s] to the Base Prospectus received from the AMF visa n° [•] on [•]] [respectively,] which [together] constitute[s] a base prospectus for the purposes of Directive 2003/71/EC, as amended by Directive 2010/73/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus [as so supplemented]. 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 [as so supplemented]. A summary of the issue of the

¹² The Final Terms may be asked to the Calculation Agent and are available on the AMF website.

¹³ Consider including this legend where a non-exempt offer of Notes is anticipated.

¹⁴ Consider including this legend where only an exempt offer of Notes is anticipated.

Notes is annexed to these Final Terms. The Base Prospectus [and the supplement[s]] [is] [are] available for viewing on the AMF website and copies may be obtained from the Issuer.

The following alternative language applies if the first tranche of an issue which is being increased was issued under a Prospectus with an earlier date.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") which are the [•] EMTN Conditions. This document constitutes the Final Terms of the Notes described herein for the purposes of Directive 2003/71/EC, as amended by Directive 2010/73/EC (the "**Prospectus Directive**") and must be read in conjunction with the Base Prospectus dated [current date] [and the supplement[s] to the Base Prospectus dated [•]], which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions which are the [•] EMTN Conditions. 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 [•] EMTN Conditions and the Base Prospectus dated [current date][and the supplement to the Base Prospectus dated [•]]. A summary of the issue of the Notes is annexed to these Final Terms. The Base Prospectus [and the supplement[s]] [is] [are] available for viewing on the AMF website and copies may be obtained from the Issuer.

1. Issuer: Caisse d'Amortissement de la Dette Sociale
2. [(i)] Series Number: []
 [(ii)] Tranche Number: []
- (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible.)
3. Specified Currency or Currencies: []
4. Aggregate Nominal Amount: []
 [(i)] Series: []
 [(ii)] Tranche: []
5. Issue Price: [] per cent of the Aggregate Nominal Amount [plus accrued interest from *[insert date]* (*if applicable*)]
6. Specified Denominations: [] (*one denomination only for Dematerialised Notes*)
 []
7. [(i)] Issue Date: []
 [(ii)] Interest Commencement Date []
8. Maturity Date: [*specify date or (for Floating Rate Notes where Interest Payment Dates are subject to modification) Interest Payment Date falling in or nearest to the relevant month and year*]
9. Interest Basis: [• % Fixed Rate]
 [*specify reference rate*] +/- • % Floating Rate]
 [Zero Coupon]
 [Inflation Linked Interest]
 [FX Linked Interest]
 (further particulars specified below)
10. Redemption/Payment Basis: [Redemption at par]
 [Inflation Linked Redemption]
 [FX Linked Redemption]
 [Partly Paid]
 [Instalment]

11. Change of Interest or Redemption/Payment Basis: *[Specify details of any provision for convertibility of Notes into another interest or redemption/ payment basis]*
12. Put/Call Options: [Investor Put]
[Issuer Call]
[(further particulars specified below)]
13. [(i)] Status of the Notes: [Senior]
- [(ii)] [Date [Board] approval for issuance of Notes obtained: [] [and []], respectively]]
(N.B Only relevant where Board (or similar) authorisation is required for the particular tranche of Note)]
14. Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Rate[(s)] of Interest: [] per cent. per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
- (ii) Interest Payment Date(s): [] in each year
- (iii) Fixed Coupon Amount[(s)]: [] per [] in Nominal Amount
- (iv) Broken Amount(s): *[Insert particulars of any initial or final broken interest amounts which do not correspond with the Fixed Coupon Amount[(s)]]*
- (v) Day Count Fraction: [30/360 / Actual/Actual (ICMA/ISDA) / other Day Count Fraction provided for in the Conditions]
- (vi) Determination Dates: [] in each year *(insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))*

16. **Floating Rate Note Provisions** [Applicable ¹⁵/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Interest Period(s) []
- (ii) Representative Amount: []
- (iii) Effective Date: [] *(if applicable)*/ Not Applicable
- (iv) Specified Duration: []
- (v) Specified Interest Payment Dates: [] in each year, subject to adjustment in accordance with the Business Day Convention set out in (vi) below
- (vi) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention]
- (vii) Calculation Agent: []
- (viii) Business Centre(s): []
- (ix) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ FBF Determination/ ISDA Determination]
- (x) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the [Agent]): []
- (xi) FBF Determination (Condition 4(b)(B)):
- Floating Rate (*Taux Variable*): [●]
 - Floating Rate Determination Date (*Date de Détermination du Taux Variable*): [●]
- (xii) Screen Rate Determination:
- Reference Rate: []
 - Interest Determination Date(s): []
 - Relevant Time: []
 - Screen Page: []
 - Reference Banks: []

¹⁵ If ISDA Definitions are applicable, please mention if the 2000 ISDA Definitions or the 2006 ISDA Definitions are applicable.

– Primary Source	[]
(xiii) ISDA Determination:	
– Floating Rate Option:	[]
– Designated Maturity:	[]
– Reset Date:	[]
– Business Centre:	[]
(xiv) Margin(s):	[+/-][] per cent per annum
(xv) Minimum Rate of Interest:	[] per cent per annum
(xvi) Maximum Rate of Interest:	[] per cent per annum
(xvii) Day Count Fraction:	[]
17. Zero Coupon Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i) Amortisation Yield:	[] per cent per annum
(ii) Day Count Fraction:	[]
18. Inflation Linked Interest Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i) Index	[CPI / HICP]
(ii) Party responsible for calculating the Rate of Interest and/or Interest Amount(s) if not the Calculation Agent:	[]
(iii) Interest Period(s):	[]
(iv) Interest Payment Dates:	[] in each year, [subject to adjustment in accordance with the Business Day Convention set out in (viii) below]
(v) Base Reference:	Daily Inflation Reference Index applicable on [<i>specify date</i>] (amounting to: [])
(vi) Rate of Interest:	[] per cent. per annum multiplied by the Inflation Index Ratio
(vii) Day Count Fraction:	[]
(viii) Business Day Convention:	[Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention]

19. **FX Linked Interest Note Provisions** [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) FX Linked Interest Formula: Condition 17(c) [(I)/(II)/(III)/(IV)] shall apply.
- (If Condition 17(c)(I) or (II) applies)* [For the purpose of each item of the FX Linked Interest Formula, [(x)/(y)] shall apply] *(N.B. If rounding is required, consider rounding.)*
- (If Condition 17(c)(IV) applies:)*
- Currency 1 Amount: [•]
- Currency 2 Amount: [•]
- FXn: [Currency A is [•] / Currency B is [•]]
- Settlement Rate Option: [Currency A is [•] / Currency B is [•]]
- Determination Date(s): [•]
- FX Rate: [•]
- Rate 1: [•]
- Rate 2: [•]
- (ii) Base Currency/Subject Currency: [•]/[•]
- (iii) Currency Price: [•] / [Paragraph (ii) of the definition "Currency Price" in Condition 17(b) shall apply]
- [Condition 17(e)(ii)(B)[(x)/(y)] shall apply] *(if Condition 17(e)(ii) is specified as applicable in item 27 below)*
- [The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up).] / [Rounding not applicable]
- Currency Price 1: [•]
- [The Currency Price 1 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up).] / [Rounding not applicable]
- Currency Price 2: [•]
- [The Currency Price 2 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up).] / [Rounding not applicable]]

- (iv) Spot Exchange Rate: [•] [Bid spot rate/Offer spot rate/Mid-point between the bid spot rate and the offer spot rate]
- (v) FX0 Fixing Date: [[•]/Not Applicable]
- (vi) Disruption Fallbacks: [Currency Price/[•]] (*N.B. If Disruption Fallback provision apply to any rate other than Currency Price, specify*)
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (vii) FX Price Source Disruption: [Applicable, the provisions of Condition 17(f)[(i)/(ii)] shall apply] / [Not Applicable]
- [Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (viii) Price Materiality Event: [Applicable, the provisions of Condition 17(g)[(i)/(ii)] shall apply] / [Not Applicable]
- [Price Materiality Percentage: [•]
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (ix) FX Price Source(s): [The Reuters Screen page "JPNW" / The Reuters Screen page "JPNU" / The Reuters Screen page "RBIC" / The Reuters Screen page "ABSIRFIX01" / The Reuters Screen page "ECB37" / The Bloomberg Page <BZFXJPY index> / The Bloomberg Page <BZFPTAX index> / The Bloomberg Page <INRRRTYN index> / The Bloomberg Page WMCO <go>/EMTA's website / *specify other*]
- (x) Business Centre(s): [•]
- (xi) Specified Duration: []

(xii)	Specified Interest Payment Dates:	[] in each year, [subject to adjustment in accordance with the Business Day Convention set out in (xiii) below]
(xiii)	Business Day Convention:	[[Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention] / Not Applicable]
(xiv)	Minimum Rate/Amount of Interest:	[[•] per cent. per annum [<i>specify amount of interest payable on each Specified Interest Payment Date</i>]] / [Not Applicable]
(xv)	Medium Rate/Amount of Interest:	[[•] per cent. per annum [<i>specify amount of interest payable on each Specified Interest Payment Date</i>]] / [Not Applicable]
(xvi)	Maximum Rate/Amount of Interest:	[[•] per cent. per annum [<i>specify amount of interest payable on each Specified Interest Payment Date</i>]] / [Not Applicable]
(xvii)	Minus Rate/Amount of Interest:	[[•] per cent. per annum [<i>specify amount of interest payable on each Specified Interest Payment Date</i>]] / [Not Applicable]
(xviii)	Original Rate/Amount of Interest:	[[•] per cent. per annum [<i>specify amount of interest payable on each Specified Interest Payment Date</i>]] / [Not Applicable]
(xix)	Day Count Fraction:	[30/360 / Actual/Actual (ICMA/ISDA) / other Day Count Fraction provided for in the Conditions]
(xx)	Valuation Date(s):	[•]
(xxi)	Valuation Cut-Off Date:	[•] / [Paragraph (ii) of the definition of " Valuation Cut-Off Date " in Condition 17(b) shall apply]
(xxii)	Valuation Time:	[•]
(xxiii)	Barrier Rate:	[[•] / Barrier Rate 1: [•]; Barrier Rate 2: [•]] (<i>N.B. If a percentage of a fixed level consider rounding</i>)
(xxiv)	Other Currency Settlement Conditions:	[Applicable, Condition 17(e)[(i)(I) / (i)(II) / (i)(III) / (ii) / (iii) / (iv)] shall apply / Not Applicable]
(xxv)	Successor Currency:	[Condition 17(i)[(i)/(ii)] shall apply / Both Condition 17(i)(i) and 16(i) (ii) shall apply / Not Applicable]
(xxvi)	Corrections to Published or Displayed Rates:	[Applicable/Not Applicable]
(xxvii)	Additional Disruption Events:	Change in Law is [Applicable/Not Applicable] Hedging Disruption is [Applicable/Not Applicable] Increased Cost of Hedging is [Applicable/Not Applicable]

PROVISIONS RELATING TO REDEMPTION

20. **Call Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(i) Optional Redemption Date(s): []

(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [] per Note of [] specified denomination

(iii) If redeemable in part:

(a) Minimum Redemption Amount: []

(b) Maximum Redemption Amount: []

(iv) Notice period: []

21. **Put Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(i) Optional Redemption Date(s): []

(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [] per Note of [] specified denomination

(iii) Notice period: []

22. **Automatic Early Redemption** [Applicable (see further item 26 below)]/[Not Applicable]

23. **Final Redemption Amount of each Note** [[] per Note of [] specified denomination]
[See further item [25/26] below] *(If the Notes are Inflation Linked Redemption Notes or FX Linked Redemption Notes)*

24. **Early Redemption Amount**

Early Redemption Amount(s) of each Note payable on event of default or

other early redemption:	[[]]
Inflation Linked Notes - Early Redemption Amount(s) of each Note payable on event of default or other early redemption:	[To be determined in accordance with Condition 16(b)(ii) / Not Applicable]
25. Inflation Linked Redemption Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i) Index:	[CPI/HICP]
(ii) Final Redemption Amount in respect of Inflation Linked Redemption Notes:	[Condition 16(b)(i) applies]
(iii) Base Reference:	[CPI/HICP] Daily Inflation Reference Index applicable on <i>[specify date]</i> (amounting to: [])
(iv) Party responsible for calculating the Final Redemption Amount (if not the Calculation Agent):	[]
26. FX Linked Redemption Note Provisions	(a) FX Linked Automatic Early Redemption: [Applicable/Not Applicable] <i>(If not applicable, delete the paragraph below of this subparagraph)</i> [For the purpose of the Automatic Early Redemption Event, Condition 17(d)(i)[(x)/(y)] shall apply]
(i) Formula for calculating Final Redemption Amount including back up provisions:	(b) FX Linked Final Redemption: Condition 17(d)(ii)[(I)/(II)/(III)/(IV)] shall apply <i>(if Condition 17(d)(ii)(I), (III) or (IV) is applicable)</i> [For the purpose of each item in the FX Linked Redemption Formula, [(i)/(ii)] [(x)/(y)] shall apply] <i>(N.B. If rounding is required, consider rounding.)</i> <i>(N.B. If the Final Redemption Amount is other than 100 per cent. of the nominal value the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex XII to the Prospectus Directive Regulation will apply)</i>
(ii) FX0:	[[•] / Not Applicable] <i>(N.B. If a percentage of a fixed level consider rounding)</i>

- (iii) Automatic Early Redemption Amount: [•] per Specified Denomination
- (iv) Automatic Early Redemption Date: [•]
- (v) Automatic Early Redemption Valuation Date: [•]
- (vi) Knock-out Price: [•] (*N.B. If a percentage of a fixed level consider rounding*)
- (vii) Base Currency/Subject Currency: [•]/[•]
- (viii) Currency Price: [•] / [Paragraph (ii) of the definition "Currency Price" in Condition 17(b) shall apply]
- [The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]
- Currency Price 1 [•]
- [The Currency Price 1 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]
- Currency Price 2: [•]
- [The Currency Price 2 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]
- (ix) Spot Exchange Rate: [•] [Bid spot rate/Offer spot rate/Mid-point between the bid spot rate and the offer spot rate]
- (x) Disruption Fallbacks: [Currency Price/[•]] (*N.B. If Disruption Fallback provision apply to any rate other than Currency Price, specify*)
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "Currency-Reference Dealers" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (xi) FX Price Source Disruption: [Applicable, the provisions of Condition 17(f)[(a)/(b)] shall apply] / [Not Applicable]
- [Calculation Agent Determination: [first/second/third]

- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (xii) Price Materiality Event: [Applicable, the provisions of Condition 17(g)[(a)/(b)] shall apply] / [Not Applicable]
- [Price Materiality Percentage: [•]]
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (xiii) FX Price Source(s): [The Reuters Screen page "JPNW" / The Reuters Screen page "JPNU" / The Reuters Screen page "RBIC" / The Reuters Screen page "ABSIRFIX01" / The Reuters Screen page "ECB37" / The Bloomberg Page <BZFXJPY index> / The Bloomberg Page <BZFPTAX index> / The Bloomberg Page <INRRRTYN index> / The Bloomberg Page WMCO <go> / EMTA's website / *other*]
- (xiv) Business Centre(s): [•]
- (xv) Valuation Date(s): [•]
- (xvi) Valuation Cut-Off Date: [•] / [Paragraph (ii) of the definition of "**Valuation Cut-Off Date**" in Condition 17(b) shall apply]
- (xvii) Valuation Time: [•]
- (xviii) Barrier Rate: [Barrier Rate 3: [•] / Barrier Rate 4: [•] / Barrier Rate 5: [•]] (*N.B. If a percentage of a fixed level consider rounding*)
- (xix) Conversion Rate: [Conversion Rate 1: [•] / Conversion Rate 2: [•]; Conversion Rate 3: [•]] (*N.B. If a percentage of a fixed rate consider rounding*)
- (xx) Successor Currency: [Condition 17(i)[(i)/(ii)] shall apply / Both Condition 17(i)(i) and 16(i) (ii) shall apply / Not Applicable]
- (xxi) Corrections to Published or Displayed Rates: [Applicable/Not Applicable]
- (xxii) Additional Disruption Events: Change in Law is [Applicable/Not Applicable]
- Hedging Disruption is [Applicable Not Applicable]
- Increased Cost of Hedging is [Applicable/Not Applicable]

27. **Notes with Dual or Other Currency**

Settlement Conditions

[Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

[Condition 17(e)(i)(I)/(i)(II)/(i)(III)/(ii)/(iii)/(iv)] shall apply

(i) Base Currency/Subject Currency:

[•]/[•]

(ii) Currency Price:

[•] / [Paragraph (ii) of the definition "**Currency Price**" in Condition 17(b) shall apply]

[Condition 17(e)(ii)(B)[(x)/(y)] shall apply] *(if Condition 17(e)(ii) is specified as applicable above)*

[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]

[Currency Price 1:

[•]

[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]

Currency Price 2:

[•]

[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]

(iii) Spot Exchange Rate:

[•] [Bid spot rate/Offer spot rate/Mid-point between the bid spot rate and the offer spot rate]

(iv) Valuation Date(s):

[•]

[For the purposes of determining the Early Redemption Amount in item 24 above, Condition 17(e)[(ii)(A)[(x)/(y)] / (iii)(A)[(x)/(y)] / (iv)(A)[(x)/(y)]] is applicable *(Specify the relevant days if Condition 17(e)(ii)(A)(y), (iii)(A)(y) or (iv)(A)(y) is applicable)* *(If Condition 17(e)(ii), 17(e)(iii) or 17(e)(iv) is applicable)*

(v) Valuation Cut-Off Date:

[•] / [Paragraph (ii) of the definition of "**Valuation Cut-Off Date**" in Condition 17(b) shall apply]

(vi) Valuation Time:

[•]

(vii) Disruption Fallbacks:

[Currency Price/[•]] *(N.B. If Disruption Fallback provision apply to any rate other than Currency Price, specify)*

Calculation Agent Determination: [first/second/third]

- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [●] (*specify alternate price source(s)*)
- (viii) FX Price Source(s): [The Reuters Screen page "JPNW" / The Reuters Screen page "JPNU"/ The Reuters Screen page "RBIC" / The Reuters Screen page "ABSIRFIX01" / The Reuters Screen page "ECB37" / The Bloomberg Page <BZFXJPY index> / The Bloomberg Page <BZFPTAX index> / The Bloomberg Page <INRRRTYN index> / The Bloomberg Page WMCO <go> / EMTA's website / *other*]
- (ix) Final Redemption Amount: [[I/II/III] of Condition 17(e)(i) shall apply. [●] (*N.B. Specify the amount if Condition 17(e)(i)(III) is applicable*)] / [Not Applicable (*N.B. if Condition 17(e)(b)(ii)(x)/(b)(ii)(y)/(c)/(d) is applicable*)]
- (x) FX Price Source Disruption: [Applicable, the provisions of Condition 17(f)[(i)/(ii)] shall apply] / [Not Applicable]
- [Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [●] (*specify alternate price source(s)*)]
- (xi) Price Materiality Event: [Applicable, the provisions of Condition 17(g)[(i)/(ii)] shall apply] / [Not Applicable]
- [Price Materiality Percentage: [●]
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- (xii) Successor Currency: [Condition 17(i)[(i)/(ii)] shall apply / Both Condition 17(i)(i) and 17(i)(ii) shall apply / Not Applicable]
- (xiii) Corrections to Published or Displayed Rates: [Applicable/Not Applicable]
- (xiv) Additional Disruption Events: Change in Law is [Applicable/Not Applicable]
- Hedging Disruption is [Applicable Not Applicable]
- Increased Cost of Hedging is [Applicable/Not Applicable]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28. Form of Notes: [Dematerialised Notes/
Materialised Notes] (*Materialised Notes are only in
bearer form*)
[Delete as appropriate]
- (i) Form of Dematerialised Notes: [Applicable/Not Applicable [*if Applicable specify
whether bearer form (au porteur) / administered
registered form (au nominatif administré) / fully
registered form (au nominatif pur)*]
- (ii) Registration Agent [Not applicable/if Applicable *give name and details*]
(*Note that a registration agent must be appointed in
relation to fully registered Dematerialised Notes only*)
- (iii) Temporary Global Certificate: [Not Applicable/Temporary Global Certificate
exchangeable for Definitive Materialised Notes on []
(the "**Exchange Date**"), being 40 days after the Issue
Date subject to postponement as specified in the
Temporary Global Certificate]
- (iv) Applicable TEFRA exemption: [C Rules/D Rules/Not Applicable] (*Only applicable to
Materialised Notes*)
29. Financial Centre(s): [Not Applicable/*give details. Note that this item relates
to the date and place of payment, and not interest period
end dates, to which items 15 (ii) and 16(iv) relate*]
30. Talons for future Coupons or Receipts
to be attached to Definitive Notes (and
dates on which such Talons mature): [Yes/No. *If yes, give details*]
31. 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/*give details*]
32. Details relating to Instalment Notes:
amount of each instalment, date on
which each payment is to be made: [Not Applicable/*give details*]
33. Redenomination, renominatisation and
reconventioning provisions: [Not Applicable/The provisions [in Condition •] apply]
34. Consolidation provisions: [Not Applicable/The provisions [in Condition •] apply]
35. Masse [Applicable/ Not Applicable]

[[Full Masse]/[Contractual Masse] shall apply]

The name of the representative of the masse is:

[name/ address]

The fees to be paid to the representative(s) are: euros []

DISTRIBUTION

36. (i) If syndicated, names and addresses of Managers and underwriting commitments: [Not Applicable/*give names, addresses and underwriting commitments*]
- (Include names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.)*
- (ii) Date of Subscription Agreement: []
- (iii) Stabilising Manager(s) (if any): [Not Applicable/*give name*]
37. If non-syndicated, name and address of Dealer: [Not Applicable/*give name and address*]
38. Total commission and concession: [] per cent. of the Aggregate Nominal Amount
39. Non-exempt offer: [Not Applicable] [An offer of the Notes may be made by the Dealers [and [*specify name(s) of Authorised Offeror(s) making non-exempt offers, to the extent known OR consider a generic description of other parties involved in non-exempt offers (e.g. "other parties authorised by the Dealers") or (if relevant) note that other parties may make non-exempt offers in the Public Offer Jurisdictions during the Offer Period, if not known*]] (together with the Dealers, the Financial Intermediaries) other than pursuant to Article 3(2) of the Prospectus Directive in [*specify relevant Member State(s) - which must be jurisdictions where the Base Prospectus and any supplements have been passported (in addition to the jurisdiction where approved and published)*] ("**Public Offer Jurisdictions**") during the period from [*specify date*] until [*specify date or a formula such as "the Issue Date" or "the date which falls [●] Business Days thereafter"*] ("**Offer Period**"). See further Paragraph 11 of Part B below.
- (N.B. Consider any local regulatory requirements necessary to be fulfilled so as to be able to make a non-exempt offer in relevant jurisdictions. No such offer should be made in any relevant jurisdiction until those requirements have been met. Non-exempt offers may only*

be made into jurisdictions in which the base prospectus (and any supplement) has been notified/passported.)

- (i) Consent of the Issuer to use the Base Prospectus during the Offer Period: [Not Applicable] [Applicable with respect to any Authorised Offeror specified below]
- (ii) Authorised Offeror(s) in the various countries where the offer takes place: [Not Applicable / *Name(s) and address(es) of the financial intermediary(ies) appointed by the Issuer to act as Authorised Offeror(s)/ Any financial intermediary which satisfies the conditions set out below in item “Conditions attached to the consent of the Issuer to use the Base Prospectus”*]
- (iii) Conditions attached to the consent of the Issuer to use the Base Prospectus: [Not Applicable / *Where the Issuer has given a general consent to any financial intermediary to use the Base Prospectus, specify any additional conditions to or any condition replacing those set out on page 3 of the Base Prospectus or indicate “See conditions set out in the Base Prospectus”. Where Authorised Offeror(s) have been designated herein, specify any additional condition*]

[LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 130,000,000,000 Debt Issuance Programme of the Issuer.]

RESPONSIBILITY

I accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

(i) Listing: [Bourse de Luxembourg/ Euronext Paris/(*specify*)/None]

(ii) Admission to trading: Application has been made for the Notes to be admitted to trading on [Euronext Paris] / [*specify other relevant Regulated Market in the EEA*] with effect from []. [*Not Applicable. [Specify "Not Applicable" either in the case of a listing on a non EU regulated market or where no listing is to occur]*

(Where documenting a fungible issue need to indicate that original securities are already admitted to trading.)

(iii) Estimate of total expenses related to admission to trading: [●]

(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: [●]

2. RATINGS

Ratings: [[The Issuer has been/The Notes are expected to be] rated:]

[Moody's: []]

[Fitch: []]

[[Other] [*For rating of the Notes only*]: []]

[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

[Each of [*insert credit rating agency/ies*] is established in the European Union and registered under Regulation (EU) No 1060/2009 as amended by Regulation (EU) No. 513/2011 (the "**CRA Regulation**").

As such, each of [*insert credit rating agency/ies*] 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.]

3. **[NOTIFICATION]**

The *Autorité des Marchés Financiers* [has been requested to provide/has provided - *include first alternative for an issue which is contemporaneous with the establishment or update of the Programme and the second alternative for subsequent issues*] the [*include names of competent authorities of host Member States*] with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.]

4. **[INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]]**

Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:

"So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer."

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

[(i) Reasons for the offer

(See ["Use of Proceeds"] wording in Base Prospectus – if reasons for offer different from making profit and/or hedging certain risks will need to include those reasons here.)

[(ii) Estimated net proceeds:

(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.)

[(iii) Estimated total expenses: . [Include breakdown of expenses.]

(Only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where disclosure is included at (i) above.)]

6. **[FIXED RATE NOTES ONLY – YIELD]**

Indication of yield:

Calculated as [*include details of method of calculation in summary form*] on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

7. **[FLOATING RATE NOTES ONLY - HISTORIC INTEREST RATES]**

Details of historic [LIBOR/EURIBOR/other] rates can be obtained from [the relevant national Central Bank or as the case may be from the European Central Bank].

8. **[INFLATION-LINKED NOTES AND FX LINKED NOTES (INCLUDING DUAL-CURRENCY NOTES) ONLY – PERFORMANCE OF INDEX, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

(i) Name of underlying index: [CPI/HICP/*name of exchange rate*]

(ii) Information about the Index, its volatility and past and future performance can be obtained: []

The Issuer [intends to provide post-issuance information [*specify what information will be reported and where it can be obtained*]] [does not intend to provide post-issuance information].

9. **OPERATIONAL INFORMATION**

ISIN Code: []

Common Code: []

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/*give name(s) and number(s)*]

Delivery: Delivery [against/free of] payment

Names and addresses of additional Paying Agent(s) (if any): []

Names and addresses of relevant Dealer(s):

Date of the [Dealer Accession Letter/ Subscription Agreement] []

10. **TERMS AND CONDITIONS OF THE OFFER**

Offer Price: [Issue Price/Not applicable/*specify*]

[Conditions to which the offer is subject:] [Not applicable/*give details*]

[Description of the application process:] [Not applicable/*give details*]

[Details of the minimum and/or maximum amount of application:] [Not applicable/*give details*]

[Description of possibility to reduce subscriptions and manner for] [Not applicable/*give details*]

refunding excess amount paid by applicants]:

[Details of the method and time limits for paying up and delivering the Notes:] [Not applicable/*give details*]

[Manner in and date on which results of the offer are to be made public:] [Not applicable/*give details*]

[Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:] [Not applicable/*give details*]

[Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:] [Not applicable/*give details*]

[Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:] [Not applicable/*give details*]

[Amount of any expenses and taxes specifically charged to the subscriber or purchaser:] [Not applicable/*give details*]

[Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:] [None/*give details*]

ISSUE SPECIFIC SUMMARY

This summary relates to [description of the Notes issued] described in the final terms (the "Final Terms") to which this summary is attached. This summary includes information contained in the summary of the Base Prospectus related to the Notes together with the relevant information from the Final Terms. Words and expressions which are defined in the Base Prospectus and the Final Terms shall have the same meanings where used in the following summary.

This summary should be read as introduction to the Base Prospectus and the Final Terms (together the "Prospectus") and is provided in order to aid investors when considering whether to invest in the Notes, but it does not replace the Prospectus. Any decision to invest in the Notes should be based on consideration of the Prospectus as a whole by the investor, including documents incorporated by reference.

Summaries are made up of disclosure requirements known as "Elements" the communication of which is required by Annex XXII of the Regulation EC No 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) n°486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) n°862/2012 of 4 June 2012. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

Section A - Introduction and warnings		
A.1	Introduction:	<p>Please note that:</p> <ul style="list-style-type: none"> • this summary should be read as an introduction to the Base Prospectus; • any decision to invest in the securities should be based on consideration of the Base Prospectus as a whole by the investor; • where a claim relating to the information contained in this Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and • civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent:	<p>[The Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer, by any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) / any additional financial intermediaries after the date of the Final Terms and, if they do so, the Issuer will publish the above information in relation to it on www.cades.fr]</p> <p>The Offer Period during which offers can be made is [●]. The Member States in which financial intermediaries may use the Base Prospectus in connection with an offer are as follows: [●]. List and identity (name and address to be specified) of the financial intermediary or intermediaries that is/are allowed to use the Base Prospectus.</p> <p>The conditions attached to the consent which are relevant to the use of this Base Prospectus</p>

Section A - Introduction and warnings

	are as follows: [•].
	<p>An Investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocation, settlement arrangements and any expenses or taxes to be charged to the investor (the "Terms and Conditions of the Non-exempt Offer"). The Issuer will not be a party to any such arrangements with Investors (other than the Dealers) in connection with the offer or sale of the Notes and, accordingly, this Base Prospectus and any Final Terms will not contain such information. The Terms and Conditions of the Non-exempt Offer shall be published by that Authorised Offeror on its website at the relevant time. None of the Issuer, any of the Dealers or other Authorised Offerors has any responsibility or liability for such information.</p>

Section B - Issuer

B.1	Legal name and commercial name of the Issuer:	Caisse d'Amortissement de la Dette Sociale ("CADES" or the "Issuer").												
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and its country of incorporation:	<p>CADES was established by the French State by order n° 96-50, dated 24 January 1996 (<i>ordonnance n° 96-50 relative au remboursement de la dette sociale</i>) as an administrative public agency (<i>établissement public national à caractère administratif</i>).</p> <p>CADES' registered office is located at 15-17 rue Marsollier 75002 Paris – France and its telephone number is +33 1 55 78 58 32.</p>												
B.4b	Known trends:	Not Applicable. There are no known trends affecting the Issuer and the industries in which it operates.												
B.5	The group and the Issuer's position within the group:	Not Applicable. CADES forms not part of any group.												
B.9	Profit Forecast:	Not Applicable. The Issuer does not provide profit forecasts.												
B.10	Audit Report Qualifications:	<p>The auditor's report with respect to the financial statements as of and for the year ended 31 December 2012 contains an observation.</p> <p>The auditor's report with respect to the financial statements as of and for the year ended 31 December 2011 contains an observation.</p>												
B.12	Selected historical key financial information:	<table border="1"> <thead> <tr> <th>(in millions of euros)</th> <th>As at 31 December 2011</th> <th>As at 31 December 2012</th> </tr> </thead> <tbody> <tr> <td>Treasury bills and other bills eligible for refinancing with central banks</td> <td align="right">150.01</td> <td align="right">4,553.68</td> </tr> <tr> <td>Total assets and liabilities</td> <td align="right">19,397.59</td> <td align="right">11,912.77</td> </tr> <tr> <td>Sub-total - Debts</td> <td align="right">162,162.12</td> <td align="right">149,376.26</td> </tr> </tbody> </table>	(in millions of euros)	As at 31 December 2011	As at 31 December 2012	Treasury bills and other bills eligible for refinancing with central banks	150.01	4,553.68	Total assets and liabilities	19,397.59	11,912.77	Sub-total - Debts	162,162.12	149,376.26
(in millions of euros)	As at 31 December 2011	As at 31 December 2012												
Treasury bills and other bills eligible for refinancing with central banks	150.01	4,553.68												
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Sub-total - Debts	162,162.12	149,376.26												

Section B - Issuer								
		<table border="1"> <tr> <td>Sub-total - Reserves</td> <td>(142,764.74)</td> <td>(137,463.72)</td> </tr> <tr> <td>Net profit for the period</td> <td>11,677.85</td> <td>11,949.07</td> </tr> </table>	Sub-total - Reserves	(142,764.74)	(137,463.72)	Net profit for the period	11,677.85	11,949.07
Sub-total - Reserves	(142,764.74)	(137,463.72)						
Net profit for the period	11,677.85	11,949.07						
		<ul style="list-style-type: none"> There has been no material adverse change in the prospects of the issuer since 31 December 2012. There has been no significant changes in the financial or trading position since 31 December 2012. 						
B.13	Recent events:	There have been no recent events which the Issuer considers materially relevant to the evaluation of its solvency.						
B.14	Dependence upon other entities within the group:	Not applicable. CADES forms not part of any group.						
B.15	The issuer's principal activities:	CADES is responsible for financing and repaying a portion of the accumulated debt of France's social security system. CADES finances this debt by borrowing primarily in the debt capital markets and using the proceeds of social security taxes imposed on French taxpayers' earnings to service interest payments and repay principal on the amounts borrowed.						
B.16	Controlling persons:	CADES is owned and controlled by the French State.						
B.17	Credit ratings:	<p>The Programme has been rated Aa1 by Moody's Investors Services ("Moody's") and AAA by Fitch Ratings ("Fitch"). As at the date of the Base Prospectus, the Issuer's long-term and short-term debt has been respectively rated (i) Aa1 and P-1 by Moody's and (ii) AAA and F1+ by Fitch. [The Notes to be issued have been rated [•] by [•] and [•] by [•].]</p> <p>As at the date of the Base Prospectus, each of such credit rating agencies is established in the European Union and is registered under Regulation (EU) No 1060/2009, as amended by Regulation (EU) No. 513/2011 (the "CRA Regulation") and is included in the list of credit rating agencies published by the European Securities and Market Authority on its website (www.esma.com) in accordance with the CRA Regulation. Notes issued pursuant to the Programme may be rated or unrated. The rating of Notes (if any) will be specified in the relevant Final Terms. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating assigned to Notes issued under the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning credit rating agency without notice.</p>						

Section C - The Notes		
C.1	Type and class of the Notes and ISIN number:	<p>The Notes will constitute <i>obligations</i> under French law.</p> <p>The Notes are issued in [dematerialised form / materialised form].</p> <p>[The Notes are [in bearer dematerialised form (<i>au porteur</i>) inscribed as from the issue date in the books of Euroclear France which shall credit the accounts of Account Holders including Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear") and the depository bank for Clearstream Banking, <i>société anonyme</i> ("Clearstream Luxembourg")] / [in registered dematerialised form (<i>au nominatif</i>) and at the option of the relevant Noteholder, in either <i>au nominatif pur</i> or <i>au nominatif administré</i> form]. No physical documents of title will be issued in respect of the Notes. The Notes will at all times be in book entry form in compliance with Articles L.211-3 <i>et seq.</i> of the <i>Code monétaire et financier</i>.</p> <p>[The Notes will be in bearer materialised form only. A Temporary Global Certificate will be</p>

Section C - The Notes		
		<p>issued initially in respect of each Tranche of Materialised Notes. Such Temporary Global Certificate will be exchanged for Definitive Materialised Notes with, where applicable, coupons for interest attached on a date expected to be on or after the 40th day after the issue date of the Notes (subject to postponement) upon certification as to non-US beneficial ownership as more fully described herein.]</p> <p>The security identification number (ISIN) in respect of the Notes is [●].</p>
C.2	Currencies:	Notes will be issued in [●].
C.5	Free transferability:	Not Applicable. There is no restriction on the free transferability of the Notes.
C.8	The rights attached to the Notes, ranking, and limitation to this rights:	<p><i>Status of the Notes:</i> The Notes [and any Receipts and Coupons] constitute (subject to negative pledge provisions) direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank <i>pari passu</i> among themselves and, save for those preferred by mandatory provisions of French law and subject to negative pledge provisions, equally with all other present or future unsecured and unsubordinated obligations of the Issuer.</p> <p><i>Negative Pledge:</i> The Issuer undertakes that, so long as any of the Notes [or Receipts or Coupons] remain outstanding, it shall not create on any of its present or future assets or revenues any mortgage, pledge or other encumbrance to secure any Publicly Issued External Financial Indebtedness of the Issuer unless the Issuer's obligations under the Notes [or Receipts and Coupons] shall also be secured by such mortgage, pledge or other encumbrance equally and rateably therewith.</p> <p><i>Events of Default:</i> The Notes shall become due and payable at their principal amount together with accrued interest thereon following the occurrence of an event of default in respect of the Notes. The events of default in respect of the Notes include, in particular, an interest or principal payment default, a default in the performance of any other obligation of the Issuer under the Notes and some additional events affecting the Issuer. However, the terms and conditions of the Notes do not contain a cross-default provision.</p> <p><i>Withholding tax:</i> All payments of principal and interest by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law, in which case the Issuer shall pay no additional amounts.</p> <p><i>Governing law:</i> The Notes and all matters arising from or connected with the Notes are governed by, and shall be construed in accordance with, French law.</p>
C.9	Interest, Redemption and Representation:	<p>See Element C.8 for the rights attaching to the Notes, ranking and limitations.</p> <p>[The Notes are Fixed Rate Notes and bear interest from [date] at a fixed rate of [●] per cent. per annum payable in arrear on [date(s)].]</p>

Section C - The Notes

		<p>[The Notes are Floating Rate Notes and bear interest from [date] at floating rates calculated by reference to [EURIBOR/LIBOR/other] [plus/minus] a margin of [•] per cent.]</p> <p>[The Notes are Zero Coupon Notes and are issued [at their nominal amount / at [•]] and will not bear interest.]</p> <p>[The Notes are Inflation Linked Interest Notes. The interest in respect of such Notes will be calculated by reference to an inflation index ratio derived from [the consumer price index (excluding tobacco) for all households in metropolitan France, as calculated and published monthly by the <i>Institut National de la Statistique et des Etudes Economiques</i> (the "Inflation Index Ratio") / [the harmonized index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat (the "Inflation Index Ratio")].</p> <p>[The Notes are FX Linked Interest Notes bearing interest linked to an exchange rate between certain currencies.]</p> <p><i>[Date from which interest becomes payable and the due dates for interest:</i> The date from which interest becomes payable is [•] and due dates for interest for the Notes are [•].]</p> <p><i>Maturity Date:</i> The maturity date of the Notes is [•] (the "Maturity Date").</p> <p><i>[Redemption:</i> Subject to any purchase and cancellation or early redemption, the notes will be redeemed on the Maturity Date specified above at [•] of their nominal amount.]</p> <p><i>[Redemption of Inflation Linked Redemption Notes:</i> Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date specified above at an amount calculated by reference to an inflation index ratio derived from [the consumer price index (excluding tobacco) for all households in metropolitan France, as calculated and published monthly by the <i>Institut National de la Statistique et des Etudes Economiques</i> (the "Inflation Index Ratio") / [the harmonized index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat (the "Inflation Index Ratio")]</p> <p><i>[Redemption of FX Linked Redemption Notes:</i> Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date specified above at an amount calculated by reference to an exchange rate between certain currencies.]</p> <p><i>Early Redemption:</i> [The Notes cannot be redeemed prior to their stated maturity (other than [in specified instalments or] following an Event of Default)]. [The Notes will be redeemable prior to their stated maturity at the option of the Issuer [[and/or] the holders of the Notes] <i>[Please specify the terms applicable to such redemption]</i>.</p> <p><i>[Automatic Early Redemption:</i> The Issuer shall redeem the Notes [in whole/in part] at [•] on [•] if the Calculation Agent determines that an Automatic Early Redemption Event occurs.]</p> <p><i>[Partial Redemption:</i> The Notes are redeemable in [•] instalments of [•] on [•],[•],[•]]</p> <p><i>[Yield:</i> The Notes are Fixed Rate Notes, the yield of which is [•].]</p>
C.10	<p>Derivative component interest payment: in</p>	<p>[The Notes are linked to [the consumer price index (excluding tobacco) for all households in metropolitan France, as calculated and published monthly by the <i>Institut National de la Statistique et des Etudes Economiques</i>] / [the harmonized index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat] / Not Applicable.]</p> <p>[The Notes are linked to an exchange rate between certain currencies.]</p>

Section C - The Notes		
C.11	Listing and admission to trading:	[The Notes will be listed and admitted to trading on [•] / Not Applicable]
C.15	Description of how the value of investment is affected by the value of the underlying instrument:	<p>[Inflation Linked Notes are debt securities which do not provide for predetermined [principal] [and/or interest] payments. [Principal] [and/or interest] amounts will be dependent upon the performance of the Inflation Index Ratio, as outlined in C.9, above. The amount of [principal] [and/or interest] payable by the Issuer may vary [and Noteholders may receive no interest.] / Not Applicable.]</p> <p>[FX Linked Notes are debt securities which do not provide for predetermined [principal] [and/or interest] payments. [Principal] [and/or interest] amounts will be dependent upon the performance of an exchange rate between certain currencies, as outlined in C.9, above. The amount of [principal] [and/or interest] payable by the Issuer may vary [and Noteholders may receive no interest] [and the Notes may, in certain circumstances, be redeemed below par] / Not Applicable.]</p>
C.16	Derivative Notes – Maturity:	[The maturity of the Notes is [•] / Not Applicable]
C.17	Derivative Notes – Settlement procedure:	<p>[The Notes are in dematerialised form and have been accepted for clearance through Euroclear France as central depository.]</p> <p>[The Notes are in materialised form and will be represented initially upon issue by Temporary Global Certificates and have been accepted for clearance through [Clearstream, Luxembourg] / [Euroclear] / [•]].</p> <p>[Not Applicable]</p>
C.18	Return on Derivative Notes:	[The Notes are not ordinary debt securities and [the interest and/or redemption amount] [is/are] linked to the performance of [the CPI/ the HICP/an exchange rate between certain currencies]. See also Elements C.9 and C.15. / Not Applicable.]
C.19	Derivative Notes – Exercise price / Final reference price	Not Applicable.
C.20	Derivative Notes - Type of the underlying and where the information on the underlying can be found	[The underlying is [the consumer price index (excluding tobacco) for all households in metropolitan France, as calculated and published monthly by the <i>Institut National de la Statistique et des Etudes Economiques</i>] / [the harmonized index of consumer prices excluding tobacco measuring the rate of inflation in the European Monetary Union excluding tobacco as calculated and published monthly by Eurostat] / [an exchange rate between certain currencies], as outlined in C.9 above. Information on such underlying can be obtained at [•]. / Not Applicable]
C.21	Market where the securities will be traded and for which the Base Prospectus has been published	[The Notes will be listed and admitted to trading on [•] / Not Applicable]

Section D - Risks		
D.2	Key risks specific to the	There are certain factors that may affect the ability of the Issuer to fulfil its obligations under

Section D - Risks

	Issue:r	<p>the Notes:</p> <ul style="list-style-type: none"> • Payment risks: credit risk in relation to CADES is limited, because of the fact that the State is ultimately responsible for the solvency of CADES and because of the allocation of resources to CADES by the government; • The French State has transferred additional social security debt to the Issuer in the past and may do so in the future: these debt transfers have increased and will continue to increase CADES' funding requirements in the debt capital markets and its exposure to the volatility of those markets. In addition, the French State may carry out further debt transfers in the future, which would increase CADES' funding requirements and debt capital markets exposure; • The revenues of CADES from the social security taxes it receives may vary: CADES' revenue sources (the CRDS and the CSG) are mainly based on the salaries of French taxpayers (<i>masse salariale</i>). Tax receipts from the CRDS are closely correlated with France's nominal gross domestic product; and • The Issuer faces various market risks, such as counterparty risk and interest rate risks.
D.3	Key risks specific to the Notes:	<p>There are certain factors that are material for the purpose of assessing the market risks associated with the Notes.</p> <ul style="list-style-type: none"> • The Notes may not be a suitable investment for all investors: each potential investor should determine the suitability of investing in the Notes in light of its own circumstances. In addition, some Notes are complex financial instruments and a potential investor should not invest in such Notes unless it has the expertise to evaluate specific risks in relation thereto; • None of the Issuer, any Dealer or any of their affiliates has or assumes any responsibility for the lawfulness of the acquisition of the Notes by a prospective investor, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates (if different), or for compliance by that prospective investor with any law, regulation or regulatory policy applicable to it; • The trading market for debt securities may be volatile and may be adversely impacted by many events, such as economic and market conditions and, to varying degrees, interest rates, currency exchange rates and inflation rates in other European and other industrialised countries; • An active trading market for the Notes may not develop and there can be no assurance that an active trading market for the Notes will develop, or, if one does develop, that it will be maintained; • [Any early redemption at the option of the Issuer, if provided for in any Final Terms for a particular issue of Notes, could cause the yield received by any Noteholders to be considerably less than anticipated, and the redeemed face amount of the Notes may be lower than the purchase price for the Notes paid by the Noteholder, in which case part of the capital invested by such Noteholder may be lost;] • The Notes may be subject to restrictions on transfer which may adversely affect their value, and in particular restrictions on transfer in relation to U.S. Securities laws or the laws of any other relevant country; • The Notes contain limited events of default and covenants (in particular, there is no cross-default of the Issuer's other obligations); • A Noteholder's actual yield on the Notes may be reduced from the stated yield due to transaction costs incurred when the Notes are purchased or sold (including transaction fees and commissions), which may significantly reduce or even exclude the profit potential of the Notes; • A Noteholder's effective yield on the Notes may be diminished due to the tax impact on that Noteholder of its investment in the Notes, if payments of interest on the Notes, or profits realised by the Noteholder upon the sale or repayment of the

Section D - Risks

		<p>Notes are subject to taxation in the Noteholder's home jurisdiction or in other jurisdictions in which it is required to pay taxes;</p> <ul style="list-style-type: none"> • [Investors will not be able to calculate in advance their rate of return on Floating Rate Notes, as investors are not able to determine a definite yield of Floating Rate Notes at the time they purchase them, due to varying interest income;] • [The Issuer's ability to convert the interest rate of Fixed to Floating Rate Notes may affect the secondary market and the market value of the Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing;] • [Zero Coupon Notes are subject to higher price fluctuations than non-discounted bonds, because the discounted issue prices are substantially below par;] • [Foreign currency bonds expose investors to foreign-exchange risk as well as to issuer risk;] • [Structured Notes may entail significant risks not associated with similar investments in a conventional debt security, including the risks that the resulting interest rate will be less than that payable on a conventional debt security at the same time and/or that an investor could lose all or a substantial portion of the principal of its Notes;] • [The value of Inflation Linked Notes is subject to fluctuations and volatility in the underlying relevant inflation ratio. In particular, if the value of the relevant index calculated at any time prior to the maturity date is lower than the value of the relevant index at the time of the issue of the Notes or at the time of purchase by the Noteholders, then the amount of interest payable by the Issuer and/or the principal of Inflation Linked Notes may vary. Noteholders may receive no interest. However, if the nominal amount to be repaid at maturity is below par, the Inflation Linked Notes will be redeemed at par;] • [The Notes are FX Linked Notes, where the interest rate, automatic early redemption and/or maturity redemption amount shall be determined depending on the currency exchange rate between specified currencies or where in respect of the Instruments in certain currency, all or some of which interest and/or redemption payments shall be made in another currency or, if applicable, any other currencies. The investor in the Notes will be exposed to the performance of and the market in, such underlying or underlyings;] • The Notes may be subject to exchange rate risks, in particular if an investor's financial activities are denominated principally in a currency or currency unit other than the Specified Currency and if that exchange rates significantly change; • The Notes are subject to interest rate risks being that subsequent changes in market interest rates may adversely affect the value of the Notes; • Holdings of less than the minimum Specified Denomination may be affected if the Notes are traded in denominations that are not integral multiples of the Specified Denomination, in which case the holder of such notes will not receive a definitive Note in respect of such holding and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more specified denominations; • Taxes, charges and duties may be payable in respect of purchases of the Notes, in accordance with laws and practices of the country where the Notes are transferred or the laws and practices of other jurisdictions; • Member States may be required to provide details of payments of interest under the EU Savings Directive and neither the Issuer nor any Paying Agent will pay any additional amount with respect to any Note as a result of the imposition of withholding tax by another Member State; • The Issuer shall not pay any additional amounts in respect of Grossing-Up in case of withholding or deduction for reason of French taxes required by applicable law on any payments made by the Issuer under the Notes; • The decision of the majority of Noteholders taken during meetings called to
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Section D - Risks		
		<p>consider matters affecting their interest generally may bind all holders of the Notes;</p> <ul style="list-style-type: none"> • The Notes may be affected by changes in law and no assurance can be given as to the impact of any possible judicial decisions or change to French (or any other relevant) law after the date of this Base Prospectus, nor can any assurance be given as to whether any such change could adversely affect the ability of the Issuer to make payments under the Notes; and • The credit ratings assigned to the Notes may not reflect all the potential impact of all risks related to structure, market, and other factors that may affect the value of the Notes;
D.6	Risk warning:	<p>[Potential investors in Inflation Linked Notes should be aware that such Notes are debt securities which do not provide for predetermined [interest] [and/or principal] payments. [Principal] [and/or interest] amounts will be dependent upon the performance of the Inflation Index Ratio, as described in C.9, above. The amount of [principal] [and/or interest] payable by the Issuer may vary [and Noteholders may receive no interest.] / Potential investors in FX Linked Notes should be aware that such Notes are debt securities which do not provide for predetermined [interest] [and/or principal] payments. [Principal] [and/or interest] amounts will be dependent upon the performance of the relevant underlying exchange rate for certain currencies, as described in C.9, above. The amount of [principal] [and/or interest] payable by the Issuer may vary [and Noteholders may receive no interest] [and the Notes may, in certain circumstances, be redeemed below par]. / Not Applicable]</p>

Section E - Offer		
E.2b	Reasons for the Offer and Use and Proceeds:	The net proceeds from the issue of the Notes will be used for [the general financing purposes of the Issuer] / [●].
E.3	Terms and Conditions of the Offer:	<p><i>Specify the specific terms and conditions of the offer applicable to the Notes.</i></p> <p>Other than as set out in section A.2 above, neither the Issuer nor any of the Dealers has authorised the making of any Public Offer by any person in any circumstances and such person is not permitted to use the Base Prospectus in connection with its offer of any Notes. Any such offers are not made on behalf of the Issuer or by any of the Dealers or Authorised Offerors and none of the Issuer or any of the Dealers or Authorised Offerors has any responsibility or liability for the actions of any person making such offers.</p>
E.4	Interests Material to the Issue:	[There are no interests and any potential conflicting ones that is material to the issue/offer of Notes.] / [<i>Describe interests material to the issue of the Notes</i>]
E.7	Estimated Expenses:	The estimated expenses applicable to the Notes amount to [●]

RÉSUMÉ DE L'ÉMISSION

Ce résumé concerne [description des Titres émis] décrits dans les conditions définitives (les "**Conditions Définitives**") auxquelles ce résumé est annexé. Ce résumé comprend l'information contenue dans le résumé du Prospectus de Base relatif aux Titres ainsi que l'information pertinente des Conditions Définitives. Les termes et expressions définis dans le Prospectus de Base et les Conditions Définitives auront la même signification lorsqu'ils sont employés dans le présent résumé.

Ce résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives (ensemble, le "**Prospectus**") et est fourni comme une aide aux investisseurs envisageant d'investir dans les Titres, mais ne se substitue pas au Prospectus. Toute décision d'investir dans les Titres devrait être prise au regard du Prospectus dans son ensemble, ce inclus tous documents incorporés par référence.

Les résumés sont composés des informations requises appelées « **Éléments** » dont la communication est requise par l'Annexe XXII du Règlement européen n°809/2004 du 29 avril 2004 telle que modifiée par le Règlement délégué (UE) n°486/2012 du 30 mars 2012 et le Règlement délégué (UE) n°862/2012 du 4 juin 2012. Ces éléments sont numérotés dans les sections A à E (A.1 –E.7).

Le présent résumé contient l'ensemble des **Éléments** qui doivent être inclus dans un résumé pour ce type de titres et d'Émetteur. L'insertion de certains **Éléments** n'étant pas obligatoire, il est possible qu'il y ait des sauts de la numérotation dans la séquence des **Éléments**.

Même si l'insertion dans le résumé d'un **Élément** peut être requise en raison du type des titres et d'Émetteur, il est possible qu'aucune information pertinente ne puisse être donnée concernant cet **Élément**. Dans ce cas, une brève description de l'**Élément** est insérée dans le résumé accompagnée de la mention "sans objet".

Section A - Introduction et avertissements		
A.1	Introduction :	<p>Veillez noter que :</p> <ul style="list-style-type: none">le présent résumé doit être lu comme une introduction au Prospectus de Base ;que toute décision d'investir dans les titres doit être fondée sur un examen exhaustif du Prospectus de Base par l'investisseur ;lorsqu'une action en responsabilité concernant l'information contenue dans le Prospectus de Base est intentée devant un tribunal, l'investisseur plaignant peut, selon la législation nationale de l'État Membre dans lequel l'action est intentée, avoir à supporter les frais de traduction du Prospectus de Base avant le début de la procédure judiciaire ; etla responsabilité civile n'est attribuée qu'aux personnes qui ont présenté le résumé, y compris sa traduction, mais uniquement si le contenu du résumé est trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus de Base ou s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus de Base, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces titres.
A.2	Consentement :	<p>[L'Émetteur consent à l'utilisation du Prospectus de Base dans le cadre d'une Offre Non-exemptée (<i>Non-exempt Offer</i>), par tout intermédiaire financier autorisé à faire de telles offres en vertu de la Directive sur les Marchés d'Instruments Financiers (Directive 2004/39/CE) / tous intermédiaires financiers supplémentaires après la date des Conditions Définitives et, le cas échéant, l'Émetteur publiera les informations ci-dessus le concernant sur www.cades.fr.]</p> <p>La Période d'Offre durant laquelle de telles offres peuvent être faites est [•]. Les États Membres dans lesquels les intermédiaires financiers peuvent utiliser le Prospectus de Base en vue d'une telle offre sont les suivants : [•] Liste et identité [<i>nom et adresse à indiquer</i>] du ou des intermédiaires financiers qui sont autorisés à utiliser le Prospectus de Base.</p>

Section A - Introduction et avertissements

		<p>[Les conditions claires et objectives afférentes au consentement et pertinentes pour l'utilisation du Prospectus de Base sont les suivantes [•].]</p> <p>Un Investisseur (<i>Investor</i>) qui souhaite acquérir ou qui acquiert de quelconques Titres auprès d'un Offrant Autorisé (<i>Authorised Offeror</i>) pourra le faire, et les offres et ventes des Titres à un Investisseur par un Offrant Autorisé seront effectuées conformément aux modalités et autres accords conclus entre cet Offrant Autorisé et cet Investisseur y compris, s'agissant du prix, de l'allocation, des accords de règlement et de toutes dépenses ou taxes facturées à l'Investisseur (les « Modalités de l'Offre Non-exemptée »). L'Émetteur ne sera pas partie à ces accords avec les Investisseurs (autres que les Agents Placeurs (<i>Dealers</i>)) en ce qui concerne l'offre ou la vente des Titres et, en conséquence, le présent Prospectus de Base et toutes Conditions Définitives ne contiendront pas ces informations. Les Modalités de l'Offre Non-exemptée seront publiées par ledit Offrant Autorisé sur son site internet pendant la période concernée. Ni l'Émetteur ni aucun des Agents Placeurs ou d'autres Offrants Autorisés ne sauraient être tenus responsables pour cette information.</p>
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Section B - Emetteur

B.1	Raison sociale et nom commercial de l'Émetteur :	Caisse d'Amortissement de la Dette Sociale ("CADES" ou l'"Émetteur").		
B.2	Siège social et forme juridique de l'Émetteur, la législation régissant son activité ainsi que son pays d'origine :	<p>CADES est un établissement public national à caractère administratif créé par l'ordonnance n° 96-50 relative au remboursement de la dette sociale.</p> <p>Le siège social de CADES est situé au 15-17 rue Marsollier 75002 Paris – France et son numéro de téléphone est: +33 1 55 78 58 32.</p>		
B.4b	Tendances :	Sans Objet. Il n'existe pas de tendances connues ayant des répercussions sur l'Émetteur et ses secteurs d'activité.		
B.5	Le groupe et la position de l'Émetteur au sein du groupe :	Sans Objet. CADES ne fait partie d'aucun groupe.		
B.9	Prévision de bénéfice :	Sans Objet. L'Émetteur ne fournit pas d'estimation sur les bénéfices.		
B.10	Réserves du rapport d'audit :	<p>Le rapport des commissaires aux comptes concernant les comptes annuels arrêtés au 31 décembre 2012 contient une observation.</p> <p>Le rapport des commissaires aux comptes concernant les comptes annuels arrêtés au 31 décembre 2011 contient une observation.</p>		
B.12	Informations financières historiques clés sélectionnées :	<i>(en millions d'euros)</i>	Au 31 décembre 2011	Au 31 décembre 2012
		Bons du Trésor et autres bons éligibles pour le refinancement auprès des banques centrales	150,01	4.553,68
		Total actifs et passifs	19.397,59	11.912,77
		Sub-total - Dettes	162.162,12	149.376,26

Section B - Emetteur				
		Sub-total - Réserves	(142.764,74)	(137.463,72)
		Résultat net pour la période	11.677,85	11.949,07
		<ul style="list-style-type: none"> Aucune détérioration n'a eu de répercussions sur les perspectives de l'Emetteur depuis le 31 décembre 2012. Aucun changement significatif de la situation financière ou commerciale de l'Emetteur n'est survenu depuis le 31 décembre 2012. 		
B.13	Evénements récents :	L'Émetteur estime qu'aucun évènement récent ayant une incidence pour l'évaluation de sa solvabilité n'est intervenu.		
B.14	Dépendance à l'égard des autres entités du groupe :	Sans Objet. CADES ne fait partie d'aucun groupe.		
B.15	Activités principales de l'Emetteur :	La CADES a pour mission de financer et de rembourser une partie de la dette accumulée par le système français de sécurité sociale. La CADES finance cette dette en empruntant principalement sur les marchés obligataires et en utilisant les ressources tirées des prélèvements sociaux, afin de payer les intérêts d'emprunt et d'assurer le remboursement du principal des montants empruntés.		
B.16	Contrôle :	CADES est détenu et contrôlé par l'État français.		
B.17	Notations :	<p>Le Programme a été noté Aa1 par Moody's Investors Services ("Moody's") et AAA par Fitch Ratings ("Fitch"). A la date du Prospectus de Base, la dette long terme et court terme de Emetteur a été, respectivement, notée (i) Aa1 et P-1 par Moody's et (ii) AAA et F1+ par Fitch. [Les Titres ont été notés [•] par [•] [et [•] par [•]].]</p> <p>A la date du Prospectus de Base, chacune de ces agences de notation de crédit est établie dans l'Union Européenne et est enregistrée conformément au Règlement (UE) No 1060/2009, tel que modifié par le Règlement (UE) No. 513/2011 (le "Règlement ANC") et est inclus dans la liste des agences de notation de crédit publiée par l'Autorité Européenne des Marchés Financiers (<i>European Securities and Market Authority</i>) sur son site internet (www.esma.com) conformément au Règlement ANC. Les Titres émis sous le Programme peuvent être notés ou non notés. La notation des Titres (le cas échéant) sera spécifiée dans les Conditions Définitives applicables. Lorsqu'une émission de Titres est notée, sa notation ne sera pas nécessairement la même que celle des Titres émis sous le Programme. Une notation n'est pas une recommandation d'acheter, de vendre ou de conserver des titres et peut faire l'objet d'une suspension, changement ou retrait à tout moment par l'agence de notation de crédit ayant allouée la notation à tout moment et sans notification.</p>		

Section C - Les Titres		
C.1	Nature et catégories des Titres et numéro d'identification des Titres :	<p>Les Titres constitueront des obligations de droit français.</p> <p>Les Titres seront émis [en tant que titres dématérialisés] / [en tant que titres matérialisés].</p> <p>[Les Titres sont émis [au porteur inscrits à leur date d'émission dans les livres d'Euroclear France qui créditera les comptes des Titulaires de Compte, y compris Euroclear Bank S.A./N.V., en sa qualité d'opérateur du Système Euroclear (« Euroclear ») et la banque dépositaire pour Clearstream Banking, société anonyme (« Clearstream Luxembourg »)] [au nominatif et, au choix du Détenteur de Titre concerné, soit au nominatif pur soit au nominatif administré]. Aucun titre physique ne sera émis en relation avec les Titres.]</p> <p>[Les Titres seront exclusivement au porteur. Un Certificat Global Temporaire sera émis à</p>

Section C - Les Titres		
		<p>l'origine en relation avec les Titres. Ce Certificat Global Temporaire sera échangé contre les Titres Matérialisés Définitifs et, le cas échéant, des coupons pour les intérêts dus à une date censée être le ou après le 40^{ème} jour suivant la date d'émission des Titres (sous réserve de report) sur certification de l'absence de détention par des ressortissants des Etats-Unis telle que décrite plus amplement ci-après.]</p> <p>Le numéro d'identification ISIN applicable aux Titres est : [●].</p>
C.2	Devises :	Les Titres sont émis en [●].
C.5	Libre négociabilité :	Sans objet. Il n'existe pas de restrictions à la libre négociabilité des Titres.
C.8	Les droits attachés aux Titres, rang et restrictions à ces droits :	<p><i>Statut des Titres:</i> Les Titres [et les Reçus et Coupons] constituent (sous réserve des stipulations relatives au maintien de l'emprunt à son rang) des engagements directs, inconditionnels, non subordonnés et non assortis de sûretés de l'Emetteur et doivent à tout moment être au même rang et sans préférence entre eux et, sous réserve des exceptions impératives du droit français et des stipulations relatives au maintien de l'emprunt à son rang, au même rang que tous autres engagements, présents ou futurs, non subordonnés et non assortis de sûretés de l'Emetteur.</p> <p><i>Maintien de l'emprunt à son rang:</i> Aussi longtemps que des Titres [ou des Reçus ou Coupons attachés aux Titres] seront en circulation, l'Emetteur ne créera pas, sur l'un de ses actifs ou revenus, d'hypothèque, de gage ou tout autre type de sûreté aux fins de garantir tout Endettement Financier Exterieur Rendu Public (<i>Publicly Issued External Financial Indebtedness</i>) de l'Emetteur, hormis si les engagements de l'Emetteur en vertu des Titres [ou des Reçus ou Coupons], soient également garantis par cette hypothèque, ce gage ou tout autre type de sûretés de rang au moins égal et proportionnel.</p> <p><i>Cas de Défaut:</i> Les Titres seront remboursables à leur valeur nominale à laquelle s'ajoute les intérêts courus, en cas de survenance d'un Cas de Défaut. Les cas de défaut incluent notamment, un défaut au titre du paiement du principal ou des intérêts, un défaut dans l'exécution de toute autre obligation de l'Emetteur au titre des Titres et certains événements supplémentaires affectant l'Emetteur. Cependant, les modalités des Titres ne contiennent pas de clause de défaut croisé.</p> <p><i>Retenue à la source:</i> Tous les paiements de principal, des intérêts et autres produits effectués par ou pour le compte de l'Emetteur se rapportant aux Titres ne seront pas soumis à une retenue à la source ou à une déduction d'impôts, taxes, droits, ou charges gouvernementales d'une quelconque nature que ce soit, imposée, prélevée, collectée, retenue ou fixée par la France ou en France ou toute autre autorité française ayant le pouvoir de prélever l'impôt, à moins que cette retenue à la source ou déduction ne soit imposée par la loi, auquel cas l'Emetteur ne paiera aucun montant additionnel.</p> <p><i>Droit applicable:</i> Les Titres et toutes questions découlant de ou liés aux Titres sont régis et doivent être interprétés conformément au droit français.</p>
C.9	Intérêts, Remboursement et Représentation :	<p>Voir l'Elément C.8 pour les droits attachés aux Titres, le rang et les restrictions à ces droits.</p> <p>[Les Titres sont des Titres à Taux Fixe et portent intérêts à partir du [date] au taux fixe de [●] % l'an, payables à terme échu à/aux [date(s)].]</p> <p>[Les Titres sont des Titres à Taux Variable et portent intérêts à partir du [date] à taux variable calculé par référence à [EURIBOR/LIBOR/autre] [plus/moins] une marge de [●] %.]</p> <p>[Les Titres sont des Titres à Coupon Zéro et sont émis [à leur valeur nominale / à [●]] et ne porteront pas intérêt.]</p>

Section C - Les Titres

		<p>[Les Titres sont des Titres dont les Intérêts sont Indexés sur l'Inflation. L'intérêt des Titres sera calculé à partir d'un ratio de l'indice d'inflation, ce ratio étant lui-même déterminé grâce à [l'indice des prix à la consommation (hors tabac) des ménages en France métropolitaine tel que calculé et publié mensuellement par l'Institut National de la Statistique et des Etudes Economiques (le "Ratio de l'Indice d'Inflation").] / [l'indice harmonisé des prix à la consommation mesurant le taux d'inflation dans l'Union Monétaire Européenne (hors tabac), tel que calculé et publié mensuellement par Eurostat (le "Ratio de l'Indice d'Inflation").]</p> <p>[Les Titres sont des Titres dont les Intérêts sont Indexés sur un Taux de Change, dont les intérêts sont indexés sur un taux de change entre certaines devises.]</p> <p><i>[Date d'entrée en jouissance et date d'échéance des intérêts :</i> Les dates d'exigibilité et d'échéance des intérêts pour les Titres sont [•].]</p> <p><i>Date d'échéance :</i> La date d'échéance des Titres est [•] (la "Date d'Échéance").</p> <p><i>[Montant de Remboursement Final de Titres autres que des Titres Indexés sur l'Inflation :</i> Sous réserve du rachat et de l'annulation des Titres ou du remboursement anticipé de ces Titres, ceux-ci seront remboursés à la Date d'Échéance à [•] de leur montant nominal.]</p> <p><i>[Montant de Remboursement Final des Titres dont le Remboursement est Indexé sur l'Inflation :</i> Sous réserve du rachat et de l'annulation des Titres ou du remboursement anticipé des Titres, ceux-ci seront remboursés à la Date d'Échéance à un montant calculé par référence à un ratio de l'indice d'inflation, ce ratio étant lui-même déterminé grâce à [l'indice des prix à la consommation (hors tabac) des ménages en France métropolitaine tel que calculé et publié mensuellement par l'Institut National de la Statistique et des Etudes Economiques (le "Ratio de l'Indice d'Inflation").] / [l'indice harmonisé des prix à la consommation mesurant le taux d'inflation dans l'Union Monétaire Européenne (hors tabac), tel que calculé et publié mensuellement par Eurostat (le "Ratio de l'Indice d'Inflation").]</p> <p><i>[Montant de Remboursement Final des Titres dont le Remboursement est Indexé sur Taux de Change :</i> Sous réserve du rachat et de l'annulation des Titres ou du remboursement anticipé des Titres, les Titres seront remboursés à la Date d'Échéance à un montant calculé par référence à un taux de change entre certaines devises.]</p> <p><i>Remboursement Anticipé:</i> [Les Titres ne peuvent pas être remboursés avant la Date d'Échéance (autrement que [par versements échelonnés ou] suite à un Cas de Défaut)]. [Les Titres seront remboursables avant la Date d'Échéance à la discrétion de l'Émetteur [[et/ou] des Titulaires des Titres] <i>[indiquer les modalités applicables à ce remboursement]</i>].</p> <p><i>[Remboursement Automatique Anticipé :</i> L'Émetteur remboursera les Titres [en totalité/pour partie] à [•] le [•] si l'Agent de Calcul estime que survient un Évènement de Remboursement Automatique Anticipé.]</p> <p><i>[Remboursement Partiel :</i> Les Titres sont remboursables en [•] versements échelonnés de [•] le [•],[•],[•],[•].]</p> <p><i>[Rendement:</i> Les Titres sont de Titres à Taux Fixe dont le rendement est de [•].]</p>
C.10	Composante dérivée dans le paiement d'intérêts :	<p>[Les Titres sont liés à [l'indice des prix à la consommation (hors tabac) des ménages en France métropolitaine tel que calculé et publié mensuellement par l'Institut National de la Statistique et des Etudes Economiques] / [l'indice harmonisé des prix à la consommation mesurant le taux d'inflation dans l'Union Monétaire Européenne (hors tabac), tel que calculé et publié mensuellement par Eurostat], tel que décrit au paragraphe C.9, ci-dessus.] / [Sans objet.]</p> <p>[Les Titres sont indexés sur un taux de change entre certaines devises.]</p>
C.11	Cotation et admission à la	<p>[Les Titres émis seront admis à la négociation sur [•].] / [Sans objet.]</p>

Section C - Les Titres		
	négociation :	
C.15	Description de l'impact de la valeur sous-jacent sur la valeur de l'investissement	<p>[Les Titres Indexés sur l'Inflation sont des titres de créance dont le montant [du principal] [[et/ou] de l'intérêt] n'est pas prédéterminé. Les montants dus au titre [du principal] [[et/ou] des intérêts] seront dépendants de la performance du Ratio de l'Indice d'Inflation, tel que décrit au paragraphe C.9, ci-dessus. Le montant du [principal] [[et/ou] des intérêts] dus par l'Émetteur pourra varier [et les Titulaires des Titres pourraient ne pas recevoir d'intérêt].] / [Sans objet.]</p> <p>[Les Titres Indexés sur Taux de Change sont des titres de créance dont le montant [du principal] [[et/ou] de l'intérêt] n'est pas prédéterminé. Les montants dus au titre [du principal] [[et/ou] des intérêts] seront dépendants de la performance du Ratio de l'Indice d'Inflation, tel que décrit au paragraphe C.9, ci-dessus. Le montant du [principal] [[et/ou] des intérêts] dus par l'Émetteur pourra varier [et les Titulaires des Titres pourraient ne pas recevoir d'intérêt] [et les Titres pourront, dans certains cas, être remboursés en dessous du pair / Sans objet.]</p>
C.16	Titres Dérivés-Échéance	[La date d'échéance des Titres est [•.] / [Sans objet.]
C.17	Procédure de règlement des Titres Dérivés :	<p>[Si les Titres sont émis sous forme dématérialisée : Les Titres seront déposés auprès d'Euroclear France en tant que dépositaire central.]</p> <p>[Si les Titres sont émis sous forme matérialisée : Les Titres seront initialement émis sous la forme de Certificats Globaux Temporaires et seront déposés auprès de Clearstream, Luxembourg, Euroclear ou tout autre système de compensation convenu par l'Émetteur, l'Agent Financier et l'Agent Placeur concerné.]</p> <p>[Sans objet.]</p>
C.18	Produit des Titres Dérivés :	[Les Titres ne sont pas des titres de créance ordinaires et [les intérêts et/ou le montant de remboursement] [est/sont] liés au rendement [du CPI/ du HICP/d'un taux de change entre certaines devises]. Voir également les Éléments C.9 et C.15 / Sans Objet.]
C.19	Titres Dérivés – Prix d'exercice / Prix de référence final :	Sans objet.
C.20	Titres Dérivés - Type de sous-jacent utilisé et où trouver les informations à ce sujet :	[Le sous-jacent utilisé sera [l'indice des prix à la consommation (hors tabac) des ménages en France métropolitaine tel que calculé et publié mensuellement par l'Institut National de la Statistique et des Etudes Economiques] / [l'indice harmonisé des prix à la consommation mesurant le taux d'inflation dans l'Union Monétaire Européenne (hors tabac), tel que calculé et publié mensuellement par Eurostat] / [un taux de change entre certaines devises], tel que décrit au paragraphe C.9, ci-dessus. Les informations relatives à ce sous-jacent peuvent être trouvées à [•.] / [Sans objet.]
C.21	Marché sur lequel les Titres seront négociés et à l'intention duquel le Prospectus de Base est publié :	[Les Titres émis seront admis à la négociation sur [•.] / [Sans objet.]

Section D - Risques		
D.2	Principaux risques propres	Il existe certains facteurs pouvant affecter la capacité de l'Émetteur à remplir ses obligations au titre des Titres:

Section D - Risques

	<p>à l'Émetteur :</p>	<ul style="list-style-type: none"> • Risques de paiement : le risque de crédit relatif à CADES est limité, en raison du fait que l'Etat est responsable en dernier recours de la solvabilité de CADES et en raison de l'allocation des ressources à CADES par le gouvernement ; • L'Etat français a transféré la dette sociale additionnelle à l'Emetteur dans le passé et pourrait en faire de même à l'avenir : ces transferts de dette ont augmenté et continueront à augmenter les besoins de financement de CADES sur les marchés de capitaux obligataires et son exposition à la volatilité de ces marchés. En outre, l'Etat français pourrait réaliser d'autres transferts de dette à l'avenir, ce qui augmenterait les besoins de financement de CADES et son exposition sur les marchés de capitaux obligataires ; • Les recettes tirées par CADES des prélèvements sociaux pourraient varier : les sources des recettes de CADES (la CRDS et la CSG) reposent principalement sur les salaires des contribuables français. Les produits de la CRDS sont étroitement corrélés au produit intérieur brut français ; et • L'Emetteur fait face à des risques de marché divers tels que le risque de contrepartie et les risques de taux d'intérêt.
<p>D.3</p>	<p>Principaux risques propres aux Titres :</p>	<p>Il existe certains facteurs qui sont significatifs en ce qui concerne l'évaluation des risques de marché associés aux Titres :</p> <ul style="list-style-type: none"> • Les Titres pourraient ne pas représenter un investissement adapté à tous les investisseurs : chaque investisseur potentiel devra établir le caractère approprié et adapté d'un investissement dans les Titres au regard de sa propre situation. En outre, certains Titres sont des instruments financiers complexes et un investisseur potentiel ne devrait pas investir dans de tels Titres sauf si cet investisseur dispose de l'expertise permettant d'évaluer les risques spécifiques y étant liés ; • Ni l'Emetteur, ni aucun Agent Placeur ou l'une de leurs filiales ou succursales n'engagera sa responsabilité en ce qui concerne la légalité de l'acquisition des Titres par un investisseur potentiel, au regard des lois de son pays d'immatriculation ou du pays dans lequel il exerce ses activités (si différent), ou pour la conformité par cet investisseur potentiel avec toute loi ou règlement lui étant applicable ; • Le marché obligataire peut s'avérer volatile et pourrait être pénalisé par de nombreux événements, telle que la conjoncture économique et les conditions de marché et, à des degrés divers, les taux d'intérêts, les taux de change et les taux d'inflation dans d'autres pays européens industrialisés ; • Le marché des Titres est susceptible de rester atone et il n'existe pas de certitude qu'un marché actif pour les Titres se développera, ou, si un tel marché se développe, que celui-ci se maintiendra ; • [Tout remboursement anticipé sur option de l'Emetteur, s'il est prévu dans les Conditions Définitives d'une émission particulière de Titres, pourrait conduire à ce que le rendement obtenu par les Porteurs de Titres soit nettement inférieur à ce qu'ils avaient initialement anticipé, et le montant facial des Titres remboursés pourrait être inférieur au prix d'achat des Titres payé par le Porteur de Titres, auquel cas une partie du capital investi par ce Porteur pourrait être perdu ;] • Le transfert des Titres pourrait faire l'objet de restrictions qui pourraient impacter négativement leur valeur, et notamment des restrictions liées à la législation américaine sur les valeurs mobilières ou les lois de tout autre pays ; • Les Titres contiennent des cas de défaut et des engagements limités (il n'existe notamment pas de clause de défaut croisé avec les autres obligations de l'Emetteur) ; • Le rendement réel des Titres pour un Porteur peut être moins élevé que le rendement affiché, en raison des coûts de la transaction supportés lorsque les Titres sont achetés ou vendus (y compris les frais de transaction et commissions), qui pourraient réduire significativement ou même exclure tout profit potentiel sur les Titres ; • Le rendement effectif des Titres pour un Porteur peut être diminué en raison des

Section D - Risques

		<p>conséquences fiscales pour le Porteur sur son investissement dans les Titres, si les paiements d'intérêts sur les Titres, ou les gains réalisés par le Porteur du Titre au titre de la vente ou du rachat des Titres sont soumis à une imposition dans le pays d'origine du Porteur ou d'autres pays dans lesquels il est tenu de payer des taxes ;</p> <ul style="list-style-type: none">• [Les investisseurs ne pourront pas calculer par avance leur taux de retour sur les Titres à Taux Variable, dans la mesure où les investisseurs ne peuvent pas déterminer le rendement final des Titres à Taux Variables au moment où ils les achètent, en raison de la variabilité des revenus des intérêts ;]• [La possibilité ouverte à l'Emetteur de convertir le Taux Fixe des Titres en Taux Variable pourrait affecter le marché secondaire et la valeur de marché des Titres, dans la mesure où l'Emetteur pourrait convertir le taux à un moment où cela aurait pour résultat un coût global d'emprunt inférieur ;]• [Les Titres à Coupon Zéro sont soumis à des fluctuations de prix plus importantes que les obligations donnant lieu à paiement d'intérêts, car les prix d'émission sont significativement en dessous du pair ;]• [Les obligations libellées en devises étrangères exposent les investisseurs à des risques de taux de change ainsi qu'à des risques liés à l'Emetteur ;]• [Les investissements dans les Titres Structurés présentent des risques significatifs, qui ne se rencontrent pas pour des investissements similaires dans des obligations classiques, notamment le risque que le taux d'intérêt en résultant sera inférieur à celui du titre d'une obligation classique au même moment et/ou qu'un investisseur pourrait perdre tout ou partie du principal des Titres ;]• [La valeur des Titres Indexés sur l'Inflation est soumise aux fluctuations et à la volatilité du ratio d'inflation sous-jacent applicable. En particulier, si la valeur de l'indice applicable calculée à tout moment avant la date d'échéance est inférieure à la valeur de l'indice applicable au moment de l'émission des Titres ou au moment de l'achat par le Porteur concerné, le montant d'intérêts du par l'Emetteur et/ou le principal des Titres Indexés sur l'Inflation pourrait varier. Les Porteurs pourraient ne percevoir aucun intérêt. Cependant, si le montant nominal dû à la date d'échéance est inférieur au pair, les Titres Indexés sur l'Inflation seront remboursés au pair ;]• [Certains Titres peuvent être des Titres Indexés sur Taux de Change, pour lesquels le taux d'intérêt, le montant de remboursement automatique anticipé et/ou le montant de remboursement à l'échéance sera déterminé par référence au taux de change entre des devises déterminées ou pour lesquels, pour des Titres dans une certaine devise, la totalité ou certains des paiements d'intérêts et/ou de montants de remboursement doivent être faits dans une autre devise ou, le cas échéant, toutes autres devises. L'investisseur dans de tels Titres sera exposé au rendement et au marché de ce ou ces sous-jacent(s) ;]• Les Titres peuvent être sujets à des risques sur taux de change, notamment si les activités financières d'un investisseur sont libellées principalement dans une devise autre que la Devise Spécifiée et si ces taux de change changent significativement ;• Les Titres sont sujets à des risques de taux d'intérêt, des changements sur les marchés de taux d'intérêt pouvant affecter négativement la valeur des Titres ;• Les détentions inférieures à la Valeur Nominale pourraient être affectées si les Titres sont négociés à des valeurs qui ne sont pas des multiples entiers de la Valeur Nominale ;• Des taxes, frais et charges pourraient être exigibles à l'occasion de l'acquisition des Titres ;• Les Etats Membres pourraient être obligés de fournir des détails quant au paiement des intérêts en application de la Directive Epargne et ni l'Emetteur ni aucun Agent Payeur ne payera de somme supplémentaire au regard d'un Titre à la suite d'une retenue à la source effectuée par un autre Etat Membre ;• L'Emetteur ne paiera aucun montant additionnel lié aux majorations fiscales en cas
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Section D - Risques		
		<p>de retenue à la source ;</p> <ul style="list-style-type: none"> • La décision de la majorité des Porteurs de Titres peut contraindre la totalité des Porteurs de Titres ; • Les Titres pourraient être affectés par des changements législatifs ou réglementaires; et • Les notations de crédit attribuées aux Titres peuvent ne pas intégrer tous les facteurs qui pourraient affecter la valeur des Titres.
D.6	Avertissement sur les risques :	<p>[Les investisseurs potentiels dans les Titres Indexés sur l'Inflation sont avertis que ces Titres sont des titres de créance qui ne prévoient pas des paiements [d'intérêts] [et/ou du principal] prédéterminés. Les montants [du principal] [et/ou d'intérêts] dépendront du rendement du Ratio d'Indice d'Inflation, tel que décrit en C.9 ci-dessus. Le montant [du principal] [et/ou des intérêts] dû par l'Émetteur peut varier et les Titulaires des Titres peuvent ne percevoir aucun intérêt.]</p> <p>[Les investisseurs potentiels dans les Titres Indexés sur Taux de Change sont avertis que ces Titres sont des titres de créance qui ne prévoient pas des paiements [d'intérêts] [et/ou du principal] prédéterminés. Les montants [du principal] [et/ou d'intérêts] dépendront du rendement du taux de change sous-jacent applicable, tel que décrit en C.9 ci-dessus. Le montant [du principal] [et/ou des intérêts] dû par l'Émetteur peut varier et les Titulaires des Titres peuvent ne percevoir aucun intérêt [et le montant de remboursement pourra, dans certains cas, être inférieur au pair].]</p>

Section E - Offre		
E.2b	Raison de l'Offre et Utilisation des Produits :	[Le produit net de l'émission de Titres sera utilisé pour les besoins généraux de financement de l'Émetteur.] / [Le produit net de l'émission de Titres sera utilisé pour [•].]
E.3	Modalités et Conditions de l'Offre :	<p>[Préciser les modalités spécifiques de l'offre applicable aux Titres]</p> <p>A l'exception des stipulations de la section A.2 ci-dessus, ni l'Émetteur ni aucun des Agents Placeurs n'a autorisé une personne à faire une Offre au Public en aucune circonstance et aucune personne n'est autorisée à utiliser le Prospectus de Base dans le cadre de ses offres de Titres. Ces offres ne sont pas faites au nom de l'Émetteur ni par aucun des Agents Placeurs ou des Établissements Autorisés et ni l'Émetteur ni aucun des Agents Placeurs ou des Établissements Autorisés n'est responsable des actes de toute personne procédant à ces offres.</p>
E.4	Intérêts déterminants pour l'Émission :	[Préciser les intérêts des personnes morales ou physiques impliquées dans l'émission des Titres]
E.7	Estimation des Dépenses :	L'estimation des dépenses pour les Titres est [•].

PRO FORMA FINAL TERMS

PRO FORMA FINAL TERMS FOR USE IN CONNECTION WITH ISSUES OF SECURITIES WITH A DENOMINATION OF AT LEAST €100,000 TO BE ADMITTED TO TRADING ON AN EU REGULATED MARKET ¹⁶

Final Terms dated [•]

CADES (Caisse d'Amortissement de la Dette Sociale)

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

under the *130,000,000,000 Debt Issuance Programme*

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 which received from the *Autorité des marchés financiers* ("**AMF**") visa n°13-257 on 3 June 2013 (the "**Base Prospectus**") [and the supplement[s] to the Base Prospectus received from the AMF visa n° [•] on [•]] [respectively,]which [together] constitute[s] a base prospectus for the purposes of Directive 2003/71/EC, as amended by Directive 2010/73/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus [as so supplemented]. 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 [as so supplemented]. The Base Prospectus [and the supplement[s]] [is] [are] available for viewing on the AMF website and copies may be obtained from the Issuer.

The following alternative language applies if the first tranche of an issue which is being increased was issued under a Prospectus with an earlier date.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") which are the [•] EMTN Conditions. This document constitutes the Final Terms of the Notes described herein for the purposes of Directive 2003/71/EC as amended by Directive 2010/73/EC (the "**Prospectus Directive**") and must be read in conjunction with the Base Prospectus dated [current date] [and the supplement[s] to the Base Prospectus dated [•]], which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions which are the [•] EMTN Conditions. 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 [•] EMTN Conditions and the Base Prospectus dated [current date][and the supplement to the Base Prospectus dated [•]]. A summary of the issue of the Notes is annexed to these Final Terms. The Base Prospectus [and the supplement[s]] [is] [are] available for viewing on the AMF website and copies may be obtained from the Issuer.

1. Issuer: Caisse d'Amortissement de la Dette Sociale
2. [(i)] Series Number: []

¹⁶ The Final Terms may be asked to the Calculation Agent and are available on the AMF website.

- [(ii) Tranche Number: []
- (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]
3. Specified Currency or Currencies: []
4. Aggregate Nominal Amount of Notes admitted to trading: []
- [(i) Series: []
- [(ii) Tranche: []]
5. Issue Price: [] per cent of the Aggregate Nominal Amount [plus accrued interest from *[insert date]* (if applicable)]
6. Specified Denominations: [] (*one denomination only for Dematerialised Notes*)
[]
7. [(i) Issue Date: []
- [(ii) Interest Commencement Date: []
8. Maturity Date: [*specify date or (for Floating Rate Notes where Interest Payment Dates are subject to modification) Interest Payment Date falling in or nearest to the relevant month and year*]
9. Interest Basis: [• % Fixed Rate]
[[*specify reference rate*] +/- • % Floating Rate]
[Zero Coupon]
[Inflation Linked Interest]
[FX Linked Interest]
- (further particulars specified below)
10. Redemption/Payment Basis: [Redemption at par]
[Inflation Linked Redemption]
[FX Linked Redemption]
[Partly Paid]
[Instalment]
11. Change of Interest or [*Specify details of any provision for convertibility of Notes*

- Redemption/Payment Basis: *into another interest or redemption/ payment basis]*
12. Put/Call Options: [Investor Put]
 [Issuer Call]
 [(further particulars specified below)]
13. (i) Status of the Notes: Senior
- [(ii)] [Date [Board] approval for issuance of Notes obtained: [] [and [], respectively]]
(N.B Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes)]
14. Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Rate[(s)] of Interest: [] per cent. per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
- (ii) Interest Payment Date(s): [] in each year
- (iii) Fixed Coupon Amount[(s)]: [] per [] in Nominal Amount
- (iv) Broken Amount(s): *[Insert particulars of any initial or final broken interest amounts which do not correspond with the Fixed Coupon Amount[(s)]]*
- (v) Day Count Fraction: [30/360 / Actual/Actual ([CMA /ISDA) / other Day Count Fraction provided for in the Conditions]
- (vi) Determination Dates: [] in each year *(insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual ([ICMA]))*

16. **Floating Rate Note Provisions** [Applicable ¹⁷/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Interest Period(s) []
- (ii) Representative Amount: []
- (iii) Effective Date: [] *if applicable*/ Not Applicable
- (iv) Specified Duration []
- (v) Specified Interest Payment Dates: [] in each year, subject to adjustment in accordance with the Business Day Convention set out in (vi) below
- (vi) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention]
- (vii) Calculation Agent: []
- (viii) Business Centre(s): []
- (ix) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate
Determination/ISDA
Determination/FBF Determination]
- (x) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the [Agent]): []
- (xi) FBF Determination (Condition 4(b)(B)):
- Floating Rate (Taux Variable): [●]
- Floating Rate Determination Date (Date de Détermination [●])

¹⁷ If ISDA Definitions are applicable, please mention if the 2000 ISDA Definitions or the 2006 ISDA Definitions are applicable.

du Taux Variable):

(xii) Screen Rate Determination:

- Reference Rate: []

- Interest Determination Date(s): []

- Relevant Time: []

- Screen Page: []

- Reference Banks []

- Primary Source []

(xiii) ISDA Determination:

- Floating Rate Option: []

- Designated Maturity: []

- Reset Date: []

- Business Centre: []

(xiv) Margin(s): [+/-] [] per cent per annum

(xv) Minimum Rate of Interest: [] per cent per annum

(xvi) Maximum Rate of Interest: [] per cent per annum

(xvii) Day Count Fraction: []

17. **Zero Coupon Note Provisions**

[Applicable/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(i) Amortisation Yield: [] per cent per annum

(ii) Day Count Fraction: []

18. **Inflation Linked Interest Note Provisions** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Index [CPI / HICP]
- (ii) Party responsible for calculating the Rate of Interest and/or Interest Amount(s) if not the Calculation Agent: []
- (iii) Interest Period(s): []
- (iv) Interest Payment Dates: [] in each year, [subject to adjustment in accordance with the Business Day Convention set out in (viii) below]
- (v) Base Reference: Daily Inflation Reference Index applicable on *[specify date]* (amounting to: [])
- (vi) Rate of Interest: [] per cent. per annum multiplied by the Inflation Index Ratio
- (vii) Day Count Fraction: []
- (viii) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention]

19. **FX Linked Interest Note Provisions** [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

- (i) FX Linked Interest Formula: Condition 17(c) [(I)/(II)/(III)/(IV)] shall apply.
(If Condition 17(c)(I) or (II) applies) [For the purpose of each item of the FX Linked Interest Formula, [(x)/(y)] shall apply] *(N.B. If rounding is required, consider rounding.)*
- (If Condition 17(c)(IV) applies:)*
- [Currency 1 Amount: [•]
- Currency 2 Amount: [•]
- FXn: [Currency A is [•] / Currency B is [•]]
- Settlement Rate Option: [Currency A is [•] / Currency B is [•]]
- Determination Date(s): [•]
- FX Rate: [•]
- Rate 1: [•]
- Rate 2: [•]
- (ii) Base Currency/Subject Currency: [•]/[•]

- (iii) Currency Price: [•] / [Paragraph (ii) of the definition "**Currency Price**" in Condition 17(b) shall apply]
- [Condition 17(e)(ii)(B)(x)/(y) shall apply] (*if Condition 17(e)(ii) is specified as applicable in item 27 below*)
- [The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]
- [Currency Price 1: [•]
- [The Currency Price 1 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]
- Currency Price 2: [•]
- [The Currency Price 2 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]
- (iv) Spot Exchange Rate: [•] [Bid spot rate/Offer spot rate/Mid-point between the bid spot rate and the offer spot rate]
- (v) FX0 Fixing Date: [[•]/Not Applicable]
- (vi) Disruption Fallbacks: [Currency Price/[•]] (*N.B. If Disruption Fallback provision apply to any rate other than Currency Price, specify*)
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (vii) FX Price Source Disruption: [Applicable, the provisions of Condition 17(f)[(i)/(ii)] shall apply] / [Not Applicable]
- [Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (viii) Price Materiality Event: [Applicable, the provisions of Condition 17(g)[(i)/(ii)] shall apply] / [Not Applicable]

[Price Materiality Percentage: [●]]

Calculation Agent Determination: [first/second/third]

Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)

Fallback Reference Price: [first/second/third], [●] (*specify alternate price source(s)*)

- (ix) FX Price Source(s): [The Reuters Screen page "JPNW" / The Reuters Screen page "JPNU" / The Reuters Screen page "RBIC" / The Reuters Screen page "ABSIRFIX01" / The Reuters Screen page "ECB37" / The Bloomberg Page <BZFXJPY index> / The Bloomberg Page <BZFPTAX index> / The Bloomberg Page <INRRRTYN index> / The Bloomberg Page WMCO <go>/EMTA's website / *specify other*]
- (x) Business Centre(s): [●]
- (xi) Specified Duration: []
- (xii) Specified Interest Payment Dates: [] in each year, [subject to adjustment in accordance with the Business Day Convention set out in (xiii) below]
- (xiii) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention]
- (xiv) Minimum Rate/Amount of Interest: [[●] per cent. per annum [*specify amount of interest payable on each Specified Interest Payment Date*]] / [Not Applicable]
- (xv) Medium Rate/Amount of Interest: [[●] per cent. per annum [*specify amount of interest payable on each Specified Interest Payment Date*]] / [Not Applicable]
- (xvi) Maximum Rate/Amount of Interest: [[●] per cent. per annum [*specify amount of interest payable on each Specified Interest Payment Date*]] / [Not Applicable]
- (xvii) Minus Rate/Amount of Interest: [[●] per cent. per annum [*specify amount of interest payable on each Specified Interest Payment Date*]] / [Not Applicable]
- (xviii) Original Rate/Amount of Interest: [[●] per cent. per annum [*specify amount of interest payable on each Specified Interest Payment Date*]] / [Not Applicable]
- (xix) Day Count Fraction: [30/360 / Actual/Actual (ICMA/ISDA) / other Day Count Fraction provided for in the Conditions]
- (xx) Valuation Date(s): [●]
- (xxi) Valuation Cut-Off Date: [●] / [Paragraph (ii) of the definition of "**Valuation Cut-Off Date**" in Condition 17(b) shall apply]
- (xxii) Valuation Time: [●]
- (xxiii) Barrier Rate: [[●] / Barrier Rate 1: [●]; Barrier Rate 2: [●]] (*N.B. If a percentage of a fixed level consider rounding*)

(xxiv)	Other Currency Settlement Conditions:	[Applicable, Condition 17(e)][(i)(I) / (i)(II) / (i)(III) / (ii) / (iii) / (iv)] shall apply / Not Applicable]
(xxv)	Successor Currency:	[Condition 17(i)][(i)/(ii)] shall apply / Both Condition 17(i)(i) and 17(i) (ii) shall apply / Not Applicable]
(xxvi)	Corrections to Published or Displayed Rates:	[Applicable/Not Applicable]
(xxvii)	Additional Disruption Events:	Change in Law is [Applicable/Not Applicable] Hedging Disruption is [Applicable/Not Applicable] Increased Cost of Hedging is [Applicable/Not Applicable]

PROVISIONS RELATING TO REDEMPTION

20. **Call Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Optional Redemption Date(s): []
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [] per Note of [] specified denomination
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: []
- (b) Maximum Redemption Amount: []
- (iv) Notice period []
21. **Put Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Optional Redemption Date(s): []
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [] per Note of [] specified denomination

- (iii) Notice period []
22. **Automatic Early Redemption** [Applicable (see further item 26 below)]/[Not Applicable]
23. **Final Redemption Amount of each Note** [[] per Note of [] specified denomination]
 [See further item [25/26] below] *(If the Notes are Inflation Linked Redemption Notes or FX Linked Redemption Notes)*
24. **Early Redemption Amount**
- Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption: [[]]
- Inflation Linked Notes - Early Redemption Amount(s) of each Note payable on event of default or other early redemption: [To be determined in accordance with Condition 16(b)(ii) / Not Applicable]
25. **Inflation Linked Redemption Note Provisions** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Index: [CPI/HICP]
- (ii) Final Redemption Amount in respect of Inflation Linked Redemption Notes: [Condition 16(b)(i) applies]
- (iii) Base Reference: [CPI/HICP] Daily Inflation Reference Index applicable on [specify date] (amounting to: [])
- (iv) Party responsible for calculating the Final Redemption Amount (if not the Calculation Agent): []
26. **FX Linked Redemption Note Provisions**
- (a) FX Linked Automatic Early Redemption: [Applicable/Not Applicable] *(If not applicable, delete the paragraph below of this subparagraph)*
 [For the purpose of the Automatic Early Redemption Event, Condition 17(d)(i)[(x)/(y)] shall apply]
- (b) FX Linked Final Redemption:
- (i) Formula for calculating Final Redemption Amount including back up Condition 17(d)(ii)[(I)/(II)/(III)/(IV)] shall apply
(if Condition 17(d)(ii)(I), (III) or (IV) is applicable) [For the

provisions: purpose of each item in the FX Linked Redemption Formula, [(i)/(ii)] [(x)/(y)] shall apply]

(N.B. If rounding is required, consider rounding.)

(N.B. If the Final Redemption Amount is other than 100 per cent. of the nominal value the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex XII to the Prospectus Directive Regulation will apply)

(ii) FX0: [[•]/Not Applicable] *(N.B. If a percentage of a fixed level consider rounding)*

(iii) Automatic Early Redemption Amount: [•] per Specified Denomination

(iv) Automatic Early Redemption Date: [•]

(v) Automatic Early Redemption Valuation Date: [•]

(vi) Knock-out Price: [•] *(N.B. If a percentage of a fixed level consider rounding)*

(vii) Base Currency/Subject Currency: [•]/[•]

(viii) Currency Price: [•] / [Paragraph (ii) of the definition "Currency Price" in Condition 17(b) shall apply]

[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]

[Currency Price 1 [•]

[The Currency Price 1 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]

Currency Price 2: [•]

[The Currency Price 2 shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up)].] / [Rounding not applicable]

(ix) Spot Exchange Rate: [•] [Bid spot rate/Offer spot rate/Mid-point between the bid spot rate and the offer spot rate]

(x) Disruption Fallbacks: [Currency Price/[•]] *(N.B. If Disruption Fallback provision apply to any rate other than Currency Price, specify)*

- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (xi) FX Price Source Disruption: [Applicable, the provisions of Condition 17(f)[(a)/(b)] shall apply] / [Not Applicable]
- [Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (xii) Price Materiality Event: [Applicable, the provisions of Condition 17(g)[(a)/(b)] shall apply] / [Not Applicable]
- [Price Materiality Percentage: [•]
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (xiii) FX Price Source(s): [The Reuters Screen page "JPNW" / The Reuters Screen page "JPNU" / The Reuters Screen page "RBIC" / The Reuters Screen page "ABSIRFIX01" / The Reuters Screen page "ECB37" / The Bloomberg Page <BZFXJPY index> / The Bloomberg Page <BZFPTAX index> / The Bloomberg Page <INRRRTYN index> / The Bloomberg Page WMCO<go> / EMTA's website / *other*]
- (xiv) Business Centre(s): [•]
- (xv) Valuation Date(s): [•]
- (xvi) Valuation Cut-Off Date: [•] / [Paragraph (ii) of the definition of "**Valuation Cut-Off Date**" in Condition 17(b) shall apply]
- (xvii) Valuation Time: [•]
- (xviii) Barrier Rate: [Barrier Rate 3: [•] / Barrier Rate 4: [•] / Barrier Rate 5: [•]] (*N.B. If a percentage of a fixed level consider rounding*)
- (xix) Conversion Rate: [Conversion Rate 1: [•] / Conversion Rate 2: [•]; Conversion Rate 3: [•]] (*N.B. If a percentage of a fixed rate consider*

rounding)

- (xx) Successor Currency: [Condition 17(i)[(i)/(ii)] shall apply / Both Condition 17(i)(i) and 17(i) (ii) shall apply / Not Applicable]
- (xxi) Corrections to Published or Displayed Rates: [Applicable/Not Applicable]
- (xxii) Additional Disruption Events: Change in Law is [Applicable/Not Applicable]
Hedging Disruption is [Applicable Not Applicable]
Increased Cost of Hedging is [Applicable/Not Applicable]
[Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
27. **Notes with Dual or Other Currency Settlement Conditions**
[Condition 17(e)[(i)(I)/(i)(II)/(i)(III)/(ii)/(iii)/(iv)] shall apply
- (i) Base Currency/Subject Currency: [•]/[•]
- (ii) Currency Price: [•] / [Paragraph (ii) of the definition "Currency Price" in Condition 17(b) shall apply]
[Condition 17(e)(ii)(B)[(x)/(y)] shall apply] *(if Condition 17(e)(ii) is specified as applicable above)*
[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up).] / [Rounding not applicable]
[Currency Price 1: [•]
[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up).] / [Rounding not applicable]
Currency Price 2: [•]
[The Currency Price shall be [rounded down/rounded up/rounded to the nearest] [whole number/[•] decimal places] [(with 0.5/[half of the number of such decimal places] being rounded up).] / [Rounding not applicable]]
- (iii) Spot Exchange Rate: [•] [Bid spot rate/Offer spot rate/Mid-point between the bid spot rate and the offer spot rate]
- (iv) Valuation Date(s): [•]
[For the purposes of determining the Early Redemption Amount in item 24 above, Condition 17(e)[(ii)(A)[(x)/(y)] / (iii)(A)[(x)/(y)] / (iv)(A)[(x)/(y)]] is applicable *(Specify the relevant days if Condition 17(e)(ii)(A)(y), (iii)(A)(y) or (iv)(A)(y) is applicable)* *(If Condition 17(e)(ii), 17(e)(iii) or 17(e)(iv) is*

applicable)

- (v) Valuation Cut-Off Date: [•] / [Paragraph (ii) of the definition of "**Valuation Cut-Off Date**" in Condition 17(b) shall apply]
- (vi) Valuation Time: [•]
- (vii) Disruption Fallbacks: [Currency Price/[•]] (*N.B. If Disruption Fallback provision apply to any rate other than Currency Price, specify*)
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)
- (viii) FX Price Source(s): [The Reuters Screen page "JPNW" / The Reuters Screen page "JPNU"/ The Reuters Screen page "RBIC" / The Reuters Screen page "ABSIRFIX01" / The Reuters Screen page "ECB37" / The Bloomberg Page <BZFXJPY index> / The Bloomberg Page <BZFPTAX index> / The Bloomberg Page <INRRRTYN index> / The Bloomberg Page WMCO<go> / EMTA's website / *other*]
- (ix) Final Redemption Amount: [[I/II/III] of Condition 17(e)(i) shall apply. [•] (*N.B. Specify the amount if Condition 17(e)(i)(III) is applicable*)] / [Not Applicable (*N.B. if Condition 17(e)(b)(ii)(x)/(b)(ii)(y)/(c)/(d) is applicable*)]
- (x) FX Price Source Disruption: [Applicable, the provisions of Condition 17(f)[(i)/(ii)] shall apply] / [Not Applicable]
- [Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- Fallback Reference Price: [first/second/third], [•] (*specify alternate price source(s)*)]
- (xi) Price Materiality Event: [Applicable, the provisions of Condition 17(g)[(i)/(ii)] shall apply] / [Not Applicable]
- [Price Materiality Percentage: [•]
- Calculation Agent Determination: [first/second/third]
- Currency-Reference Dealers: [first/second/third], (Paragraph [(a)/(b)/(c)] of the definition of "**Currency-Reference Dealers**" in Condition 17(b) shall apply)
- (xii) Successor Currency: [Condition 17(i)[(i)/(ii)] shall apply / Both Condition 17(i)(i) and

- 16(i)(ii) shall apply / Not Applicable]
- (xiii) Corrections to Published or Displayed Rates: [Applicable/Not Applicable]
- (xiv) Additional Disruption Events: Change in Law is [Applicable/Not Applicable]
- Hedging Disruption is [Applicable Not Applicable]
- Increased Cost of Hedging is [Applicable/Not Applicable]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28. Form of Notes:
- (i) Form of Dematerialised Notes: [Applicable/Not Applicable *[if Applicable specify whether bearer form (au porteur) / administered registered form (au nominatif administré) / fully registered form (au nominatif pur)]*]
- (ii) Registration Agent [Not applicable/if Applicable *give name and details*] (Note that a registration agent must be appointed in relation to fully registered Dematerialised Notes only)
- (iii) Temporary Global Certificate: [Not Applicable/Temporary Global Certificate exchangeable for Definitive Materialised Notes on [] (the "**Exchange Date**"), being 40 days after the Issue Date subject to postponement as specified in the Temporary Global Certificate]
- (iv) Applicable TEFRA exemption: [C Rules/D Rules/Not Applicable] (*Only applicable to Materialised Notes*)
29. Financial Centre(s): [Not Applicable/*give details. Note that this item relates to the date and place of payment, and not interest period end dates, to which items 15 (ii) and 16(iv) relate*]
30. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): [Yes/No. *If yes, give details*]
31. 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/*give details*]

32. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: [Not Applicable/*give details*]
33. Redenomination, renominatisation and reconventioning provisions: [Not Applicable/The provisions [in Condition •] apply]
34. Consolidation provisions: [Not Applicable/The provisions [in Condition •] apply]
35. Masse [Applicable/ Not Applicable]
 [[Full Masse]/[Contractual Masse] shall apply]
 The name of the representative of the masse is:
 [name/ address]
 The fees to be paid to the representative(s) are : euros[]

DISTRIBUTION

36. (i) If syndicated, names of Managers: [Not Applicable/*give names*]
 (ii) Stabilising Manager(s) (if any): [Not Applicable/*give name*]
37. If non-syndicated, name of Dealer: [Not Applicable/*give name*]
38. Total commission and concession: [] per cent. of the Aggregate Nominal Amount

[LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 130,000,000,000 Debt Issuance Programme of the Issuer.]

RESPONSIBILITY

I accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: [Bourse de Luxembourg/ Euronext Paris / *(specify)*]/None]
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on [Euronext Paris] / [*specify relevant Regulated Market in the EEA*] with effect from []. [*Not Applicable. [Specify "Not Applicable" either in the case of a listing on a non EU regulated market or where no listing is to occur]*]
- (iii) Estimate of total expenses related to admission to trading: [●]
- (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: [●]

2. RATINGS

- Ratings: [[The Issuer has been/The Notes are expected to be] rated:]
- [S & P: []]
- [Moody's: []]
- [Fitch: []]
- [[Other] [*For rating of the Notes only*]: []]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

[Each of [*insert credit rating agency/ies*] is established in the European Union and registered under Regulation (EU) No 1060/2009 as amended by Regulation (EU) No. 513/2011 (the "**CRA Regulation**").

As such, each of [*insert credit rating agency/ies*] 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.]

3. **[NOTIFICATION]**

The *Autorité des Marchés Financiers* [has been requested to provide/has provided - include first alternative for an issue which is contemporaneous with the establishment or update of the Programme and the second alternative for subsequent issues] the [include names of competent authorities of host Member States] with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.]

4. **[INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]**

Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:

"So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer."

5. **[REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES]**

[(i) Reasons for the offer

[●]

(See ["Use of Proceeds"] wording in Base Prospectus – if reasons for offer different from making profit and/or hedging certain risks will need to include those reasons here.)

[(ii) Estimated net proceeds:

(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.)

[(iii) Estimated total expenses:

[●]. *[Include breakdown of expenses.]*

(Only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where disclosure is included at (i) above.)

6. **[FIXED RATE NOTES ONLY – YIELD]**

Indication of yield:

[●]

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

7. **[FLOATING RATE NOTES ONLY - HISTORIC INTEREST RATES]**

Details of historic [LIBOR/EURIBOR/other] rates can be obtained from [the relevant national Central Bank or as the case may be from the European Central Bank].

8. **[INFLATION-LINKED NOTES AND FX LINKED NOTES (INCLUDING DUAL-CURRENCY NOTES) ONLY – PERFORMANCE OF INDEX, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

(i) Name of underlying index: [CPI/HICP/name of exchange rate]

(ii) Information about the Index, its volatility and past and future performance can be obtained: []

The Issuer [intends to provide post-issuance information [*specify what information will be reported and where it can be obtained*] [does not intend to provide post-issuance information].

9. **OPERATIONAL INFORMATION**

ISIN Code: []

Common Code: []

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Societe Anonyme and the relevant identification number(s): [Not Applicable/*give name(s) and number(s)*]

Delivery: Delivery [against/free of] payment

Names and addresses of additional Paying Agent(s) (if any): []

GENERAL INFORMATION

1. The Issuer has obtained all necessary consents, approvals and authorisations in France in connection with the issue and performance of its obligations under the Notes. The issue of the Notes was duly authorised pursuant to a resolution of *Conseil d'administration* of the Issuer dated 28 April 2011 authorising the Issuer's borrowing programme and delegating all powers to issue Notes under the programme to its chairman, and the approval of the Issuer's borrowing programme by the Minister of Economy, Finance and Industry on 27 May 2011.
2. Except as disclosed in this Base Prospectus, there has been no significant change in the financial or trading position of the Issuer since 31 December 2012, and no material adverse change in the financial position, affairs or prospects of the Issuer since 31 December 2012.
3. Save as disclosed in this Base Prospectus, the Issuer has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Base Prospectus which may have or have had in the recent past significant effects, in the context of the issue of the Notes, on the financial position or profitability of the Issuer.
4. Each Materialised Note with a maturity of more than 12 months and each Receipt, Coupon and Talon relating thereto will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code of 1986".
5. Notes have been accepted for clearance through Euroclear France, Euroclear and Clearstream, Luxembourg. The Common Code and the International Securities Identification Number (ISIN) for each Series of Notes will be set out in the relevant Final Terms.
6. The Issuer may also from time to time, without the consent of the Noteholders, consolidate Notes with one or more issues of other Notes issued by it, whether or not originally issued in euro, provided that such other Notes have been redenominated into euro (if not originally denominated in euro) and otherwise have, in respect of all periods subsequent to such consolidation, the same terms and conditions as the Notes.
7. Copies of the latest annual financial statements of the Issuer (and all reports, if any, relating to any review thereof as referred to in paragraph 8 below) may be obtained, and copies of the *Ordonnance* which established the Issuer and the Agency Agreement will be available for inspection, at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding. Copies of this Base Prospectus, any addendum or supplement hereto and any Final Terms will be obtainable free of charge, at the office of the Paris Paying Agent or available on the AMF website. Although the Issuer does not normally publish interim semi-annual financial statements on a regular basis, copies of any such statements which are published for any reason in the future may be obtained at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding. See also "Description of CADES – Accounts".
8. The Issuer's public accountant (*Contrôleur budgétaire et comptable ministériel*) is responsible for the preparation of its statutory accounts and financial statements. Such accounts and financial statements are also approved by the Minister of the Economy, Finance and Industry and the Minister of Employment and Solidarity and are controlled periodically by the French state audit office (*Cour des Comptes*), which has authority to accept or reject the accounts presented. The Issuer has, in relation to its 2011 and 2012 annual financial statements, requested KPMG Audit to carry out a contractual audit of such financial statements restated in the form appearing in "Financial Statements of CADES". The reports issued by KPMG Audit in respect of such financial statements are also included in the "Auditors Report". While the Issuer will restate its future financial statements in the manner of the 2011 and 2012 annual financial statements referred to above, there is no commitment on the Issuer's part to require KPMG Audit or any other accounting firm to carry out any review of such financial statements or to produce any report in respect thereof. KPMG Audit is member of the *Compagnie Nationale des Commissaires aux Comptes*.

9. On 3 June 2003, the EU Council of Economic and Finance Ministers adopted a new directive regarding the taxation of savings income ("**EU Savings Directive**"). The EU Savings Directive is, in principle, applied by Member States as from 1 July 2005 and has been implemented in Luxembourg by the Laws of 21 June 2005. Under the directive, each Member State is required to provide to the tax authorities of another Member State details of payments of interest or other similar income within the meaning of the EU Savings Directive paid by a paying agent within the meaning of the EU Savings Directive, to an individual resident or certain types of entities called "residual entities", within the meaning of the EU Savings Directive (the "**Residual Entities**"), established in that other Member State (or certain dependent or associated territories). For a transitional period, however, Austria and Luxembourg are permitted to apply an optional information reporting system whereby if a beneficial owner, within the meaning of the EU Savings Directive, does not comply with one of two procedures for information reporting, the relevant Member State will levy a withholding tax on payments to such beneficial owner. The withholding tax system applies for a transitional period during which the rate of the withholding is of 35%. The transitional period is to terminate at the end of first full fiscal year following agreement by certain non-EU countries to the exchange of information relating to such payments. See "European Union Directive on the Taxation of Savings Income in the Form of Interest Payments" (Council Directive 2003/48/EC).

Also with effect from 1 July 2005, a number of non-EU countries (Switzerland, Andorra, Liechtenstein, Monaco and San Marino) and certain dependent or associated territories (Jersey, Guernsey, Isle of Man, Montserrat, British Virgin Islands, Netherlands Antilles and Aruba) have agreed to adopt similar measures (either provision of information or transitional withholding) in relation to payments made by a paying agent (within the meaning of the EU Savings Directive) established within such countries or territories to, or collected by such a paying agent for, an individual resident or a Residual Entity established in a Member State. In addition, Member States have entered into reciprocal provision of information or transitional withholding arrangements with those dependent or associated territories in relation to payments made by a paying agent established in a Member State to, or collected by such a paying agent for, an individual resident or a Residual Entity established in one of those territories.

CADES is one of the entities listed in the Annex to the Directive and refers to in Article 15 of this Directive as being a "*related entity acting as a public authority by an institutional treaty*". As a result, the Issuer may issue Notes, which are fungible with notes first issued prior to 1 March 2001.

RESPONSIBILITY FOR BASE PROSPECTUS

Individual assuming responsibility for the Base Prospectus

In the name of the Issuer

I declare, having taken all reasonable measures for this purpose, that the information contained in this Base Prospectus is true to my knowledge and there has been no omission of material facts.

Historical financial information ended on 31 December 2011 and on 31 December 2012 incorporated in the Base Prospectus were subject to reports by auditors, included on pages 144 to 149 and pages 193 to 198 of this document, which enclose an observation.

Caisse d'Amortissement de la Dette Sociale

President

Patrice RACT MADOUX

Paris, on 3 June 2013

Autorité des marchés financiers

In accordance with articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular articles 212-31 to 212-33, the AMF has granted to this Base Prospectus the *visa* n°13-257 on 3 June 2013. This document was prepared by the Issuer and its signatories assume responsibility for it. In accordance with article L.621-8-1-I of the French *Code monétaire et financier*, the *visa* was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply any approval of the opportunity of the operation or authentication of the accounting and financial data set out in it. In accordance with article 212-32 of the AMF's General Regulations, any issue or admission of the securities under the terms of this prospectus will lead to a publication of the final terms.

RESPONSABILITÉ DU PROSPECTUS DE BASE

Personne qui assume la responsabilité du présent Prospectus de Base

Au nom de l'émetteur

J'atteste, après avoir pris toutes mesures raisonnables à cet effet, que les informations contenues dans le présent Prospectus de Base, sont, à ma connaissance, conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

Les informations financières historiques des exercices clos au 31 décembre 2011 et au 31 décembre 2012 présentées dans le Prospectus de Base ont fait l'objet de rapports des contrôleurs légaux, figurant en pages 144 à 149 et 193 à 198 dudit document, qui contiennent une observation.

Caisse d'Amortissement de la Dette Sociale

Président

Patrice RACT MADOUX

Paris, le 3 juin 2013

Autorité des marchés financiers

En application des articles L.412-1 et L.621-8 du Code monétaire et financier et de son règlement général, notamment des articles 212-31 à 212-33, l'Autorité des marchés financiers a visé le présent prospectus de base le 3 juin 2013 sous le numéro 13-257. Ce prospectus a été établi par l'émetteur et engage la responsabilité de ses signataires. Le visa, conformément aux dispositions de l'article L.621-8-1-I du code monétaire et financier, a été attribué après que l'AMF a vérifié "*si le document est complet et compréhensible, et si les informations qu'il contient sont cohérentes*". Il n'implique ni approbation de l'opportunité de l'opération, ni authentification des éléments comptables et financiers présentés. Conformément à l'article 212-32 du règlement général de l'AMF, toute émission ou admission de titres réalisée sur la base de ce prospectus donnera lieu à la publication de conditions définitives.

REGISTERED OFFICE OF THE ISSUER

Caisse d'Amortissement de la Dette Sociale

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