

Negotiable Commercial Paper

(Negotiable European Commercial Paper - NEU CP)¹

Trade name of the notes defined in article D.213-1 of the French monetary and financial code

Not guaranteed programme

INFORMATION MEMORANDUM	
Name of the programme	LA POSTE, NEU CP (ID Programme 1651)
Name of the issuer	LA POSTE
Type of programme	NEU CP
Writing language	English
Programme size	3 500 000 000 EUR
Guarantor(s)	Not applicable
Rating(s) of the programme	Rated by Fitch Ratings S&P Global Ratings Europe Limited
Arranger(s)	Société générale
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE
Dealer(s)	LA POSTE BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK LA BANQUE POSTALE NATIXIS SOCIETE GENERALE
Date of the information memorandum (dd/mm/yyyy)	20/12/2024

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

BANQUE DE FRANCE
Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
S2B-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

Avertissement : cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de

¹Trade name of the notes defined in article D.213-1 of the French monetary and financial code

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

<https://www.banque-france.fr/fr/strategie-monetaire/marches/titres-creances-negociables>

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

Language of the information memorandum which prevails

The English version of the Financial Documentation shall prevail. The French version of the Financial Documentation is only for information purpose.

1. DESCRIPTION OF THE ISSUANCE PROGRAMME

Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments

1.1	Name of the programme	LA POSTE, NEU CP (Programme ID 1651)
1.2	Type of programme	NEU CP
1.3	Name of the issuer	LA POSTE
1.4	Type of issuer	Non-financial company under the conditions set out in art. L 213-3.2 of the French Monetary and Financial Code
1.5	Purpose of the programme	The net proceeds from each issue of NEU CP will be used by the Issuer for general funding needs of the Issuer and its subsidiaries.
1.6	Programme size (maximum outstanding amount)	3 500 000 000 EUR three billion five hundred million EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	Form of the notes	The NEU CP are Negotiable Debt Securities (TCNs or Titres de Créances Négociables) issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations.
1.8	Yield basis	<p>The remuneration is unrestricted.</p> <p>Benchmark indice(s) :</p> <p>The variable/adjustable rates are indexed to the usual rates of the money markets.</p> <p>Compensation rules(s) :</p> <p>However, the Issuer shall inform the Banque de France of the issuance of NEU CP of any remuneration linked to an index or which varies in accordance with an index clause and if that index or index clause does not refer to a usual interbank market, money market or bond market rate, in compliance with article D.213-1 II of the French Monetary and Financial Code.</p> <p>In the case of an issue of NEU CP embedding an option of early redemption or repurchase, the conditions of remuneration of such NEU CP will be set at when the said NEU CP will be initially issued and shall not be further modified, including when such an embedded option of early redemption or repurchase will be exercised.</p> <p>At maturity, the principal of the NEU CPs must always equal par. The interest rates of the NEU CPs may be negative depending on the fixed rates or changes in the usual money market indices used to calculate their remuneration. In this case, the amounts actually repaid to the holders of NEU CPs, after netting negative interest flows, may be less than par.</p> <p>Benchmark Regulation: If the Issuer issues NEU CP with remuneration linked to an index clause, the Issuer shall only issue NEU CP with remuneration linked to usual money market indexes (any such reference rate, a "Benchmark"). Changes in the method by which any Benchmark is calculated or the discontinuation of any Benchmark may</p>

impact the rate of interest applicable to Neu CP bearing interest on the basis of such Benchmark, and thus their value.

Any Benchmark is subject to ongoing national and international regulatory reforms. Some of these reforms are already effective while others are still to be implemented. Following the implementation of any such reforms, the manner of the administration or determination of such Benchmarks may change with the result that they may perform differently than in the past, or their calculation method may be revised, or they could be eliminated entirely.

The Benchmark regulation could have a material impact on Neu CP, in particular, if the terms of any applicable Benchmark are changed in order to comply with the requirements of the Benchmark regulation.

It is not possible to predict the effect of any reforms to any Benchmark.

Changes in the methods pursuant to which any applicable Benchmark is determined, or the announcement that a Benchmark will be replaced with a successor or alternative rate, could result in a sudden or prolonged increase or decrease in the reported values of such Benchmark, increased volatility or other effects.

If, at any time prior to or on any interest determination date, the Issuer determines, acting in good faith and in a commercially reasonable manner that:

(1) a benchmark cease, is materially changed or is cancelled; or

(2)

(i) the relevant authorisation, registration, recognition, endorsement, equivalence decision or approval in respect of the benchmark or the administrator or sponsor of the benchmark is not obtained;

(ii) an application for authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register is rejected; or

(iii) any authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended or inclusion in any official register is withdrawn, the Issuer will as soon as reasonably practicable determine or appoint an independent financial institution of international repute or an independent adviser of recognised standing with appropriate expertise appointed by the Issuer (an « Independent Adviser ») who will determine a substitute rate or benchmark, being a rate or a benchmark that is most comparable, and will make the relevant adjustment to the short term paper accordingly. For this purpose, the Independent Adviser shall take into account the market practice which can be observed at this point in time. It shall in particular take into account to what extent an alternative benchmark is endorsed by competent authorities or central banks.

If this were to occur, the rate of interest on and the trading value of the Neu CP could be adversely affected. If any Benchmark is discontinued, the rate of interest on the affected Neu CP will be changed in ways that may be adverse to holders of such Neu CP, without any requirement that the consent of such holders be obtained. The Issuer may also determine that the Transaction shall be continued without any adjustments.

1.9	Currencies of issue	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.10	Maturity	The term (maturity date) of the NEU CP shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the NEU CP shall not be longer than one year (365 days or 366

		<p>days in a leap year), from the issue date.</p> <p>The NEU CP may be redeemed before maturity in accordance with the laws and regulations applicable in France.</p> <p>The NEU CP issued under the Programme may also carry one or more embedded option(s) of repurchase before the term (hold by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder).</p> <p>An option of early redemption or repurchase of NEU CP, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU CP.</p> <p>In any case, the overall maturity of any NEU CP embedded with one or several of such clauses, shall always - all options of early redemption or repurchase included - conform to laws and regulations in force in France at the time of the issue.</p>
1.11	Minimum issuance amount	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	Minimum denomination of the notes	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	Status of the notes	<p>Senior Unsecured</p> <p>Information about the status of the notes :</p> <p>Information about the status of the notes: The NEU CP shall constitute, direct, unsecured and unsubordinated obligations of the Issuer, ranking at least pari passu with all other current and future, direct, unsecured, unguaranteed and unsubordinated obligations, of the Issuer, save for such obligations that may be mandatorily preferred by law.</p>
1.14	Governing law that applies to the programme	Any NEU CP issued under the programme are governed by French law.
1.15	Listing of the notes/Admission to trading on a regulated market	No
1.16	Settlement system	The NEU CP will be issued in Euroclear France.
1.17	Rating(s) of the programme	<p>Fitch Ratings : fitchratings.com/entity/la-poste-80360007#securities-and-obligations</p> <p>S&P Global Ratings Europe Limited : disclosure.spglobal.com/ratings/en/regulatory/instrument-details/debtType/COMMPAPER/entityId/118362</p> <p>Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating</p>
1.18	Guarantor	Not applicable
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	SOCIETE GENERALE
1.20	Arranger	Société générale

1.21	Placement method	<p>Direct placement</p> <p>Dealer(s) :</p> <p>BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK LA BANQUE POSTALE NATIXIS SOCIETE GENERALE</p> <p>The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer</p>
1.22	Selling restrictions	<p>General selling restrictions</p> <p>The Issuer, each Dealer, any initial subscriber or any further holder of the NEU CP issued under the programme shall not take any action that would allow a public offering of the NEU CP or the possession or distribution of the information memorandum or any other document relating to the NEU CP in any jurisdiction where it is unlawful for such documents to be distributed and shall not offer, sell or deliver, whether directly or indirectly, the NEU CP in any jurisdiction where such action is unlawful.</p> <p>The Issuer, each Dealer, any initial subscriber has agreed, and any further holder of the NEU CP will be deemed to have represented and agreed on the date on which he purchases the NEU CP or hold or distribute the information memorandum, to obtain any consent, approval or permission required for the offer or sale by it of NEU CP under the laws and regulations in force in any jurisdiction to which it is subject or in which it will make such offers or sales and neither the Issuer, nor any Dealer nor any subscriber nor any initial subscriber nor any further holder shall have responsibility therefore or in respect thereof.</p> <p>France</p> <p>The Issuer, each Dealer, any initial subscriber has represented and agreed, and any further holder of the NEU CP will be deemed to have represented and agreed on the date on which he purchases the NEU CP, to comply with applicable laws and regulations in force regarding the offer, the placement or the re-sale of the NEU CP or the distribution of documents with respect thereto, in France.</p> <p>United States</p> <p>The NEU CP have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any other laws or regulations or any state of the United States of America, and may not be offered or sold within the United States of America, or to, or for the account or benefit of, U.S. persons (as defined in accordance with Regulation S under the Securities Act).</p> <p>Any initial subscriber, any Dealer and any further holder of the NEU CP has represented and agreed, that it has not offered, sold or delivered, and will not offer, sell or deliver, whether directly or indirectly, any NEU CP within the United States of America or to, or for the account or benefit of, any U.S. person (i) as part of their distribution at any time and (ii) otherwise until the day immediately following 40 days after the later of (y) the day on which such NEU CP are offered and (z) the issue date of such NEU CP (the "Distribution Compliance Period"). In addition, until 40 days after the commencement of the offering of the NEU CP, an offer or sale of NEU CP within the United States by an initial subscriber or any further holder of the NEU CP, whether or</p>

		<p>not participating in the offering, may violate the registration requirements of the Securities Act.</p> <p>Any initial subscriber, any Dealer and any further holder of the NEU CP has also agreed that it will send to each distributor, initial subscriber or person to which it sells NEU CP during the 40-day period (as referred to here-above) a notice setting out the selling and offering restrictions of the NEU CP in the United States of America or to, or for the account or benefit of US persons.</p> <p>The NEU CP will be offered and sold only outside the United States to persons other than US persons (as defined in accordance with Regulation S under the Securities Act).</p>
1.23	Taxation	The Issuer is not bound to indemnify any holder of the NEU CP in case of taxes which are payable under French law or any other foreign law in respect of the principal of, or the interest on, the NEU CP, except for any stamp or registration taxes payable by the Issuer under French law.
1.24	Involvement of national authorities	Banque de France
1.25	Contact(s)	<p>Financial operations department :</p> <p>Mail: pierre.decla@laposte.fr / doft-tresorerie@laposte.fr / stephane.dalla-sartora@laposte.fr / olivier.balensi@laposte.fr</p> <p>Tel: +33 (0) 1 55 44 17 92</p> <p>La Poste 9, rue du Colonel Pierre Avia CP A 605 75015 Paris</p> <p>Legal Department of La Banque Postale: Email: virginie.baechelen@labanquepostale.fr / nathalie.senta-blanchet@labanquepostale.fr / marie.wehrli@labanquepostale.fr</p> <p>La Banque Postale 115 rue de Sèvres, 75275 Paris Cedex 06</p>
1.26	Additional information on the programme	Optional
1.27	Language of the information memorandum which prevails	English

2 DESCRIPTION OF THE ISSUER

Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments

2.1	Legal name	LA POSTE
2.2	Legal form/status, governing law of the issuer and competent courts	<p>Legal form/status :</p> <p>Public limited company (with executive board) under French law</p> <p>Governing law of the issuer :</p> <p>Non-financial company under the conditions set out in art. L 213-3.2 of the French Monetary and Financial Code</p> <p>Competent courts :</p> <p>Court of Appeal of Paris</p>
2.3	Date of incorporation	01/03/2010
2.4	Registered office or equivalent (legal address) and main administrative office	<p>Registered office :</p> <p>9 rue du Colonel Pierre Avia 75015 PARIS</p> <p>FRANCE</p>
2.5	Registration number, place of registration and LEI	<p>Registration number : 356 000 000 RCS Paris</p> <p>LEI : 9695000YG7TR7PAP0L59</p>
2.6	Issuer's mission summary	<p>The Company fulfils a public service mission and general interest role and conducts other business in accordance with Act No. 90-568 of 2 July 1990, its Articles of Association and legislation governing each of its business activities.</p> <p>The public service mission and general interest role include:</p> <ul style="list-style-type: none"> - universal postal service; - contribution to regional planning and development through its network of retail outlets; - press transport and delivery; - banking accessibility under the terms set out in Articles L. 221-2 and L. 518-25-1 of the French Monetary and Financial Code. <p>In accordance with the rules of ordinary law, the Company performs any other activities involving the collection, sorting, transportation and delivery of postal items, mail of any type, objects and goods, and any other local services, digital solutions, services to individuals, e-commerce and urban logistics, and, through its subsidiaries, banking and insurance activities.</p> <p>The Company is authorised – in France and abroad, independently or through subsidiaries or associated companies – to conduct any business that directly or indirectly relates to its legally defined obligations and business activities, as well as any other business covered by its Articles of Association.</p>
2.7	Brief description of current activities	<p>In 2023, comprising a parent company (La Poste SA) and its subsidiaries, La Poste Groupe is structured around four business lines:</p> <ul style="list-style-type: none"> 1/ The Services-Mail-Parcels business line: page 44 to page 59 2/ The Geopost business line: page 60 to page 71 3/ La Banque Postale: page 72 to page 80 4/ Retail Customers and Digital Services business line:

		<p>page 81 to page 86 of the Universal Registration Document and Annual Financial Report 2023 of La Poste Groupe, the breakdown by business line of La Poste Groupe's revenue as well as the net banking income being summarised at pages 288 and 291 of this document.</p> <p>In 2022, comprising a parent company (La Poste SA) and its subsidiaries, La Poste Groupe was structured around four business lines: 1/ The Services-Mail-Parcels business line: page 32 to page 44 2/ The Geopost/DPDGroup business unit: page 45 to page 54 3/ La Banque Postale: page 55 to page 63 4/ Retail Customers and Digital Services business line: page 64 to page 71</p> <p>of the Universal Registration Document and Annual Financial Report 2022 of La Poste Groupe, the breakdown by business line of La Poste Groupe's revenue as well as the net banking income being summarised at pages 266 and 270 of this document.</p>
2.8	Capital	<p>5 857 785 892,00 EUR</p> <p>Decomposition of the capital : It is divided into 2 928 892 946 fully paid-up shares of a single class of 2 euros at the date of signature of the information memorandum.</p>
2.8.1	Amount of capital subscribed and fully paid	5 857 785 892,00 EUR
2.8.2	Amount of capital subscribed and not fully paid	0 EUR
2.9	List of main shareholders	<p>References to the relevant pages of the annual report or reference document :</p> <p>Page 462 of the Universal Registration Document 2023</p> <p>Shareholders :</p> <p>Caisse des Dépôts et des Consignations (66.00 %) French Government (34.00 %)</p>
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	<p>Regulated markets on which the debt securities are listed :</p> <p>La Poste has a Euro Medium Term Notes (EMTN) Programme admitted to trading on Euronext Paris https://live.euronext.com/fr/product/bonds/fr001400iis7-xpar ; etc.)</p> <p>Longest-Last Maturity Date for debt securities listed on the Regulated Market :</p> <p>31/12/9999</p>
2.11	Composition of governing bodies and supervisory bodies	<p>References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided :</p> <ul style="list-style-type: none"> - Philippe Wahl, chairman of the Board of Directors - Irène Baudry, director


		<ul style="list-style-type: none"> - Stéphane Chevet, director - Ruben da Rocha, director - Marie-Pierre de Bailliencourt, director, chairwoman of the Quality and Sustainable Development Committee - Isabelle Fleurence, director - Franck Gervais, director, chairman of the Public Service Missions Committee - Franck Haspot, director - Sylvie Joseph, director - Guillemette Kreis, director, representing the French State, chairwoman of the Audit Committee - Corinne Lejbowicz, director - Philippe Lemoine, director, chairman of the Appointments, Compensation and Governance Committee - Eric Lombard, director, permanent representative of Caisse des Dépôts - Françoise Malrieu, director, chairwoman of the Strategy and Investment Committee - Olivier Mareuse, director - Catherine Mayenobe, director - Hugo Reis, director - Antoine Saintoyant, director - Olivier Sichel, director - Nathalie Tubiana, director - Claire Waysand, director - Guylaine Brohan, non-voting member - Patrick Molinoz, non-voting member - Thomas Courbe, government representative - Emmanuel Charbon, head of the French State's Economic and Financial Control Unit for La Poste
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	Accounting method for consolidated accounts : IFRS Accounting method for annual accounts : French standards
2.13	Accounting year	Starting on 01/01 ending on 31/12
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts	19/06/2024
2.14	Fiscal year	Starting on 01/01 ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
2.15.1	Auditors	Holder(s) : Forvis Mazars S.A. Tour Exaltis 61 Rue Henri Regnault 92075 Paris La Defense Cedex KPMG Tour Eqho 2 Avenue Gambetta 92066 Paris La Defense Cedex
2.15.2	Auditors report on the accuracy of the accounting and financial information	For 2023: Statutory Auditors' report on the consolidated financial statements: pages 413 to 419 of the 2023 Universal Registration Document and Annual Financial Report of La

		<p>Poste Groupe Statutory Auditors' report on the financial statements: pages 454 to 457 of the 2023 Universal Registration Document and Annual Financial Report of La Poste Groupe</p> <p>For 2022: Statutory Auditors' report on the consolidated financial statements: pages 398 to 403 of the 2022 Universal Registration Document and Annual Financial Report of La Poste Groupe Statutory Auditors' report on the financial statements: pages 441 to 444 of the 2022 Universal Registration Document and Annual Financial Report of La Poste Groupe</p>
2.16	Other equivalent programmes of the issuer	<p>La Poste has a Euro Medium Term Note Programme amount up to 15,000,000,000 Euros, which has been updated the last time on 29 April 2024 (https://www.groupelaposte.com/en/financial-debt)</p>
2.17	Rating of the issuer	<p>Fitch Ratings : fitchratings.com/entity/la-poste-80360007</p> <p>S&P Global Ratings Europe Limited : disclosure.spglobal.com/ratings/en/regulatory/org-details/sectorCode/FI/entityId/118362</p>
2.18	Additional information on the issuer	<p>(i) Press release dated 15 April 2024: Stéphanie Berlioz appointed Executive Vice-President of La Poste Groupe, with responsibility for finance (ii) Press release dated 4 April 2024: La Poste Groupe, the first french company to be SBTi certified in the areas of shipping, logistics and banking</p> <p>The content of the press releases mentioned hereinabove can be read in the Appendice 2. The issuer may publish press releases at any time. For updated additional information about the issuer, investors are invited to refer to its website (https://www.lapostegroupe.com/en/financial-press-release)</p>

3. CERTIFICATION OF INFORMATION

Articles D. 213-5 et D. 213-9, 4° of the French monetary and financial code and subsequent amendments

Certification of information of the issuer LA POSTE

3.1	Person(s) responsible for the information memorandum concerning the programme of LA POSTE, NEU CP for the issuer	Mr Pierre Décla, Head of Financial Operations, La Poste
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of LA POSTE, NEU CP for the issuer	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information
3.3	Date (DD/MM/YYYY), place of signature, signature	20/12/2024 

APPENDICES

Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request

Appendice 1	Documents available to the shareholders annual general meeting or the equivalent²	<u>Annual general meeting 2024</u> Universal Registration Document for the financial year ended 31/12/2023 <u>Annual general meeting 2023</u> Universal Registration Document for the financial year ended 31/12/2022
Appendice 2	Other programme document Year 2024	Press Releases https://eucpmtn.banque-france.fr/neusgate/api/public/document/17742
Appendice 3	Translation of the information memorandum Year 2024	https://eucpmtn.banque-france.fr/neusgate/api/public/document/17896
Appendice 4	Universal Document Year 2024	Registration https://eucpmtn.banque-france.fr/neusgate/api/public/document/17870
Appendice 5	Universal Document Year 2023	Registration https://le-groupe-laposte.cdn.prismic.io/le-groupe-laposte/5e10f01c-8368-4f66-94ce-574826007a09_LAPO_DEU_2022_PRODUCTION_UK_MEL_Opt.pdf