

Offering Circular dated 4 March 2025



€2,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

Under the Euro Medium Term Note Programme (the "**Programme**") described in this offering circular (the "**Offering Circular**"), Région des Pays de la Loire (the "**Issuer**" or "**Région des Pays de la Loire**"), subject to compliance with all relevant laws, regulations and directives, may from time to time issue Euro Medium Term Notes (the "**Notes**"). The aggregate nominal amount of Notes outstanding will not at any one time exceed €2,000,000,000. The Notes will constitute *obligations* under French law.

This Offering Circular replaces the offering circular dated 5 March 2024.

This Offering Circular is neither a base prospectus nor a prospectus within the meaning of Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"), the provisions of which do not apply to the Issuer and have therefore not been approved by the *Autorité des marchés financiers* (the "**AMF**"). The Issuer undertakes to update the Offering Circular annually.

Under certain circumstances, an application for admission to trading of the Notes on the regulated market of Euronext in Paris ("**Euronext Paris**") may be presented. Euronext Paris is a regulated market for the purposes of the directive 2014/65/UE of the European Parliament and of the Council of 15 May 2014, as amended, appearing in the list of the regulated markets established by the European Securities and Markets Authority ("**ESMA**") on its website (such a market being a "**Regulated Market**"). Notes issued may also be listed and admitted to trading on any other Regulated Market in a Member State of the European Economic Area (the "**EEA**"), or on a non regulated market, or may be unlisted, and/or be offered to the public to investors other than qualified investors in the territory of any Member State of the EEA in accordance with applicable laws and regulations. The relevant pricing supplement prepared in respect of any issue of Notes (the "**Pricing Supplement**", a form of which is included in this Offering Circular) will specify whether or not such Notes will be listed and admitted to trading and, if so, the relevant Regulated Market(s) or non regulated market(s) and/or whether or not such Notes will be offered to the public to investors other than qualified investors in one or more Member State(s) of the EEA.

Notes may be issued either in dematerialised form (the "**Dematerialised Notes**") or in materialised form (the "**Materialised Notes**") as more fully described in this Offering Circular.

Dematerialised Notes will at all times be in book entry form in compliance with Articles L.211-3 *et seq.* of the French *Code monétaire et financier*. No physical documents of title will be delivered in respect of the Dematerialised Notes. Dematerialised Notes may be issued, at the option of the Issuer (a) in bearer form (*au porteur*) inscribed as from their issue date in the books of Euroclear France ("**Euroclear France**") (acting as central depository) which shall credit the accounts of the Account Holders (as defined in chapter "Terms and Conditions of the Notes - Form, denomination and title") including Euroclear Bank SA/NV ("**Euroclear**") and the depository bank for Clearstream Banking, S.A. ("**Clearstream**"), or (b) in registered form (*au nominatif*) and, in such latter case, at the option of the relevant Noteholder (as defined in chapter "Terms and Conditions of the Notes - Form, denomination and title"), in either fully registered form (*au nominatif pur*), in which case they will be inscribed in an account maintained by the Issuer or by a registration agent (appointed in the relevant Pricing Supplement) on behalf of the Issuer, or in administered registered form (*au nominatif administré*) in which case they will be inscribed in the accounts of the Account Holder designated by the relevant Noteholder.

Materialised Notes will be in bearer materialised form only and may only be issued outside France. A temporary global certificate in bearer form without interest coupon attached (the "**Temporary Global Certificate**") will initially be issued in relation to Materialised Notes. Such Temporary Global Certificate will subsequently be exchanged for definitive Materialised Notes (the "**Definitive Materialised Notes**") with, where applicable, coupons for interest, at the earliest on, or after a date expected to be about, the fortieth (40th) calendar day after the issue date of the Notes (subject to postponement as described in chapter "Temporary Global Certificate in respect of Materialised Notes") upon certification as to non-U.S. beneficial ownership, in accordance with the U.S. Treasury regulations, as more fully described herein. Temporary Global Certificates will (a) in the case of a Tranche (as defined in chapter "Terms and Conditions of the Notes") intended to be cleared through Euroclear and/or Clearstream, be deposited on the issue date with a common depository for Euroclear and Clearstream, or (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 or delivered outside a clearing system, be deposited as agreed between the Issuer and the relevant Dealer (as defined in chapter "General Description of the Programme").

The Programme is rated AA- by S&P Global Ratings Europe Limited ("**S&P**"). In addition, on 10 December 2024, the long-term debt of the Issuer was attributed AA- with a stable outlook and the short-term debt of the Issuer was attributed A-1+ by S&P. As of the date of the Offering Circular, S&P is a credit rating agency established in the European Union, registered under regulation (EC) No. 1060/2009 of the European Parliament and the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of ESMA (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation. Notes issued under the Programme may, or may not, be rated. The rating of Notes (if any) will be specified in the relevant Pricing Supplement. It will not necessarily be the same as the rating assigned to 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 rating agency without notice.

This Offering Circular, any Amendment (as defined in chapter "Amendment to the Offering Circular") related thereto (if any), any documents incorporated (or deemed to be incorporated) by reference in this Offering Circular and the Pricing Supplements relating to Notes admitted to trading on a Regulated Market or offered to the public to investors other than qualified investors shall be published on the website of the Issuer (www.paysdelaloire.fr).

Potential investors are invited to take into account risks described in chapter "Risk Factors" before deciding to invest in the Notes.

ARRANGER
CRÉDIT AGRICOLE CIB

**BRED BANQUE POPULAIRE
CRÉDIT MUTUEL ARKÉA
LA BANQUE POSTALE**

PERMANENT DEALERS

**CRÉDIT AGRICOLE CIB
HSBC
NATIXIS**

In accordance with Article 1.2 of the Prospectus Regulation, the Issuer, as a local authority of a Member State of the EEA, is not subject to the requirements of the Prospectus Regulation. Consequently, this Offering Circular is neither a base prospectus nor a prospectus within the meaning of the Prospectus Regulation, and therefore has not been subject to approval by the AMF.

This Offering Circular (and any Amendment related thereto) constitutes an offering circular which contains or incorporates by reference all relevant information concerning the Issuer necessary to enable prospective investors to make an informed assessment of the assets, activities, financial position, results and the prospects of the Issuer, as well as the rights attached to the Notes. Each Tranche (as defined in chapter "Terms and Conditions of the Notes") of Notes will be issued pursuant to the provisions contained in chapter "Terms and Conditions of the Notes", as completed and/or amended by the provisions of the relevant Pricing Supplement determined by the Issuer and the relevant Dealers (as defined in chapter "General Description of the Programme") at the time of the issue of such Tranche. The Offering Circular (and any Amendment related thereto) and the Pricing Supplement shall be read together.

The Issuer accepts responsibility over all the information contained or incorporated (or deemed incorporated) by reference in this Offering Circular. To the best of the Issuer's knowledge, after having taken all reasonable measures in this regard, the information contained or incorporated (or deemed incorporated) by reference in this Offering Circular is in accordance with the facts and contains no omission likely to affect its import. The Issuer confirms that the opinions and intentions expressed in this Offering Circular with respect to the Issuer are fair, have been obtained taking into account all relevant circumstances and are based on reasonable assumptions. The Issuer confirms that there are no other facts or issues concerning it or the Notes whose omission would render any information or statement contained or incorporated (or deemed incorporated) by reference in this Offering Circular misleading in any way.

This Offering Circular does not constitute an invitation or an offer made by or on behalf of the Issuer, the Dealers or the Arranger to subscribe or purchase any Notes.

No person is or has been authorised to give any information or to make any representation other than those contained or incorporated (or deemed incorporated) by reference in this Offering Circular in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger or any of the Dealers. Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs or the financial position of the Issuer since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the general condition or financial situation of the Issuer since the date of this Offering Circular or since the date of the most recent Amendment to the Offering Circular or that any other information supplied in connection with this 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 Offering Circular and the offering or sale of the Notes in certain jurisdictions may be restricted by law. The Issuer, the Arranger or the Dealers do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption applicable thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Arranger or the Dealers which is intended to permit an offer to the public of any Notes to investors other than qualified investors or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes.

For a description of certain selling restrictions on offers, sales and transfers of Notes and on distribution of this Offering Circular, potential investors should refer to chapter "Subscription and Sale".

Neither the Arranger nor the Dealers have separately verified the information or representations contained or incorporated (or deemed incorporated) by reference in this Offering Circular. Neither the Arranger nor the Dealers makes any representation, express or implied, or accepts any responsibility, with respect to the sincerity, accuracy or completeness of any of the information or representations contained or incorporated (or deemed incorporated) by reference in this Offering Circular. Neither this Offering Circular nor any other information supplied in connection with the Programme is intended to provide the basis of any financial assessment or any other evaluation and should not be considered as a recommendation by any of the Issuer, the Arranger or the Dealers that any recipient of this Offering Circular or any other information provided in connection with the Programme should purchase the Notes. Each prospective investor of Notes should determine for itself the relevance of the information contained or incorporated (or deemed incorporated) by reference in this Offering Circular and its purchase of Notes should be based upon such investigation as it deems necessary. Neither the Arranger nor the Dealers have reviewed nor undertake to review the financial situation or general condition of the Issuer or to advise any investor or prospective investor in the Notes of any information that may come to the attention of any of the Dealers or the Arranger.

Potential investors are advised that the tax law of the Member State of the EEA of the potential investor and of France may have an impact on the income received on the Notes. Potential investors or holders of the Notes are advised to consult their tax advisors on the tax consequences of any acquisition, possession or disposal of Notes in view of their own circumstances.

MiFID II – Product governance / Target market – The relevant Pricing Supplement in respect of each Tranche of Notes will include a legend entitled "MiFID II Product Governance" which will outline the target market assessment in respect of the Notes and which distribution channels are appropriate for the Notes, taking into account the five (5) categories referred to in point 19 of the recommendations on product governance requirements published by ESMA on 3 August 2023. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the target market assessment; however, a distributor subject to EU Directive 2014/65/UE of the European Parliament and of the Council, as amended ("MiFID II"), is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to the issue of each Tranche of Notes about whether, for the purpose of the MiFID Product Governance rules under Delegated Directive (EU) 2017/593 (the "MiFID Product Governance Rules"), any Dealer subscribing for any Notes is a manufacturer in respect of that such Notes. In the absence of such determination, neither the Arranger, nor the Dealers, nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID II Product Governance Rules.

UK MIFIR – Product governance / Target market – The relevant Pricing Supplement in respect of each Tranche of Notes may include a legend entitled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Notes and which distribution channels are appropriate for the Notes. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MIFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to the issue of each Tranche of Notes about whether, for the purpose of the UK MIFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes. In the absence of such determination, neither the Arranger, nor the Dealers, nor any of their respective affiliates will be a manufacturer for the purposes of the UK MIFIR Product Governance Rules.

Important notice relating to Green Bonds, Social Bonds and Sustainability Bonds – Prospective investors should have regard to the information set out in chapter "Use of Proceeds" of this Offering Circular and the item "Use of Proceeds" of the relevant Pricing Supplement and must determine for themselves the relevance of such information for the purpose of any investment in the Green Bonds, Social Bonds and Sustainability Bonds (as defined in chapter "Use of Proceeds") together with any other investigation such

investor deems necessary. In particular, no assurance is given by the Arranger, the Dealers or the Issuer that the use of such proceeds for any Eligible Green Projects or any Eligible Social Project (as defined in chapter "Use of Proceeds") will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental or social impact of any projects or uses, the subject of or related to, any Eligible Green Projects or any Eligible Social Projects. Furthermore, it should be noted that the definition (legal, regulatory or otherwise) of, and market consensus as to what constitutes, a "green", "responsible", "sustainable" impact or an equivalently labelled project or as to what precise attributes are required for a particular project to be defined as such are still under development. On 18 June 2020, Regulation (EU) No. 2020/852 on the establishment of a framework to facilitate sustainable investment was adopted by the Council and the European Parliament (the "Taxonomy Regulation"). The Taxonomy Regulation establishes a single EU-wide classification system, or "taxonomy", which provides companies and investors with a common language for determining which economic activities can be considered environmentally sustainable. The Delegated Regulation (EU) 2021/2139 of 4 June 2021 establishing the technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to climate change mitigation or climate change adaptation and for determining whether that economic activity causes no significant harm to any other environmental objective, as amended, entered into force on 1 January 2022, and Delegated Regulation (EU) 2023/2486 of 27 June 2023 supplementing the Taxonomy Regulation with technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to the sustainable use and protection of water and marine resources, to the transition to a circular economy, to pollution prevention and control, or to the protection and restoration of biodiversity and ecosystems and for determining whether that economic activity causes no significant harm to any of the other environmental objectives entered into force on 1 January 2024. However, the Taxonomy Regulation remains subject to future developments.

In addition, Regulation (EU) 2023/2631 of 22 November 2023 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds, as amended (the "EuGB Regulation") sets out uniform requirements applicable to bond issuers who wish to use the designation "European Green Bond" or "EuGB" for bonds they offer to investors in the European Union. However, nothing in this Offering Circular implies that the Green Bonds may comply with the "EuGB" standard.

Accordingly, no assurance is or can be given to investors that any Eligible Green Projects or Eligible Social Projects will meet any or all investor expectations regarding such objectives or that any adverse environmental impact will not occur during the implementation of any Eligible Green Projects or Eligible Social Projects.

In the case of Green Bonds, Social Bonds or Sustainability Bonds listed or admitted to trading on a system or compartment dedicated to the environment, sustainable development, social impact or any other equivalent system or compartment of a stock exchange or financial market (whether regulated or not), no statement or assurance is given by the Issuer, the Arranger or any of the Dealers that such listing fully or partially meets the investors' current or future expectations or requirements with respect to the investment criteria or guidelines to which such investors or their investments must comply. In addition, the criteria for each listing or admission to trading may vary from one market to another (or from one exchange to another). No representation or assurance is given by the Issuer, the Arranger or any of the Dealers that such listing or admission to trading will be obtained in respect of such Green Bonds, Social Bonds or Sustainability Bonds or if it is obtained that listing or admission to trading will be maintained until the maturity date of the Green Bonds, Social Bonds or Sustainability Bonds.

The Issuer appointed V.E (Vigeo Eiris) in order to provide a Second Party Opinion (as defined in chapter "Use of Proceeds") on the sustainable characteristics of the Green Bonds, the Social Bonds and the Sustainability Bonds of the Région des Pays de la Loire which evaluates the conformity of the Framework (as defined in chapter "Use of Proceeds") with the Green Bond Principles and the Social Bond Principles (as defined in chapter "Use of Proceeds"). No assurance or guarantee is given as to the relevance or

reliability, for any purpose, of the Second Party Opinion or any opinion or certification from a third party (whether or not requested by the Issuer) which may be made available to potential investors in connection with any issue of Green Bonds, Social Bonds and Sustainability Bonds and in particular any Eligible Green Projects or any Eligible Social Projects to meet any environmental, social or sustainable criteria. For the avoidance of doubt, no Second Party Opinion or other opinion or certification is, or will be considered to be, contained or incorporated (or deemed incorporated) by reference in this Offering Circular. For the avoidance of doubt, it is specified that such an opinion or certification is only up to date on the date on which it was originally issued. Potential investors should determine for themselves the relevance of each of these opinions or certifications for the purposes of their investment in the Green Bonds, Social Bonds or Sustainability Bonds. Currently, providers of such opinions or certifications are not subject to any specific regulation or any other legal regime in the context of the mission they would carry out under the Green Bonds, the Social Bonds or the Sustainability Bonds of the Issuer.

TABLE OF CONTENTS

GENERAL DESCRIPTION OF THE PROGRAMME	8
RISK FACTORS.....	14
INCORPORATION BY REFERENCE.....	26
AMENDMENT TO THE OFFERING CIRCULAR.....	27
TERMS AND CONDITIONS OF THE NOTES	28
TEMPORARY GLOBAL CERTIFICATES IN RESPECT OF MATERIALISED NOTES	53
USE OF PROCEEDS	54
DESCRIPTION OF THE ISSUER	56
FORM OF PRICING SUPPLEMENT	153
SUBSCRIPTION AND SALE	169
GENERAL INFORMATION.....	171
RESPONSIBILITY OF THE OFFERING CIRCULAR.....	173

GENERAL DESCRIPTION OF THE PROGRAMME

The following general characteristics shall be read subject to the other information contained in this Offering Circular.

Notes will be issued according to the Terms and Conditions of the Notes set out in Chapter "Terms and Conditions of the Notes" on pages 28 to 52 of this Offering Circular as completed and/or amended by the relevant Pricing Supplement agreed between the Issuer and the relevant Dealer(s)

The words and expressions defined in chapter "Terms and Conditions of the Notes" hereinafter shall have the same meanings in this general description.

References hereinafter to "**Conditions**" refer, unless the context requires otherwise, to numbered paragraphs in chapter "Terms and Conditions of the Notes".

Issuer: Région des Pays de la Loire

Issuer's LEI Code (Legal Entity Identifier): 969500DNY3JUKTC3Q023

Arranger: Crédit Agricole Corporate and Investment Bank.

Dealers: BRED Banque Populaire, Crédit Agricole Corporate and Investment Bank, Crédit Mutuel Arkéa, HSBC Continental Europe, La Banque Postale and Natixis.

The Issuer may at any time terminate the appointment of any Dealer (as defined below) under the Programme or appoint additional dealers either in respect of one or more Tranches or in respect of the whole Programme. References in this Offering Circular to "**Permanent Dealers**" are to the persons listed above as Dealers and to such additional persons appointed as dealers in respect of the whole Programme (and, in each case, whose appointment has not been terminated) and references to "**Dealers**" are to all Permanent Dealers and all persons appointed as a Dealer in respect of one or more Tranches.

Description: Euro Medium Term Note Programme. The Notes shall constitute *obligations* under French law.

Programme limit: The aggregate nominal amount of Notes outstanding, shall not, at any one time, exceed €2,000,000,000.

Fiscal Agent and Principal Paying Agent: BNP PARIBAS.

Calculation Agent: Unless the relevant Pricing Supplement provide otherwise, BNP PARIBAS.

Risk factors: There are risk factors that the Issuer considers to be determining factors to make a decision to invest in the Notes and/or that may affect its ability to fulfil its obligations under the Notes towards investors. These risks are uncertain and the Issuer is not in a position to comment on the possible occurrence of these risks. They are described in the chapter "Risk Factors".

Method of issue: Notes may be issued on a syndicated or non-syndicated basis.

The Notes will be issued in Series on the same or at different issue dates, the Notes of the same Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in Tranches on one or more issue dates and on identical terms (save as the issue date, the issue price, the first interest payment and the total nominal amount of the Tranche).

The specific terms of each Tranche (including the aggregate nominal amount, issue price, redemption price thereof, and interest, if any, payable thereunder) will be

determined by the Issuer and the relevant Dealer(s) at the time of issue and set out in the relevant Pricing Supplement.

Maturities:	Subject to compliance with all relevant laws, regulations and directives, the Notes shall have a maturity of one (1) to thirty (30) years from (and including) the date of original issue, as indicated in the relevant Pricing Supplement.
Currency:	Notes will be issued in Euros.
Denomination(s):	Notes shall be issued in the Specified Denomination(s) set out in the relevant Pricing Supplement. Dematerialised notes shall be issued in one (1) denomination only.
Status of the Notes:	The obligations of the Issuer under the Notes and, where applicable, any Coupons and Receipts, constitute direct, unconditional, unsubordinated and (notwithstanding the provisions of Condition 4) unsecured obligations of the Issuer and will rank <i>pari passu</i> without any preference among themselves and (subject to such exceptions as are, from time to time, mandatory under French law) <i>pari passu</i> with all other present or future unsubordinated and unsecured obligations of the Issuer.
Negative pledge:	The terms and conditions of the Notes contain a negative pledge provision in respect of the Notes as set out in Condition 4.
Events of Default (including cross default):	The terms and conditions of the Notes contain default events in respect of the Notes as set out in Condition 9.
Redemption Amount:	Subject to compliance with any applicable laws, directives and regulations, the relevant Pricing Supplement will specify the basis for calculating the redemption amounts payable chosen among the options described in Condition 6.
Optional Redemption:	The relevant Pricing Supplement will state whether Notes may be redeemed prior to their stated maturity at the option of the Issuer (either in whole or in part) and/or the Noteholders, and if so, the terms applicable to such redemption, among the terms and conditions described in Condition 6.
Redemption by Instalments:	The Pricing Supplement issued in respect of Notes that are redeemable in two (2) or more instalments will set out the dates on which, and the amounts in which, such Notes may be redeemed.
Early Redemption:	Except as provided for in the "Optional Redemption" paragraph above, Notes will be redeemable at the discretion of the Issuer prior to their stated maturity only for taxation reasons or illegality. See Condition 6.
Withholding tax:	All payments of principal, interest and other revenues in respect of the Notes by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction of, any duties or taxes of any kind imposed, levied, or collected, by or on behalf of France or any authority therein having taxation powers, unless such withholding or deduction is required by law. If French law requires payments of principal or interest in respect of any Note, Coupon or Receipt to be subject to deduction or withholding in respect of any present or future taxes or duties, the Issuer shall, to the fullest extent permitted by law, pay any additional amounts such that the Noteholders, the Couponholders and Receiptholders receive the amounts that would have been received by them in the absence of such requirement to deduct or withhold, subject to certain exceptions further described in Condition 8.

Interest Periods and Interest Rates:

For each Series, the length of the Interest Periods, the applicable Interest Rate and calculation method may differ from time to time or be constant depending on the Series. Notes may have a Maximum Rate of Interest, a Minimum Rate of Interest, or both, it being specified that, unless a higher Minimum Rate of Interest is specified in the relevant Pricing Supplement, the Minimum Rate of Interest shall be deemed to be zero per cent (0%) The use of Interest Accrual Periods permits the Notes to bear interest at different rates in the same Interest Period. The relevant Pricing Supplement will set out all such information among the options and terms described in Condition 5.

Fixed Rate Notes:

Interest on Fixed Rate Notes will be payable in arrear on the date or dates in each year, as specified in the relevant Pricing Supplement.

Floating Rate Notes:

Floating Rate Notes will bear interest at a rate determined separately for each Series as follows, as set out in the relevant Pricing Supplement:

- on the same basis as the floating rate under a notional interest rate swap transaction governed by the 2013 FBF Master Agreement, or
- on the same basis as the floating rate under a notional interest rate swap transaction governed by an agreement incorporating the 2006 ISDA Definitions, or
- on the basis of a benchmark rate appearing on an agreed screen page of a commercial quotation service (including, without limitation, EURIBOR or EUR CMS),

in each case, plus or minus any applicable Margin and/or Rate Multiplier. Calculations and Interest Periods will be indicated in the applicable Pricing Supplement. Floating Rate Notes may also have a Maximum Rate of Interest, a Minimum Rate of Interest or both.

Fixed Rate to Floating Rate Notes:

Each Fixed to Floating Rate Note bears interest at a rate that may be converted at the discretion of the Issuer or automatically from a Fixed Rate to a Floating Rate or from a Floating Rate to Fixed Rate at the date indicated in the relevant Pricing Supplement.

Zero Coupon Notes:

Zero Coupon Notes may be issued at par value or at a discount and will not bear interest.

Form of Notes:

Notes may be issued either in dematerialised form ("**Dematerialised Notes**") or in materialised form ("**Materialised Notes**").

Dematerialised Notes may, at the option of the Issuer, be issued in bearer form (*au porteur*) or in registered form (*au nominatif*) and, in such latter case, at the discretion of the relevant Noteholder, in either fully registered form (*au nominatif pur*) or administered registered form (*au nominatif administré*). No physical documents of title will be delivered in respect of Dematerialised Notes, as set out in Condition 1.

Materialised Notes will be issued in bearer form and outside France only. A Temporary Global Certificate will initially be issued in respect of each Tranche of Materialised Notes.

Applicable law and jurisdiction:

French law.

Any claim against the Issuer in connection with the Notes, Coupons, Talons or Receipts will be brought before the courts having jurisdiction over the head office of the Issuer.

Nevertheless, the Issuer's assets and properties are not subject to legal process (*voie d'exécution*) under private law or attachment in France.

Central and clearing system:

Euroclear France as central depository in relation to Dematerialised Notes and, in relation to Materialised Notes, Clearstream 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 at least before the issue date of each Tranche of Dematerialised Notes, the *lettre comptable* or, as the case may be, the application form relating to such Tranche shall be deposited with Euroclear France as central depository.

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, 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(s).

Issue Price:

Notes may be issued at par face value or at a discount or premium.

Offer to the public:

Notes may be offered to the public to investors other than qualified investors in the territory of any Member State of the European Economic Area (the "EEA") in accordance with applicable laws and regulations, as set out in the relevant Pricing Supplement. The relevant Pricing Supplement may also provide that a Series of Notes will not be offered to the public.

Admission to trading:

Notes may be admitted to trading on Euronext Paris and/or any other regulated market, within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014, as amended, appearing on the list of regulated markets published by the European Securities and Markets Authority ("ESMA") on its website, of a Member State of the EEA and/or any other non-regulated market, or may not be admitted to trading on any market, as specified in the relevant Pricing Supplement.

Green Bonds, Social Bonds and Sustainability Bonds:

The Issuer may issue Green Bonds with the intention of applying an amount equal to the net proceeds specifically to the financing of projects that positively impact or reduce negative impact on the environment and include (i) projects for the construction and/or renovation of buildings in accordance with a sustainable development approach aimed at climate change mitigation and energy saving, (ii) projects contributing to the development of local renewable energy and energy efficiency and (iii) projects for the construction and development of low-carbon road transport infrastructure, as well as any other category of Green Eligible Projects that the Issuer may choose to create in the future (as more fully described in the Framework) and which meet a set of environmental criteria (the "**Eligible Green Projects**").

The Issuer may issue Social Bonds with the intention of applying an amount equal to the net proceeds specifically to the financing of projects with a positive social impact and include (i) projects aiming at providing a response to the cyclical difficulties of social and solidarity-based companies affected by the health crisis, (ii) projects aiming at strengthening the conditions of access to education and (iii) projects contributing to the development of healthcare infrastructure and the purchase of healthcare equipment in order to encourage the arrival of new healthcare

professionals and improve the health pathways of patients or to develop the offer of healthcare and social training throughout the territory, as well as any other category of Eligible Social Projects that the Issuer may choose to create in the future (as more fully described in the Framework) and which meet a set of social criteria (the "**Eligible Social Projects**").

The Issuer may issue Sustainability Bonds with the intention of applying an amount equal to the net proceeds to the financing of both Eligible Green Projects and Eligible Social Projects.

The Framework (as defined in chapter "Use of Proceeds") is in line with the Green Bond Principles, the Social Bond Principles and the Sustainability Bond Guidelines (as defined in chapter "Use of Proceeds"), and available on the Issuer's website (<https://www.paysdelaloire.fr/sites/default/files/2021-10/second-party-opinion-en.pdf>).

The Issuer appointed V.E (Vigeo Eiris) in order to provide a second party opinion in English on the sustainable characteristics of the Green Bonds, the Social Bonds and the Sustainability Bonds of the Région des Pays de la Loire ("**Second Party Opinion**") which evaluates the conformity of the Framework with the Green Bond Principles and the Social Bond Principles (as defined in chapter "Use of Proceeds"). The Second Party Opinion, as well as any other opinion or certification provided in the context of the issue of Notes according to the Framework, is available on the Issuer's website (<https://www.paysdelaloire.fr/sites/default/files/2021-10/second-party-opinion-en.pdf>).

Rating:

The Programme is rated AA- by S&P Global Ratings Europe Limited ("**S&P**"). In addition, on 10 December 2024, the long-term debt of the Issuer was attributed AA- with a stable outlook and the short-term debt of the Issuer A-1+ by S&P. As of the date of the Offering Circular, S&P is a credit rating agency established in the European Union, registered under Regulation (EC) No. 1060/2009 of the European Parliament and the Council dated 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of ESMA (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation. Notes issued under the Programme may, or may not, be rated. The rating of Notes (if any) will be specified in the relevant Pricing Supplement. It will not necessarily be the same as the rating of 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 rating agency without prior notice.

Selling restrictions:

There are restrictions on the offer and sale of Notes and the distribution of offering materials in various jurisdictions. In connection with the offer and sale of a particular Tranche of Notes, additional selling restrictions may be imposed and will then be set out in the relevant Pricing Supplement. See chapter "Subscription and Sale".

The Issuer is Category 1 for the purposes of Regulation S of the U.S. Securities Act of 1933, as modified.

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

General information

The TEFRA Rules do not apply to Dematerialised notes.

This Offering Circular, any Amendment thereto (if any) and the Pricing Supplement relating to Notes admitted to trading on a Regulated Market or offered to the public to investors other than qualified investors will be published on the Issuer's website (www.paysdelaloire.fr).

So long as Notes issued under this Programme are outstanding, copies of the following documents will be available, without charges, during normal business days and hours, at the registered office of the Issuer:

- (i) the two most recent original budgets (*budgets primitifs*) (as amended, as the case may be, by any supplementary budget) and published administrative accounts (*comptes administratifs*) or single financial accounts (*comptes financiers uniques*);
- (ii) the Pricing Supplement related to Notes admitted to trading on Euronext Paris or on any other Regulated Market or offered to the public to investors other than qualified investors in a Member State of the EEA;
- (iii) this Offering Circular together with any Amendment related thereto or further offering circular;
- (iv) the Agency Agreement in the French language (which includes the form of the *lettre comptable*, of the Temporary Global Certificates, of the Definitive Materialised Notes, of the Coupons, of the Talons and of the Receipts); and
- (v) all reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Offering Circular or any Amendment related thereto.

RISK FACTORS

The Issuer believes that the risk factors described below are determining factors to make a decision to invest in the Notes and/or that may affect its ability to fulfil its obligations under the Notes towards investors. These risks are uncertain and the Issuer is not in a position to comment on the possible occurrence of these risks.

The paragraphs that follow describe the main risk factors that the Issuer considers, on the date of this Offering Circular, to be relevant to the Notes issued under the Programme. However, these risk factors are not exhaustive. Other risks, which the Issuer is not currently aware of, or does not at present regard as being determining factors, may have a significant impact on an investment in the Notes. Prospective investors should also read the detailed information contained or incorporated (or deemed incorporated) by reference in this Offering Circular and reach their own views prior to making any investment decision. In particular, investors should make their own assessment as to the risks associated to the Notes and consult their own financial and legal advisers about risks associated with investments in a particular Series of Notes and the suitability of investing in the Notes in light of their particular circumstances. Investors are informed that they may lose some or all, as the case may be, of the value of their investment.

The Issuer believes that the Notes must be purchased only by investors who are financial institutions or other professional investors who are in position to measure the specific risks involved in investing in Notes or by investors who act on the advice of financial institutions.

The order in which the following risk factors are presented is not an indication of the likelihood of their occurrence.

The risk factors described below may be supplemented in the Pricing Supplement of the relevant Notes for a particular issue of Notes.

All capitalised terms which are not defined in this chapter shall have the meaning assigned to them in "Terms and Conditions of the Notes".

Any reference hereinafter to Condition refers to the related article in the "Terms and Conditions of the Notes."

1. Risks relating to the Issuer

1.1. Legal risks related to the attachment processes

As a legal person governed by public law, the Région des Pays de la Loire (the "**Region**") is not subject to execution procedures under private law, in application of the principle that assets belonging to legal persons governed by public law cannot be seized (Art. L. 2311-1 of the General Public Persons' Property Code; Cour de Cassation (Supreme Court of Appeal), 1st civil chamber, 21 December 1987, *Bureau de recherches géologiques et minières* (Geological and mining research bureau, BRGM) vs. the Lloyd Continental company, Bulletin Civil I, no. 348, p. 249). Furthermore, and like any legal person governed by public law, the Region is not subject to insolvency proceedings stipulated by the French *Code de Commerce* (Paris Court of Appeal, 15 February 1991, Bulletin Joly Sociétés 1991, p. 427). Unlike an issuer subject to private law, the assets of the Region cannot be subject to seizure.

Accordingly, remedies for investors are more limited than against a private law issuer, and investors should, where appropriate, exercise "administrative enforcement" (see, in particular, the so-called "automatic registration" (*inscription d'office*) and "automatic allocation" (*mandatement d'office*) procedures (see section 1.2. (Financial risks) below)).

1.2 Financial risks

Investors are exposed to credit and counterparty risk. Credit and counterparty risk is the risk of loss of economic value of an existing or potential receivable linked to the deterioration of the credit quality of a counterparty, which may even materialize by its inability to meet his commitments. If the Issuer's situation were to deteriorate, an investor may lose all or part of his initial investment.

In addition, the indebtedness (financial expenses) of the Issuer weighs on its operating expenses, and a high level of indebtedness is likely to reduce its savings rate and consequently its ability to borrow under satisfactory financial conditions. The total outstanding debt of the Issuer amounted to €2,072.95 million as at 31 December 2023 (date of the last available single financial account) compared to €2,080.98 million as at 31 December 2022.

In 2020 and 2021, the Region chose to amplify its investment policy, through the adoption of its recovery plan, to accompany the territory and the actors of the Region facing the effects of the health crisis and to support them with their recovery and reconstruction, while simultaneously facing a decline in its revenues, which explains a recourse to debt higher than in the previous years.

In 2022, the financial strategy of returning to a long-term sustainable trajectory made it possible to turn things around effectively. Gross savings returned to levels comparable to those of the years 2015-2018. On the one hand, the Region took advantage of the economic rebound to increase its tax revenues, and on the other hand, the control of operating expenses and the termination of exceptional investment measures allowed a return to satisfactory ratios. As a result, there will be less recourse to debt in 2022. After borrowing €275m in 2020 and €265m in 2021, the Region borrowed €235m in 2022.

The year 2023 followed the same logic and shows an improvement in the financial situation. The strategy of anticipating the rise in interest rates had led to a significant increase in working capital at the end of 2022; the use of the latter made it possible in 2023, when rates exceeded 4% over 20 years, to limit borrowing to €110 million and slightly reduce the debt stock.

Given its recurring borrowing status, the Issuer is exposed to fluctuations in interest rates, which may change unfavorably. Thus, a possible increase in interest rates would result in an increase in variable rate loans subscribed by the Issuer. Therein, the Issuer implemented a prudent management of its debt by subscribing mainly to fixed rate loans. As at 31 December 2023, the proportion of fixed rate or zero coupon, after hedging, reached 93% of the outstanding amount and the proportion of variable rate reached 7% of the outstanding amount.

With regard to financial risks, the legal framework of a bond issue by local authorities limits the risk of insolvency.

The law dated 2 March 1982 (art. 2 of the law no. 82-213 of 2 March 1982 on the rights and freedoms of municipal districts ("communes"), departments and regions) has eliminated any supervision by the State of acts by local authorities. As a result of this evolution, local authorities have been recognized full freedom of assessment in questions of finance and the rules applicable to their bond issues have been liberalized and generalized. Local authorities can now have free recourse to bond issues and their relations with investors are in principle governed by private law.

However, recourse to bond issues must meet the following principles:

- the bond issues are exclusively intended to finance investments;
- reimbursement of the capital must be covered by own resources;
- service of the debt represents a mandatory expenditure, whether for reimbursement of the capital or interest (art. L. 4321-1 of the General Local Authorities Code ("**CGCT**")).

Since the service of the debt is a mandatory expenditure, it must consequently be included in the budget of the local authority. If this is not the case, the law has provided for a procedure called "ex officio authorisation and registration" (Art. L. 1612-15 and Art. L 1612-16 of the CGCT),

In accordance with article L.1612-15 of the CGCT, the ex officio registration procedure may be initiated by the *Chambre régionale des comptes* seized, either by the *Préfet*, by the public accountant of the Issuer, or by any person with an interest in it, in order to establish, within one month from the date of its referral, that mandatory expenditure has not been recorded in the budget of the Issuer or has been recorded for an insufficient amount, and to send the Issuer a formal notice to rectify its budget.

If, within one month, this notice is not followed up, the *Chambre régionale des comptes* requests the *Préfet* to enter this expenditure in the budget and proposes, where appropriate, the creation of regional resources or the reduction of optional regional expenditure to cover such mandatory expenditure.

In accordance with the provisions of article L.1612-16 of the CGCT, in the absence of a mandate for mandatory expenditure by the president of the *conseil régional*, within one month of the formal notice given to him by the representative of the State in the region (the *Préfet*), the latter proceeds automatically.

The compulsory redemption of the debt thus provides legal protection for investors.

The principle of the untouchability of the assets of French public authorities (Art. L.2311-1 of the General Code of Ownership of Public Persons) prevents the Issuer from being subject to a common law enforcement route such as the seizure of assets.

In addition, where a judicial decision that has been rendered by force of *res judicata* has ordered a territorial community, such as the Issuer, to pay a sum of money the amount of which is set by the decision itself, such sum must be mandated within two months of the notification of the court decision. In the absence of a mandate within this period, the representative of the State in the region (the *Préfet*) shall carry out the mandate ex officio (II of art. 911-9 of the Code of Administrative Justice; II of art. 1 of Law no. 80-539 of 16 July 1980 relating to penalties imposed in administrative matters and the enforcement of judgements by legal entities governed by public law).

In addition, in the event of a lack of funds to meet a mandatory expenditure of the Issuer, the *Préfet* has the power to issue a formal notice to the Region to create the necessary resources; if the regional assembly has not released or created these resources within the time limit set by the formal notice, the *Préfet* shall proceed with the automatic inclusion in the Region's budget of the amount due by allocating the necessary resources, either by eliminating or reducing other expenditure or by creating such resources.

In this respect, the failure of the *Préfet* to implement this procedure is liable to incur the liability of the French State for gross negligence, where applicable, in the amount of all unpaid expenses (see *CE, 18 novembre 2005, Société Fermière de Campoloro, n°271898*; *CE, 29 octobre 2010, Min. Alimentation, Agriculture et Pêche, n°338001*).

Furthermore, Article L.1611-3-1 of the CGCT, established by law 2013-672 dated 26 July 2013, provides for certain restrictions on borrowings that the Region may subscribe to lending institutions regarding the currency, interest rate and hedging instruments related to those borrowings. However, pursuant to the parliamentary report, this article is not intended to apply to bond issues (Report No.1091 on behalf of the Finance Committee of the Assemblée nationale issued on 29 May 2013, amendment no. 160 dated 19 March 2013).

Concerning the rate risk, the use of financial instruments (such as swaps, caps, tunnels) is only authorized to hedge the rate risk or exchange risk, as specified in the inter-ministerial circular no. NOR IOCB1015077C of 25 June 2010 on financial income of local authorities and public institutions. Speculative operations are strictly prohibited.

The Region bases its risk management on optimization of financial performance up to a limit of exposure of financial risk equivalent to a majority of fixed-rate debt: the Region has decided to give priority to security over performance and to set its objective at a proportion of the fixed-rate debt of 75% as observed in other local authorities¹. As of 31 December 2023, the proportion of fixed rate or zero coupon after hedging was 93% of the outstanding fixed rate. In 2024, the Region pursued its approach of variabilising its debt, a process that it hopes to expand in 2025 and subsequent years.

As concerns the risk associated with structured loans, the Region's debt included a barrier bond on EURIBOR that included a sliding fixed-rate for 5 years as long as the barrier has not been reached. On 31 December 2022, the remaining outstanding capital on this issue was €11 million, representing 0.53% of the debt. Since April 2023, and until the loan matures in 2028, this risk no longer exists, as the loan has changed phase and is now simply indexed to Euribor.

With regard to the market risks (currencies and commodities), the Region is not exposed to a change in commodity prices or currency exchange rates in its activity. The Region has decided not to integrate this risk into its debt management.

On the contrary, under the deliberations of the Regional Council for the Region dated 2 July 2020, the President of the Regional Council cannot have recourse to financial engineering involving a financial risk bound to currency exchange rates or commodity prices.

1.3 Risks relating to the financial statements of the Issuer

As a local authority, the Issuer is not subject to the same accounting standards as a private issuer. Its financial statements (budgets and administrative accounts) are subject to special accounting rules, notably laid down in

¹ <https://financeactive.com/fr/presse/23-03-2023-communique-de-presse-observatoire-finance-active-2023-de-la-dette-des-collectivites-locales/>

Decree no. 2012-1246 of 7 November 2012 on budgetary management and the public accountant, and in the CGCT. Financial assessment of the Issuer by investors must take these special accounting standards into consideration.

Furthermore, the Issuer's accounts are not audited in accordance with the same procedures as those of a private issuer, but are subject to a central government audit conducted in three forms: (i) verification of legality by the *Préfet*, (ii) financial audit conducted by the *Préfet* and the public accountant, and (iii) periodic audit of financial management conducted by the *Chambre Régionale des Comptes*.

In addition to its legal obligations, the Issuer is also implementing a pilot process of accounts certification.

1.4 Risks relating to loan guarantees provided by the Issuer

The financial capacity of the Issuer may be affected by a guarantee call under loan guarantees granted.

Loan guarantees are generally provided by the Region for three types of loan: (i) loans taken out for private training establishments, (ii) loans taken out for housing initiatives supported by central government, and finally (iii) miscellaneous loans, notably for semi-public companies.

Total debts guaranteed by the Region at 31 December 2023 stood at 55,524,230.92 euros.

With regards to loan guarantees granted to private entities, the Region has to comply with the prudential rules laid down by article L.4253-1 of the CGCT.

These rules are the following:

- the rule on commitments capping pursuant to which the total amount of annuities, already guaranteed or secured and maturing during the financial year, of loans contracted by any private or public entity, plus the amount of the first full annual instalment of the new guaranteed loan and the amount of the annuities of the regional debt, may not exceed 50% of the actual revenue of the operating budget of the Region;
 - o when added to the forecast net annual instalments of the regional debt, the total amount of guaranteed or bonded annual instalments due during the 2023 financial year is 10.64% of the actual operating revenue of the budget of the Region, whereas the CGCT limits this ratio to 50%;
- the rule on division of risk which prohibits that the guaranteed amount of annuities in respect of one single debtor during the financial year be greater than 10% of the maximum permitted guaranteed amount of the Region; and
- the rule on dividing risks between multiple guarantors. As a general rule, the share of a loan guaranteed by one or more local authorities cannot exceed 50%. This limit is fixed at 80% for property development operations. However, the regional share that may be guaranteed, particularly for non-profit general interest organizations (including high schools and institutions of higher education) or for the construction, acquisition or improvement of social housing, may reach 100%.

The Region also undertakes to set aside a provision as soon as insolvency proceedings are initiated against a person benefiting from a loan guarantee.

In order to strengthen its control over the financial risks generated by such operations, the Region has, in a responsible approach, strengthened its policy of supervising loan guarantees by including in its Budgetary and Financial Regulations (BFR adopted on 23 July 2021) additional rules for supervising these loan guarantees.

These rules are as follows:

- a stock ratio: the regional stock of guaranteed debt must not exceed 10% of the actual operating expenses of the previous year; and
- a ratio per debtor: the stock of guaranteed debt in favor of a single debtor must not exceed 10% of the maximum stock defined above.

Loan guarantees granted to Agence France Locale are not included in the calculation of these ratios.

In addition, the Region's budgetary and financial regulations exclude the following personal guarantees and securities:

- guarantees or securities backed by risky loans. Thus, the Region will only provide its guarantee for loans classified as 1A under the "charter of good conduct between banking institutions and local authorities";
- guarantees or securities backed by loans with an amortization period of more than 20 years (this period does not include the mobilization phase);
- guarantees or securities which shares exceed 50% of the total amount of the loan;
- joint guarantees and first demand guarantees. Thus, only simple guarantees will be accepted by the Region; and
- guarantees or securities backed by loans intended to finance a project which is also benefiting from a regional grant to the same third party. The same project cannot receive both a regional grant and a regional guarantee for the benefit of the same debtor.

However, the budgetary and financial regulation adopted on 23 July 2021 provides for the possibility of derogating from these rules. Besides, only the guarantees granted by the Region to Agence France Locale are exceptions to the above rules.

The Region is also jointly liable for loans granted to local authorities by Agence France Locale (AFL) up to the limit of outstanding loans granted to Region by AFL. On 31st December 2023, this outstanding amount was €133,833,995.44. By decision of the legislator, this guarantee does not fall within the scope of the rules set out in Article L4253-1 of the CGCT or those set out in the RBF.

Guarantees may be exercised. During the past two budgetary periods, the Region has not been called on as guarantor.

1.5 Risks related to changes in resources

With regard to resources, the Region, as a local authority, is exposed to possible evolution of the legal and regulatory environment that could modify its structure and its yield. However, the Constitution provides that local authorities' tax revenue and other resources represent a determinant share of their own resources for each category of local authorities (Art. 72-2 of the Constitution).

The central government ensures the administration of local authorities' local taxes, determines their base then, from this base and the rates voted by the local authority, notifies it the amount which it will receive. In addition, the central government advances each month a twelfth of the amount of taxes voted.

The level of the Region resources is, moreover, to a non-determining extent, dependent on revenue paid by the central government. In this context, the decrease in the level of allocations paid by the central government is likely to adversely affect the Region's revenues. A balanced budget must be respected, it may be required either to adjust the evolution of its expenses, or to increase its other resources. However, it must be noted that since the abolition of the global operating allocation (the main financial support provided by the State to the regions) and its replacement by a fraction of the corporate value-added tax, the grants paid by the State to the Region now represent only 4.8% of its real operating revenue. This reform was favourable for the financial autonomy of the regions in that it deleted a structurally declining allocation with a dynamic tax revenue.

The report appended to the 2023/2027 Public Finance Planning Act provides for the continuation of the system for controlling local authority operating expenditure. The rate of change in the expenditure of the local authorities concerned (the régions, départements, the Lyon metropolitan area and the communes and EPCs whose main budget in 2022 showed a level of real operating expenditure in excess of €40m) must fall each year, in volume terms, by 0.5%. In value terms, the rate of increase will be set by taking into account inflation excluding tobacco, less 0.5%. This system is binding on the public players concerned, and is no longer based on a contractual agreement, as was once the case with the Cahors Pact. In addition, this system does not include any coercive measures in the event of non-compliance.

1.6 Risks related to activities, operating and assets

The asset risks of the Region relate to any damage, destruction or physical loss that may arise with regard to its fixed or movable assets, notably resulting from an accident, malevolent act, natural disaster, fire, etc.

Furthermore, the activities and functioning of the Region are likely to pose risks relating to damage to property, notably involving the vehicles within its fleet and the actions of its officers and elected representatives.

With regard to risks related to its activities, operations, and assets, the Region has taken out insurance to cover any potential damage.

1.7 Risks relating to the Issuer's rating

S&P's rating of the Region is by nature only the expression of an opinion on the level of the credit risks associated with the Issuer and does not necessarily reflect all the risks related to it. This rating is not a recommendation to buy, sell or hold Notes, and may be suspended, modified or withdrawn by the rating agencies at any time.

1.8 Risks related to exogenous events with a high potential impact

The Covid-19 crisis is an illustration of the risks that are exogenous to the Region and could have a significant impact on its activity. However, these exogenous risks can also be linked to other types of events including, among others, large-scale social movements and severe weather.

Three types of impacts have been identified for this type of risk:

- the risk to the health of the Region's staff and their families in the event of a health crisis. It should be noted that the Region communicated very quickly about the Covid-19 crisis, implemented the recommended barrier measures and distributed personal protective equipment to all its agents;
- the operational risk on the proper functioning of services related to the confinement of the population. The Region has adapted its organisation to ensure, among other things, in all situations and under the best conditions, the continuity of regional public services and in particular for what concerns the financial management of the community. To do this, the Region has organised:
 - o the remote working of agents whenever possible (VPN access, provision of adequate computer and telephone equipment, creation of dematerialised working groups by theme...); and
 - o the dematerialisation of budgetary and financial procedures as well as accounting procedures for the financial execution of expenditure in order to guarantee in all circumstances the commitment of expenditure, the payment of invoices and the payment of subsidies, as well as the payroll service for agents; and
- the financial risk, with impacts on the Region's revenues and expenditures.

2 Risks relating to the Notes

2.1 The Notes may not be a suitable investment for all investors

Each prospective investor in the Notes must determine based on its personal assessment and with the help of any adviser he may find to be useful depending on the circumstances, the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and the risks of investing in the relevant Notes and the information contained or incorporated (or deemed incorporated) by reference in this Offering Circular or any applicable Amendment to this Offering Circular and in the relevant Pricing Supplement;
- (ii) have access to and knowledge of appropriate analytical tools to evaluate, in the context of its particular financial situation and sensitivity to the risk, an investment in the relevant Notes and the impact the relevant Notes will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks inherent in an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of rates and financial markets;
- (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 face the applicable risks; and
- (vi) have knowledge of the legal and regulatory restrictions which will be applicable in case of investment in the Notes generally, and in every Note in particular, in accordance with applicable laws and regulations.

A potential investor should not invest in Notes unless it has the expertise (either alone or with 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.

2.2 Risks relating to the structure of a particular issue of Notes

A wide range of Notes may be issued under this Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of the most common features and associated risks:

Notes subject to optional redemption by the Issuer

An optional redemption feature of Notes is likely to limit their market value. During any period when the Issuer may elect to redeem Notes, the market value of such Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

Besides, the Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. As a result, the yield at the time of redemption may be lower than anticipated by Noteholders and the value of the redemption amount of Notes may be lower than the subscription or purchase price paid by the relevant Noteholder when subscribing for or purchasing such Note. As a result, a portion of the principal amount invested by Noteholders may be lost, so that Noteholders will not receive the full amount of principal invested. In addition, in case of early redemption of Notes, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

A partial redemption at the option of the Issuer or at the option of the Noteholders may affect the liquidity of the Notes of the same Series for which the option has not been exercised

Depending on the number of the Notes of the same series in respect of which a partial redemption of the Notes at the option of the Issuer or at the option of the Noteholders is made, those Notes in respect of which such option is not exercised may become illiquid.

Fixed Rate Notes

Investment in Notes which bear interest at a Fixed Rate involves the risk that subsequent changes in market interest rates or inflation may adversely affect the value of the relevant Tranche of Notes.

Floating Rate Notes

Investment in Notes which bear interest at a floating rate comprise (i) a Relevant Rate and (ii) a Margin to be added or subtracted, as the case may be, from such Relevant Rate. Typically, the relevant Margin will not change throughout the life of the Notes but there will be a periodic adjustment (as specified in the relevant Pricing Supplement) of the Relevant Rate (e.g., every three (3) months or six (6) months) which itself will change in accordance with general market conditions. Accordingly, the market value of Floating Rate Notes may be volatile if changes, particularly short term changes, to market interest rates evidenced by the relevant Relevant Rate can only be reflected in the interest rate of these Notes upon the next periodic adjustment of the relevant Relevant Rate.

Moreover, one key difference between the Floating Rate Notes and Fixed Rate Notes is that the interest income on Floating Rate Notes cannot be anticipated. Due to variation in interest incomes, investors cannot determine a given yield on the Floating Rate Notes at the time they purchase them, so their return on investment cannot be compared to investments with longer fixed interest periods. If the Terms and Conditions of the Notes as supplemented by the relevant Pricing Supplement specify frequent interest payment dates, investors are exposed to reinvestment risk if market interest rates fall. In such case, investors will, in principle, only be able to reinvest their interest income at a potentially lower prevailing interest rate.

Floating rate Notes with Rate Multiplier or other leverage factor

Notes with Floating Rate can be volatile investments. If they are structured to include Rate Multiplier or other leverage factors, caps or floors, a Maximum Rate of Interest or a Minimum Rate of Interest, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

Fixed to Floating Rate Notes

Fixed to Floating Rate Notes may bear interest at a rate that will automatically, or 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 conversion (whether automatic or optional) will affect the secondary market and the market value of such Notes since it may lead to a lower overall cost of borrowing. If a Fixed Rate is converted to a Floating Rate, the Margin between the Fixed to Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same Relevant Rate. In addition, the new Floating Rate at any time may be lower than the rates on other Notes. If a Floating Rate is converted to a Fixed Rate, the Fixed Rate may be lower than then prevailing rates on its Notes.

Zero Coupon Notes and any other Notes issued at a substantial discount or premium

The market values of Zero Coupon Notes and other Notes issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities is, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities is.

Potential conflicts of interest

Each of the Dealers and their affiliates may have or may in the future, in the normal course of their activities, engage in commercial dealings with or act as a financial adviser to the Issuer in relation to securities issued by the Issuer. In the normal course of their activities, each of the Dealers and their affiliates may or may in the future (i) engage in investment banking, trading or hedging activities, including prime brokerage business or entry into derivatives transactions, (ii) act as underwriters in connection with the offering of securities issued by the Issuer or (iii) act as financial advisers of the Issuer. In the context of these transactions, each of the Dealers and their affiliates have or may hold securities issued by the Issuer, in which case they have or will receive customary fees and commissions for these transactions.

In addition, the Issuer and each of the Dealers may be engaged in transactions involving an index, or derivatives based on or relating to the Notes, that can affect the market price, liquidity or value of Notes and that could have an adverse effect on the interests of the Noteholders.

The Issuer may appoint one of the Dealers as Calculation Agent in respect of one or more Series of Notes. Such a Calculation Agent is likely to be a member of an international financial group which implies that conflicts of interest may exist in the normal course of business, in particular in view of the scope of banking activities exercised in such a group. Although information barriers or internal procedures, as the case may be, are in place to prevent any conflict of interest from arising, a Calculation Agent may be involved in other activities and in transactions impacting an index or derivatives based on or related to the Notes, which might affect the market price, the liquidity or the value of the Notes and might adversely affect the interests of the Noteholders.

2.3 Risks related to Notes in general

Set out below is a brief description of certain risks relating to the Notes generally.

The Notes may be redeemed prior to the maturity date

If the Issuer is required, on the next payment of principal or interest, to pay additional amounts pursuant to Condition 8(b), it may, and in certain cases shall, redeem all of the Notes at their Early Redemption Amount together with, unless otherwise specified in the relevant Pricing Supplement, any interest accrued on the date fixed for redemption, in accordance with Condition 6(f).

In the same way, if it becomes unlawful for the Issuer to perform or comply with its obligations under the Notes, the Issuer will redeem all, and not some only, of the Notes at their Early Redemption Amount together with any interest accrued to the date set for redemption, in accordance with Condition 6(i).

In such cases, the yield at the time of redemption may be lower than anticipated by Noteholders.

Modification of the Terms and Conditions

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 a General Meeting can be held. The Terms and Conditions permit in certain cases, at a defined majority of Noteholders, to bind all Noteholders including Noteholders who did not attend or

vote at the relevant General Meeting and Noteholders who voted in a manner contrary to the majority. In addition, the General Meeting may deliberate on any proposal relating to the modification of the Terms and Conditions including any proposal, whether for compromise or transaction of rights in controversy or which were the subject of judicial decisions, as more fully described in Condition 11.

Change of law

The Terms and Conditions of the Notes are based on French law in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to French law or administrative practice after the date of this Offering Circular on the Notes.

Taxation

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 other jurisdictions. In some jurisdictions, no official statements of the tax authorities or court decisions may be available for innovative financial notes such as the Notes. Potential investors are advised to ask for their own tax adviser's advice on their individual taxation with respect to the acquisition, sale and redemption of the Notes. Only these advisors are in a position to duly consider the specific situation of the potential investor.

Loss of investment in the Notes

The Issuer reserves the right to purchase Notes, at any price, in a trading market or otherwise, in accordance with applicable regulations. Such transactions shall have no impact on the normal repayments schedule of the redemption of outstanding Notes, but they decrease the yield of Notes which could be redeemed prior to their stated maturity. Similarly, in case of change of the taxation rules applicable to the Notes, the Issuer may be obliged to redeem all the Notes, at 100 % of their denomination, together with, any interest accrued to the effective redemption date. Any early redemption of the Notes may result, for the Noteholders, in a yield that is considerably lower than anticipated.

In addition, there is a risk of non-redemption of the Notes on their maturity date if the Issuer is no longer solvent. Non-redemption or partial redemption of the Notes would *de facto* result in a loss of investment in the Notes.

Finally, capital loss may occur when the Notes are sold at a lower price than the subscription price or purchase price paid by the relevant Noteholder at the time of subscription or purchase of such Notes. No capital protection or guarantee is offered to investors. The capital initially invested is exposed to market fluctuations and therefore, may not be redeemed in the event of adverse developments in the markets.

Verification of legality

The *Préfet* of the Région has two (2) months as from the date of notice at the *Préfecture* of any resolution of the Regional Council (*Conseil Régional*) of the Région, and of any contracts entered into by it, to verify the legality of such resolution and/or decision to sign such contracts and, if he considers them to be illegal, to refer them to the relevant administrative court and, if appropriate, seek an order for them to be suspended. If such an action is preceded by an administrative claim or under certain other circumstances, this two-month period may be extended. Once the case has been referred, the relevant administrative court may then, if it considers the resolution and/or decision to sign such contracts to be illegal, order their suspension or annul them in whole or in part. In addition, depending on the nature of the illegality and any particular circumstances, the annulment of the relevant resolution and/or decision to enter into the relevant contracts may lead to the annulment of such contracts. A suspension or partial or total cancellation of deliberations and/or the decision to sign the contracts under which the Notes were issued could affect the rights of the Noteholders.

Third-party claims

A third party, having legal standing, may bring an action for abuse of authority before the administrative courts against any resolution of the Regional Council (*Conseil Régional*) of the Région and/or any decision to sign contracts entered into by it (in the case of private law contracts, which is in principle the case for a debt contract), within a period of two months as from the date of its publication or notification and, if appropriate, seek an order for it to be suspended. If such an action is preceded by an administrative claim or in certain other circumstances, this two-month period may be extended. If such resolution and/or signing decision have not been duly published, such action may be brought by any third party, having legal standing, without any limitation period. Once the case has

been referred, the competent administrative judge may then, if it considers that a rule of law has been breached, annul such resolution and/or signing decision (in the case of acts separate from private law contracts, which is in principle the case for a debt contract) or, if it considers the matter sufficiently urgent, suspend it. In addition, depending on the nature of the illegality and any particular circumstances, the annulment of the relevant resolution and/or decision to enter into the relevant contracts (in the case of acts separate from private law contracts, which is in principle the case for a debt contract) may lead to the annulment of such contracts. A suspension or partial or total cancellation of deliberations and/or of the decision to sign the contracts under which the Notes were issued could affect the rights of the Noteholders.

Use of the net proceeds of the issue of Green Bonds, Social Bonds and Sustainability Bonds

The Pricing Supplement relating to a specific Tranche of Notes may provide that the Issuer intends to issue Green Bonds, Social Bonds and Sustainability Bonds (as defined in chapter "Use of Proceeds") and to apply an amount equal to the net proceeds to finance Eligible Green Projects and/or Eligible Social Projects (as defined in chapter "Use of Proceeds").

Although the Issuer intends to use the proceeds of the Green Bonds, the Social Bonds and the Sustainability Bonds in the manner described in chapter "Use of Proceeds", none of the Arranger, the Dealers or the Issuer can guarantee that the Eligible Green Projects or Eligible Social Projects may be implemented in this manner and/or in accordance with any timetable and that such proceeds will be fully or partially used for the Eligible Green Projects and/or the Eligible Social Projects and/or that the use of such proceeds will be appropriate to the investment criteria of the holders of Green Bonds, Social Bonds or Sustainability Bonds. Nor can it be guaranteed that the Eligible Green Projects and/or Eligible Social Projects will be carried out within a specified time frame, that they will produce the results or effects (whether or not related to the environment or to social impact) initially anticipated or anticipated by the Issuer.

For the avoidance of doubt, it is specified that the following will not constitute an Event of Default: (i) failure by the Issuer to comply with its reporting obligations or failure to use the proceeds of the issue as specified in this Offering Circular and the relevant Pricing Supplement and/or (ii) withdrawal of a Second Party Opinion or any other opinion or certification.

Such an event or default may have a material adverse effect on the value and/or market price of the Green Bonds, the Social Bonds and the Sustainability Bonds, and/or have negative consequences for investors required to invest in securities for a particular purpose under their portfolio management mandates.

2.4 Risks related to the market in general

Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk.

Market value of the Notes

The market value of the Notes will be affected by the creditworthiness of the Issuer and a number of additional factors, including market interest or yield rates and the time remaining to the maturity date.

The value of the Notes depends on a number of interrelated factors, including economic, financial and political events in France or elsewhere, including factors affecting capital markets generally and the stock exchanges on which the Notes are traded. The price at which a Noteholder will be able to sell the Notes prior to maturity may be at a discount, which could be substantial, from the subscription price or the purchase price paid at the time of subscription or purchase of such Notes by the relevant Noteholder.

The secondary market generally

Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have an adverse effect on the market value of Notes.

Exchange rate risks and exchange controls

The Issuer will pay principal and interest on the Notes in Euro. 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 Euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of Euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or amend exchange controls. An appreciation in the value of the Investor's Currency relative to Euro 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.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive in payment less interest or principal than expected, or no interest or principal.

Credit ratings may not reflect all risks

One or more independent credit rating agencies 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 and may be revised (upward or downward) or withdrawn by the rating agency at any time without prior notice. A downward revision or a withdrawal may affect adversely the market value of the Notes.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules. Neither the Issuer, the Dealer(s) nor any of their respective affiliates has or assumes responsibility for the lawfulness of the acquisition of the Notes by a prospective investor of the Notes, 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.

Risks related to the European regulation on Benchmarks

The Pricing Supplement relating to a Series of Floating Rate Notes may provide that such Floating Rate Notes are indexed to or refer to an index, which is deemed to be a Benchmark (such as EURIBOR, EUR CMS or any other reference rate specified in the relevant Pricing Supplement) which constitutes a benchmark within the meaning of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks for financial instruments and contracts or to measure the performance of investment funds, as amended (the "**Benchmark Regulation**"). These Benchmark have been the subject of recent international, national and other regulatory guidance and proposals for reform. Some of these reforms are already effective while others are still to be implemented. These reforms may cause such Benchmarks to perform differently from the past or disappear entirely, to be subject to revised calculation methods, or have other consequences that cannot be predicted. Any such consequence could have a material adverse effect on any Floating Rate Notes linked to or referencing such Benchmark.

Investors should be aware that, if a Benchmark were discontinued or otherwise unavailable, the rate of interest on Floating Rate Notes linked to or referencing such Benchmark will be determined for the relevant period by the fall-back provisions applicable to such Notes (it being specified that in case of discontinuation of the Relevant Rate or occurrence of an Administrator/Benchmark Event, a specific fall-back shall apply - please refer to the risk factor entitled "*The discontinuance of the Relevant Rate or occurrence of an Administrator/Benchmark Event could have a material adverse effect on the value of and return on any Floating Rate Note linked to or referencing a Benchmark*" below).

Depending on the provisions of the relevant Pricing Supplement: (i) if FBF Determination or ISDA Determination applies, the determination may be reliant upon the provision by reference banks of offered quotations for the Benchmark which, depending on market circumstances, may not be available at the relevant time or (ii) if Screen Rate Determination applies, the determination may result in the effective application of a fixed rate based on the

rate which applied in the previous period when the benchmark was available. These provisions could have an adverse effect on the value, liquidity of, and return on, any Floating Rate Notes linked to or referencing a Benchmark.

The Benchmark Regulation has been further amended by Regulation (EU) 2021/168 of the European Parliament and of the Council of 10 February 2021 which introduces a harmonised approach to deal with the termination or disappearance of certain Benchmarks (such as EURIBOR). In addition, the Commission Delegated Regulation (EU) 2023/2222 of 14 July 2023 extending the transitional period provided for in Article 51(5) of the Benchmark Regulation has extended the transitional provisions applicable to third country Benchmarks until the end of 2025. These developments may create uncertainty as to future legislative or regulatory requirements arising from the implementation of the delegated regulations and could have an adverse effect on any Floating Rate Note indexed to or referencing such Benchmark.

Any of the foregoing could have an adverse effect on the value or liquidity of, and return on, any Floating Rates Notes linked to or referencing a Benchmark.

Investors should consult their own independent advisors and make their own assessment about the potential risks imposed by the Benchmark Regulation reforms in making any investment decision with respect to any Floating Rate Notes linked to or referencing a Benchmark.

The discontinuance of the Relevant Rate or occurrence of an Administrator/Benchmark Event could have a material adverse effect on the value of and return on any such Floating Rate Note linked to or referencing such Benchmarks

Where "FBF Determination", "ISDA Determination" or "Screen Rate Determination" is specified in the relevant Pricing Supplement as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined and if the Relevant Rate has been discontinued, only in the case of Screen Rate Determination, or an Administrator/Benchmark Event has occurred, the Rate of Interest on the affected Floating Rate Notes will be changed in ways that may be adverse to holders of such Notes, without any requirement that the consent of such holders be obtained.

Pursuant to the Terms and Conditions related to Floating Rate Notes for which a Screen Rate Determination is specified in the relevant Pricing Supplement, such fallback arrangements include the possibility that the Rate of Interest could be set by reference to a Successor Rate or an Alternative Rate, and may include concomitant changes to the Terms and Conditions of the Notes necessary to make the Alternative Rate or the Successor Rate as comparable as possible to the previous Original Reference Rate, all as determined by the Relevant Rate Determination Agent and without the consent of the holder of the Floating Rate Notes.

In certain circumstances, including where no Successor Rate or Alternative Rate (as applicable) is determined or due to the uncertainty concerning the availability of Successor Rates or Alternative Rates and the involvement of an Relevant Rate Determination Agent, the relevant fallback provisions may not operate as intended at the relevant time and the Alternative Rate or Successor Rate may perform differently from the Original Reference Rate, as indicated in the risk factor entitled "*Risks related to the European regulation on Benchmarks*".

If the Relevant Rate Determination Agent determines that the Relevant Rate has been discontinued and/or an Administrator/Benchmark Event has occurred, and, for any reason whatsoever, an Alternative Rate or a Successor Rate has not been or cannot be determined before or during the next Interest Determination Date, then no Alternative Rate or Successor Rate will be adopted, and in such event the Rate of Interest will be the Rate of Interest determined on the previous Interest Determination Date (after readjustment in case of difference between the Margin, Multiplier Coefficient or Maximum Rate of Interest or the Minimum Rate of Interest applicable to the previous **Interest Accrual Period** and those of the relevant **Interest Accrual Period**). Generally, the occurrence of any event described above could have a material adverse effect on the value of and return on any Floating Rate Securities.

Moreover, any of the above matters or any significant change to the setting or existence of any relevant rate could affect the ability of the Issuer to meet its obligations under the Floating Rate Notes or could adversely affect the value or liquidity of, or the amounts due under the Floating Rate Notes. Investors should take into account that the Relevant Rate Determination Agent will have discretion to adjust the relevant Successor Rate or Alternative Rate (as the case may be) in the circumstances described above. Any such adjustment could have unforeseen commercial consequences and there can be no assurance that, given the particular situation of each holder, such adjustment will be favourable to them.

INCORPORATION BY REFERENCE

1. Documents incorporated by reference as of the date of this Offering Circular

This Offering Circular shall be read and construed in conjunction with the following documents that were previously published. These documents are incorporated by reference in this Offering Circular and are deemed to form an integral part hereof:

- the chapter "Terms and Conditions of the Notes" set out on pages 29 to 48 of the Base Prospectus dated 23 April 2013 (which received visa no 13-173 from the AMF on 23 April 2013) (the "**2013 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 30 to 52 of the Base Prospectus dated 13 October 2014 (which received visa no. 14-548 from the AMF on 13 October 2014) (the "**2014 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 31 to 52 of the Base Prospectus dated 19 July 2016 (which received visa no. 16-331 from the AMF on 19 July 2016) (the "**2016 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 37 to 57 of the Base Prospectus dated 14 May 2018 (which received visa no. 18-171 from the AMF on 14 May 2018) (the "**2018 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 39 to 62 of the Base Prospectus dated 23 May 2019 (which received visa no. 19-224 from the AMF on 23 May 2019) (the "**2019 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 25 to 48 of the Offering Circular dated 15 September 2020 (the "**2020 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 29 to 52 of the Offering Circular dated 15 October 2021 (the "**2021 Conditions**");
- the chapter "Terms and Conditions of the Notes" set out on pages 28 to 51 of the Offering Circular dated 23 January 2023 (the "**2023 Conditions**"); and
- the chapter "Terms and Conditions of the Notes" set out on pages 27 to 50 of the Offering Circular dated 5 March 2024 (the "**2024 Conditions**"); and, together with the 2013 Conditions, the 2014 Conditions, the 2016 Conditions, the 2018 Conditions, the 2019 Conditions, the 2020 Conditions, the 2021 Conditions, and the 2023 Conditions, the "**Previous EMTN Programme Conditions**").

The Previous EMTN Programme Conditions are incorporated by reference in this Offering Circular only for the purposes of subsequent issues of Notes to be assimilated (*assimilées*) with Notes issued under the Previous EMTN Programme Conditions.

So long as Notes issued under this Programme are outstanding, Previous EMTN Programme Conditions will be published on the website of the Issuer (www.paysdelaloire.fr).

2. Documents incorporated by reference after the date of this Offering Circular

The following documents, which will be published on the website of the Issuer (www.paysdelaloire.fr) after the date of this Offering Circular, shall be deemed to be incorporated by reference in this Offering Circular and form an integral part thereof from the date of their publication:

- the latest up-to-date version of the Issuer's administrative accounts or single financial accounts; and
- the latest up-to-date version of the Issuer's original budget (*budget primitif*) and any related supplementary budget (*budget supplémentaire*) of the Issuer.

Investors are deemed to have read all the information contained in the documents incorporated (or deemed incorporated) by reference in this Offering Circular, as if such information were included in this Offering Circular. Investors who have not read this information should, to the extent published, do so prior to investing in the Notes.

AMENDMENT TO THE OFFERING CIRCULAR

Subject to the paragraph below, any significant new factor, material mistake or inaccuracy relating to the information included in this Offering Circular, which would be likely to have an influence on the assessment of any Notes and would arise or be noted after the date of this Offering Circular, shall be mentioned in an amendment or update to the Offering Circular (an "**Amendment**") or in the Pricing Supplement applicable to such Notes.

Notwithstanding the above paragraph, and for the avoidance of doubt, it is specified that the information mentioned in paragraph 2 of chapter "Incorporation by reference" will not be subject to an Amendment, since it is deemed to be incorporated by reference and form an integral part of the Offering Circular from the date of publication.

Any Amendment will be published on the website of the Issuer (www.paysdelaloire.fr).

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions that, as completed and/or amended by the provisions of the relevant Pricing Supplement (as defined below), shall be applicable to the Notes (the "**Terms and Conditions**"). In the case of Dematerialised Notes (as defined below) 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 and/or amended by the relevant Pricing Supplement. In the case of Materialised Notes (as defined below) either (i) the full text of these Terms and Conditions together with the relevant provisions of the Pricing Supplement (subject to simplification by the deletion of non-applicable provisions) or (ii) these Terms and Conditions as so completed and/or amended shall be endorsed on Definitive Materialised Notes.

The Pricing Supplement relating to a tranche of Notes may provide for other terms and conditions which shall replace or modify one or more Conditions of the Terms and Conditions of the Notes below.

All capitalised terms that are not defined in these Terms and Conditions will have the meanings given to them in the relevant Pricing Supplement. References below to "**Conditions**" are, unless the context requires otherwise, to the numbered paragraphs below. References in the Conditions to "**Notes**" are to the Notes of one Series only, not to all Notes that may be issued under the Programme. The Notes will constitute obligations under French law.

The Notes are issued by Région des Pays de la Loire (the "**Issuer**" or "**Région des Pays de la Loire**") in series (each a "**Series**") on the same or at different issue dates. The Notes of the same Series will be issued on identical terms (save as the first payment of interest), the Notes of the same Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a "**Tranche**") on one or more issue dates. The Notes of the same Series will be issued on identical terms (save as the issue price and, as the case may be, the issue date, the first interest payment and the total nominal amount of the Tranche). Notes will be issued under the Conditions of this Offering Circular as completed and/or amended by the provisions of the relevant pricing supplement (the "**Pricing Supplement**") relating to the specific terms of each Tranche (including the aggregate nominal amount, issue price, redemption price, and interest, if any, payable under the Notes).

The Notes are issued with the benefit of an amended agency agreement in the French language dated 4 March 2025 (as amended, the "**Agency Agreement**") between the Issuer and BNP PARIBAS as fiscal agent, principal paying agent and calculation agent. The fiscal agent, the paying agent and the calculation agent(s) for the time being (if any) are referred to below respectively as the "**Fiscal Agent**", the "**Paying Agent(s)**" (which expression shall include the Fiscal Agent) and the "**Calculation Agent(s)**".

The holders of the interest coupons (the "**Coupons**") relating to interest bearing Materialised Notes and, where applicable in the case of such Notes, the holders of talons for further Coupons (the "**Talons**") and the holders of the receipts for the payment of instalments of principal relating to Materialised Notes of which the principal is redeemable in instalments (the "**Receipts**") are respectively referred to below as the "**Couponholders**" and the "**Receiptholders**".

For the purposes of these Conditions, "**Regulated Market**" means any regulated market located in a member state of the European Economic Area, as defined in directive 2014/65/UE of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended, appearing in the list of the regulated markets established by the European Securities and Markets Authority on its website.

1. Form, denomination and title

1.1 Form

Notes may be issued either in dematerialised form ("**Dematerialised Notes**") or in materialised form ("**Materialised Notes**"), as specified in the relevant Pricing Supplement.

- (i) Title to Dematerialised Notes will be evidenced in accordance with Articles L.211-3 *et seq.* 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 delivered in respect of the Dematerialised Notes.

Dematerialised Notes are issued, at the option of the Issuer, as set out in the relevant Pricing Supplement, in either bearer form (*au porteur*), which will be inscribed in the books of Euroclear France (acting as central

depository) which shall credit the accounts of the Account Holders, or in registered form (*au nominatif*) and, in such latter case, at the option of the relevant Noteholder in either administered registered form (*au nominatif administré*) inscribed in the books of an Account Holder designated by the relevant Noteholder or in fully registered form (*au nominatif pur*) inscribed in an account maintained by the Issuer or a registration agent (designated in the relevant Pricing Supplement) acting on behalf of the Issuer (the "**Registration Agent**").

For the purpose of these Conditions, "**Account Holder**" means any authorised financial intermediary institution entitled to hold securities accounts, directly or indirectly, with Euroclear France, and includes Euroclear Bank SA/NV ("**Euroclear**") and the depository bank for Clearstream Banking, S.A. ("**Clearstream**").

- (ii) Materialised Notes are issued in bearer form only. Materialised Notes in definitive form ("**Definitive 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 Terms and Conditions are not applicable. "**Instalment Notes**" are issued with one or more Receipts attached.

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

The Notes may be "**Fixed Rate Notes**", "**Floating Rate Notes**", "**Fixed to Floating Rate Notes**", "**Zero Coupon Notes**", or a combination of any of the foregoing, depending on the Interest Basis and the redemption method specified in this Offering Circular as completed and/or amended by the relevant Pricing Supplement.

1.2 Denomination

Notes shall be issued in the specified denomination(s) as set out in the relevant Pricing Supplement (the "**Specified Denomination(s)**").

Dematerialised Notes shall be issued in one Specified Denomination only.

1.3 Title

- (i) Title to Dematerialised Notes in bearer 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 the 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 maintained by the Issuer or by the Registration Agent.
- (ii) Title to Definitive Materialised Notes, and where appropriate, Coupons, Receipt(s) and/or a Talon attached thereto on issue, shall pass by delivery.
- (iii) Subject to a judicial or administrative decision ordered by a court of competent jurisdiction or as required by applicable legal or regulatory provisions, the holder of any Note (as defined below), and related Coupon, Talon or Receipt 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 such Noteholder.
- (iv) In these Conditions,

"**Noteholder**" or, as the case may be, "**holder of any Note**" means (a) in the case of Dematerialised Notes, the individual or entity whose name appears in the account of the relevant Account Holder, Issuer or Registration Agent (as the case may be) as being holder of such Notes, (b) in the case of Definitive Materialised Notes, the holder of any Definitive Materialised Note and the Coupons, Talons or Receipts relating to it and (c) in the case of Materialised Notes for which a Temporary Global Certificate is issued and is still in circulation, each person (other than the clearing institution) which appears as the holder of such

Notes or of a nominal amount of such Notes, in accordance with applicable laws and regulations and the rules and procedures of the clearing institution, including Euroclear France, Euroclear or Clearstream.

2. Conversions and exchanges of Notes

(a) Dematerialised Notes

- (i) Dematerialised Notes issued in bearer form (*au porteur*) may not be converted into Dematerialised Notes in registered form, whether in fully registered form (*au nominatif pur*) or in administered registered form (*au nominatif administré*).
- (ii) Dematerialised Notes issued in registered form (*au nominatif*) may not be converted into Dematerialised Notes in bearer form (*au porteur*).
- (iii) Dematerialised Notes issued in fully registered form (*au nominatif pur*) may, at the option of the holder of such Notes, be converted into Notes in administered registered form (*au nominatif administré*), and *vice versa*. The exercise of any such option by such holder shall be made in accordance with Article R.211-4 of the French *Code monétaire et financier*. Any such conversion shall be effected at the cost of such Noteholder.

(b) Materialised Notes

Materialised Notes of one Specified Denomination may not be exchanged for Materialised Notes of another Specified Denomination.

3. Status of Notes

The obligations of the Issuer under the Notes and, where applicable, any related Coupons and Receipts constitute direct, unconditional, unsubordinated (notwithstanding the provisions of Condition 4) and unsecured obligations of the Issuer and will rank *pari passu* without preference among themselves and (subject to such exceptions as are from time to time mandatory under French law) *pari passu* with all other present or future unsubordinated and unsecured obligations of the Issuer.

4. Negative pledge

So long as any of the Notes or, if applicable, any Coupons or Receipts attached to the Notes, remain outstanding (as defined below), the Issuer will not create or permit to subsist any mortgage, pledge, lien or any other security interest (*sûreté réelle*) upon any of its assets, rights or revenues, present or future, to secure any present or future indebtedness for borrowed money represented by bonds, notes or other securities having a maturity of more than one year and which are (or are capable of being) admitted to trading on a Regulated Market, unless the Issuer's obligations under the Notes and, where applicable, Coupons or Receipts are equally and rateably secured therewith.

For the purposes of the Terms and Conditions:

"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 Terms and Conditions, (b) those in respect of which the date for redemption has occurred and the redemption amounts (including all interest accrued on such Notes to the date for such redemption, as the case may be, 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 Terms Conditions, © in the case of Definitive Materialised Notes (i) 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) 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.

5. Interest and other calculations

(a) Definitions

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

"Amortisation Yield" means, in respect of any Zero Coupon Note, the rate specified as such in the relevant Pricing Supplement or, if none is specified in the relevant Pricing Supplement, the rate that would result in an Amortised Nominal Amount equal to the issue price of the relevant Zero Coupon Note if the price of the Zero Coupon Note were reduced to the issue price on the Issue Date.

"Benchmark" means the benchmark rate as specified in the relevant Pricing Supplement, which may be EURIBOR, EUR CMS or any other benchmark rate as specified in the relevant Pricing Supplement.

"Business Day" means:

- (i) a day on which the real time gross settlement system operated by the Eurosystem or any successor system ("**T2**") is operating (a "**TARGET Business Day**"), and/or
- (ii) one or more additional business centre(s) specified in the relevant Pricing Supplement (the "**Business Centres**"), a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in euro in the Business Centre(s) so specified.

"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 but excluding the last day of such period) (whether or not constituting an Interest Period, the "**Calculation Period**") (being specified that for purposes of this definition, unless the context otherwise requires, a day means a calendar day)

- (i) if "**Actual/365**", "**Actual/365-FBF**" or "**Actual/Actual-ISDA**" is specified in the relevant Pricing Supplement, the actual number of days in the Calculation Period divided by three hundred and sixty-five (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 three hundred and sixty-six (366) and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by three hundred and sixty-five (365));
- (ii) if "**Actual/Actual-IMA**" is specified in the relevant Pricing Supplement:
 - (A) if the Accrual Period is equal to or shorter than the Determination Period in which it falls, the number of days in the Accrual 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 (1) Determination Period, the sum of:
 - (x) the number of days in such Accrual 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 Accrual 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,

in each case where:

"Accrual Period" means the relevant period for which interest is to be calculate;

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

"Determination Date" means any date specified in the relevant Pricing Supplement or, if none is so specified, any Interest Payment Date;

- (iii) if "**Actual/Actual-FBF**" is specified in the relevant Pricing Supplement, the fraction whose numerator is the actual number of days elapsed during such period and whose denominator is three hundred and sixty-five

(365) (or three hundred and sixty-six (366) if 29 February falls within the Calculation Period). If the Calculation Period is of a duration of more than one year, the basis shall be calculated as follows:

- (x) the number of complete years shall be counted back from the last day of the Calculation Period;
- (y) this number shall be increased by the fraction for the relevant period calculated as set out in the first paragraph of this definition;
- (iv) if "**Actual/365 (Fixed)**" is specified in the relevant Pricing Supplement, the actual number of days in the Calculation Period divided by three hundred and sixty-five (365);
- (v) if "**Actual/360**" is specified in the relevant Pricing Supplement, the actual number of days in the Calculation Period divided by three hundred and sixty (360);
- (vi) if "**30/60**", "**360/60**" or "**Bond Basis**" is specified in the relevant Pricing Supplement, the number of days in the Calculation Period divided by three hundred and sixty (360) (the number of days to be calculated on the basis of a year of three hundred and sixty (360) days with twelve (12) thirty-day (30) months (unless (a) the last day of the Calculation Period is the thirty-first (31st) day of a month but the first day of the Calculation Period is a day other than the thirtieth (30th) or thirty-first (31st) day of a month, in which case the month that includes that last day shall not be considered to be shortened to a thirty-day (30) 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 thirty-day (30) month)
- (vii) if "**30/360-FBF**" or "**Actual 30A/360 (American Bond Basis)**" is specified in the relevant Pricing Supplement, in respect of each Calculation Period, the fraction whose denominator is three hundred and sixty (360) and whose numerator is the number of days calculated as for 30E/360-FBF, subject to the following exception:

where the last day of the Calculation Period is the thirty-first (31st) and the first day is neither the thirtieth (30th) nor the thirty-first (31st), the last month of the Calculation Period shall be deemed to be a month of thirty-one (31) days,

using the same abbreviations as for 30E/360-FBF, the fraction is:

If $dd2 = 31$ and $dd1 \neq (30,31)$,

then:

$$\frac{1}{360} \times [(aa2 - aa1) \times 360 + (mm2 - mm1) \times 30 + (jj2 - jj1)]$$

or

$$\frac{1}{360} \times [(aa2 - aa1) \times 360 + (mm2 - mm1) \times 30 + \text{Min}(jj2, 30) - \text{Min}(jj1, 30)];$$

- (viii) if "**30E/360**" or "**Eurobond Basis**" is specified in the relevant Pricing Supplement, the number of days in the Calculation Period divided by three hundred and sixty (360) (the number of days to be calculated on the basis of a year of three hundred and sixty (360) days with twelve (12) thirty-day (30) 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 thirty-day (30) month); and
- (ix) if "**30E/360-FBF**" is specified in the relevant Pricing Supplement, in respect of each Calculation Period, the fraction whose denominator is three hundred and sixty (360) and whose numerator is the number of days elapsed during such period, calculated on the basis of a year comprising twelve (12) months of thirty (30) days, subject to the following exception:

if the last day of the Calculation Period is the last day of the month of February, the number of days elapsed during such month shall be the actual number of days,

where:

D1 (dd1, mm1, yy1) is the date of the beginning of the period

D2 (dd2, mm2, yy2) is the date of the end of the period

the fraction is:

$$\frac{1}{360} \times [(a-2 - aa1) \times 360 + (m-2 - mm1) \times 30 + \text{Min}(jj2, 3-) - \text{Min}(jj1, 30)].$$

"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 Pricing Supplement or, if none is so specified, the first day of the Interest Accrual Period to which such Interest Determination Date relates.

"Euroclear France" means the central depository of French notes located 10-12, place de la Bourse, 75002 Paris, France.

"Euro Zone" means the region comprised of Member States of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community, as amended.

"FBF Definitions" means the definitions set out in the 2013 FBF Master Agreement relating to transactions on forward financial instruments as supplemented by the Technical Schedules (*Additifs Techniques*) published by the *Fédération Bancaire Française* and as amended from time to time, in their amended and updated version applicable as at the Issue Date of the first Tranche of the relevant Series, (together the **"FBF Master Agreement"**).

"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, as indicated in the relevant Pricing Supplement.

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

"Interest Determination Date" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such in the relevant Pricing Supplement or, if none is so specified, the day falling two (2) TARGET Business Days prior to the first day of such Interest Accrual Period.

"Interest Payment Date" means the date(s) specified in the relevant Pricing Supplement.

"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 unless otherwise specified in the relevant Pricing Supplement.

"ISDA Definitions" means, as specified in the relevant Pricing Supplement, the 2006 ISDA Definitions or the 2021 ISDA Definition.

"2006 ISDA Definitions" means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., as amended, supplemented or replaced, from time to time, and as updated as at the Issue Date of the first Tranche of the relevant Series.

"2021 ISDA Definitions" means the 2021 ISDA Interest Rate Derivatives Definitions, as published by the International Swaps and Derivatives Association, Inc., as amended, supplemented or replaced, from time to time, and as updated as at the Issue Date of the first Tranche of the relevant Series.

"Issue Date" means for each relevant Tranche the closing date of the Notes for such Tranche.

"Margin" means, for an Interest Accrual Period, the percentage or number for the applicable Interest Accrual Period, as indicated in the relevant Pricing Supplement, being specified that it may have a positive value, a negative value or equalizer.

"Rate of Interest" means the rate of interest payable in respect of the Notes and that is either specified or calculated in accordance with the provisions of these Conditions as completed and/or amended by the relevant Pricing Supplement.

"Reference Banks" means the institutions specified as such in the relevant Pricing Supplement 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 Benchmark (which, if EURIBOR or EUR CMS is the relevant Benchmark, shall be the Euro-zone).

"Relevant Financial Centre" means, with respect to any Floating Rate to be determined in accordance with a Screen Rate Determination on an Interest Determination Date, the financial centre as may be specified as such in the relevant Pricing Supplement or, if none is so specified, the financial centre with which the relevant Benchmark is most closely connected (which, in the case of EURIBOR and EUR CMS, shall be the Euro-zone) or, if none is so connected, Paris.

"Relevant Date" means, in respect of any Note, Coupon or Receipt, the date on which payment in respect of it first became due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (in the case of Materialised Notes if earlier) the date seven (7) calendar days after that on which notice is duly given to the holders of such Materialised Notes that, upon further presentation of the Materialised Note, Coupon or Receipt being made in accordance with the Conditions, such payment will be made, provided that payment is in fact made upon such presentation.

"Relevant Rate" means the Benchmark for a Representative Amount for a period equal to the Specified Duration commencing on the Effective Date (if such duration is applicable or appropriate to the Benchmark).

"Relevant Time" means, with respect to any Interest Determination Date, the local time in the Relevant Financial Centre specified in the relevant Pricing Supplement or, if no time is specified, the local time in the Relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the interbank market in the Relevant Financial Centre and for this purpose **"local time"** means, with respect to Europe and the Euro-zone as a Relevant Financial Centre, 11:00 a.m. (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 Pricing Supplement or, if none is specified, an amount that is representative for a single transaction in the relevant market at the time.

"Screen Page" means such page, section, caption, column or other part of a particular information service (including, Thomson Reuters) as may be specified for the purpose of providing a benchmark 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, as set out in the relevant Pricing Supplement.

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

(b) 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 annually, semi-annually, quarterly or monthly (except as otherwise provided in the relevant Pricing Supplement) in arrears on each Interest Payment Date as indicated in the relevant Pricing Supplement.

If a Fixed Coupon Amount or a Broken Amount is specified in the relevant Pricing Supplement, 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 Pricing Supplement.

(c) **Interest on Floating Rate Notes**

(i) *Interest Payment Dates:* Each Floating 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 annually, semi-annually, quarterly or monthly (except as otherwise provided in the relevant Pricing Supplement) in arrears on each Interest Payment Date. Such Interest Payment Date(s) is (are) either shown in the relevant Pricing Supplement as Specified Interest Payment Dates; if no Specified Interest Payment Date(s) is (are) shown in the relevant Pricing Supplement, Interest Payment Date shall mean each date which falls the number of months or any other period shown in the relevant Pricing Supplement as the Interest Period and 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, unless otherwise provided for in the relevant Pricing Supplement. Notwithstanding the foregoing, where the applicable Pricing Supplement specifies that the relevant Business Day Convention is to be applied on an "unadjusted" basis, the Interest Amount payable on any date shall not be affected by the application of the relevant Business Day Convention.

(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 accordance with the provisions hereinafter (unless otherwise provided for in the relevant Pricing Supplement) relating to either FBF Determination, ISDA Determination or Screen Rate Determination, depending upon which option is specified in the relevant Pricing Supplement.

(A) FBF Determination for Floating Rate Notes

Where FBF Determination is specified in the relevant Pricing Supplement 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 Pricing Supplement) the Margin (if any). For the purposes of this sub-paragraph (A), "**FBF Rate**" for an Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Agent under a notional interest rate swap transaction (*Echange*) incorporating the FBF Definitions and under which:

- (a) the Floating Rate is as specified in the relevant Pricing Supplement; and
- (b) the Floating Rate Determination Date is as specified in the relevant Pricing Supplement.

For the purposes of this sub-paragraph (A), "**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 Definitions.

If the paragraph "Floating Rate" in the relevant Pricing Supplement provides that the interest rate will be determined by linear interpolation in respect of an Interest Period, the Rate of Interest applicable to such Interest Period will be calculated by the Calculation Agent by linear interpolation between two (2) interest rates based on the applicable Floating Rate, provided that the first interest rate corresponds to a maturity immediately inferior to the duration of the relevant Interest Period and the second rate corresponds to a maturity immediately superior to the same Interest Period.

(B) ISDA Determination for Floating Rate Notes

Where ISDA Determination is specified in the relevant Pricing Supplement 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 Pricing Supplement) the Margin (if any). For the purposes of this sub-paragraph (B), "**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:

- (a) the Floating Rate Option is as specified in the relevant Pricing Supplement;
- (b) the Designated Maturity is a period specified in the relevant Pricing Supplement; and
- (c) the relevant Reset Date is the first day of that Interest Accrual Period unless otherwise specified in the relevant Pricing Supplement.

For the purposes of this sub-paragraph (B), "**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.

If the paragraph "Floating Rate Option" in the relevant Pricing Supplement provides that the interest rate will be determined by linear interpolation in respect of an Interest Period, the Rate of Interest applicable to such Interest Period will be calculated by the Calculation Agent by linear interpolation between two (2) interest rates based on the applicable Floating Rate, provided that the first interest rate corresponds to a maturity immediately inferior to the duration of the relevant Interest Period and the second rate corresponds to a maturity immediately superior to the same Interest.

(C) Screen Rate Determination for Floating Rate Notes

Where Screen Rate Determination is specified in the relevant Pricing Supplement as the manner in which the Rate of Interest is to be determined, the Rate of Interest applicable to 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:

- (a) if the Primary Source for Floating Rate 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 as set out in the relevant Pricing Supplement, plus or minus (as indicated in the relevant Pricing Supplement) the Margin (if any); and
- (b) if the Primary Source for the Floating Rate is Reference Banks or if sub-paragraph (a)(i) applies and no Relevant Rate appears on the Screen Page at the Relevant Time on the Interest Determination Date or if sub-paragraph (a)(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 Relevant Financial Centre at the Relevant Time on the Interest Determination Date, as determined by the Calculation Agent, plus or minus (as indicated in the relevant Pricing Supplement) the Margin (if any);
- (c) if paragraph (b) above applies and 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 Benchmark) in respect of a Representative Amount that at least two (2) out of five (5) leading banks selected by the Calculation Agent in the principal financial centre of the Eurozone 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 (I) to leading banks carrying on business in Europe, or (if the Calculation Agent determines that fewer than two of such banks

are so quoting to leading banks in Europe) (II) to leading banks carrying on business in the Principal Financial Centre; except that, if fewer than two of such banks are so quoting to leading banks in the Principal Financial Centre, the Rate of Interest shall be the Rate of Interest determined on the previous Interest Determination Date (after readjustment for any difference between any Margin, Rate Multiplier or Maximum Rate of Interest or Minimum Rate of Interest applicable to the preceding Interest Accrual Period and to the relevant Interest Accrual Period);

- (d) notwithstanding the provisions of paragraphs (a), to (c) above, if the Primary Source for the Floating Rate is a Screen Page and the Benchmark mentioned in the relevant Pricing Supplement is specified as being EUR CMS rate, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be determined by the Calculation Agent based on the annual rate applicable to a swap for a swap in euros which maturity is the Specified Duration, expressed on percentage, as it appears on the Screen Page at the Specified Time on the relevant Interest Determination Date and increased or decreased, as the case may be (as specified in the relevant Pricing Supplement) with the Margin (the "**EUR CMS**").

If the relevant Screen Page is not available, the Calculation Agent shall request each of the Reference Banks to provide the Calculation Agent with its quotation for the Relevant Swap Rate at approximately the Specified Time on the Interest Determination Date. If at least three (3) of the Reference Banks provide the Calculation Agent with such quotations, the EUR CMS for such Interest Accrual Period shall be the arithmetic mean of such quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest).

If on any Interest Determination Date less than three or none of the Reference Banks provides the Calculation Agent with such quotations as provided in the preceding paragraph, the EUR CMS shall be determined by the Calculation Agent on such commercial basis as considered appropriate by the Calculation Agent in its absolute discretion, in accordance with standard market practice.

For the purposes of this sub-paragraph (d):

"Relevant Swap Rate" means the mid-market annual swap rate on the market determined on the basis of the arithmetic average of the prices and offered rates for the annual fixed part, calculated on a 30/360 day count basis, of a fixed-for-floating euro interest rate swap transaction with a term equal to the Specified Duration commencing on the first day of the relevant Interest Period and in a Representative Amount with an acknowledged dealer of good credit in the swap market, where the floating part, in each case calculated on an Actual/360 day count basis, is equivalent to EUR-EURIBOR-Reuters (as defined in the 2006 ISDA Definitions) with a Specified Duration determined by the Calculation Agent by reference to standard market practice and/or the ISDA Definitions; and

"Representative Amount" means an amount that is representative for a single transaction in the relevant market at the relevant time.

In the relevant Pricing Supplement, if the paragraph "Benchmark" provides that the interest rate will be determined by linear interpolation in respect of an Interest Period, the Rate of Interest applicable to such Interest Period will be calculated by the Calculation Agent by linear interpolation between two (2) interest rates based on the applicable Benchmark, provided that the first interest rate corresponds to a maturity immediately inferior to the duration of the relevant Interest Period and the second rate corresponds to a maturity immediately superior to the same Interest Period.

- (D) Events impacting the determination of the Benchmark

For the purpose of the Screen Rate Determination, the provisions of this paragraph (D) shall apply notwithstanding the provisions mentioned in paragraphs (a) to (d) of paragraph (C) above (unless otherwise provided in the relevant Pricing Supplement).

If, at any time prior to or on any Interest Determination Date, the Issuer, after consultation with the Calculation Agent, determines, acting in good faith and in a commercially reasonable manner, that the Relevant Rate has been discontinued or that an Administrator/Benchmark Event has occurred:

- (a) the Issuer will, as soon as reasonably practicable, appoint an agent (the "**Relevant Rate Determination Agent**") that shall determine, acting in good faith and in a commercially reasonable manner, whether, for the purposes of determining the Relevant Rate on each following Interest Determination Date, a Successor

Rate, failing which, an Alternative Rate if available. If the Relevant Rate Determination Agent determines that there is a Successor Rate or an Alternative Rate, the Relevant Rate Determination Agent will use such Replacement Relevant Rate. The Relevant Rate Determination Agent may be (i) a leading bank or a broker-dealer in the Principal Financial Centre or in the Relevant Financial Centre, (ii) an independent financial adviser and/or (iii) the Calculation Agent;

- (b) if the Relevant Rate Determination Agent has determined a Replacement Relevant Rate in accordance with the foregoing, the Relevant Rate Determination Agent will also determine concomitant changes (if any) to the Business Day Convention, the definition of Business Day, the Interest Determination Date, the Day Count Fraction, the Adjustment Spread, and any method for obtaining the Replacement Relevant Rate, and such other changes or adjustments necessary to make such Replacement Relevant Rate as comparable as possible to the Relevant Rate, in each case in a manner that is consistent with guidance promulgated by associations involved in the establishment of market standards and/or protocols in the international financial and/or debt capital markets as the Relevant Rate Determination Agent may consider relevant for such Replacement Relevant Rate;
- (c) references to the "Relevant Rate" in these Conditions will thenceforth be deemed to be references to the Replacement Relevant Rate, including any concomitant changes and adjustments determined in accordance with paragraph (b) above. The determination of the Replacement Relevant Rate and such concomitant changes and adjustments by the Relevant Rate Determination Agent will (in the absence of manifest error) be final and binding on the Issuer, the Calculation Agent, the Fiscal Agent, the International Bondholders and any other person and each Bondholder shall be deemed to have accepted the Replacement Relevant Rate and such related changes and adjustments pursuant to this paragraph (D); and
- (d) as soon as reasonably practicable, the Relevant Rate Determination Agent will notify the Issuer of the foregoing and the Issuer will give notice to the Noteholders (in accordance with Condition 14) and the Fiscal Agent specifying the Replacement Relevant Rate, as well as the concomitant changes and adjustments determined in accordance with paragraph (b) above.

If the Relevant Rate Determination Agent has determined that the Relevant Rate has been discontinued and/or an Administrator/Benchmark Event has occurred, and for any reason a Replacement Relevant Rate has not been or cannot be determined on or prior to the next following Interest Determination Date, then no Replacement Relevant Rate will be adopted, and in such case, the Rate of Interest shall be the Rate of Interest determined on the previous Interest Determination Date (after readjustment for any difference between any Margin, Rate Multiplier or Maximum Rate of Interest or Minimum Rate of Interest applicable to the preceding Interest Accrual Period and to the relevant Interest Accrual Period).

Where:

"Adjustment Spread" means either a spread (which may be positive or negative), or the formula or methodology for calculating a spread, in either case, which the Relevant Rate Determination Agent determines and which is required to be applied to the Successor Rate or the Alternative Rate (as the case may be) to reduce or eliminate, to the fullest extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to Noteholders, Receiptholders and Couponholders as a result of the replacement of the Original Reference Rate with the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

- (i) in the case of a Successor Rate, is formally recommended or formally provided as an option for parties to adopt in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or
- (ii) if no recommendation required under (a) above has been made or in the case of an Alternative Rate, the Relevant Rate Determination Agent determines which is recognised or acknowledged as being a customary market usage in the international debt capital market for transactions or, if not, the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate, as the case may be; or
- (iii) if no such recommendation or option has been made (or made available), or the Relevant Rate Determination Agent determines there is no such spread, formula or methodology in customary market usage, the Relevant Rate Determination Agent, acting in good faith, determines to be appropriate.

"Administrator/Benchmark Event" means, in relation to any Floating Rate Notes and a Benchmark, the occurrence of a Benchmark Modification or Cessation Event, a Non-Approval Event, a Rejection Event or a Suspension/Withdrawal Event.

"Alternative Rate" means an alternative benchmark or screen rate which the Relevant Rate Determination Agent determines in accordance with Condition 5(c)(iii)(C) and which is customary market usage in the international debt capital markets for the purposes of determining rates of interest (or the relevant component part thereof) for a commensurate interest period and in the same currency as the Floating Rate Notes.

"Benchmark Modification or Cessation Event" means, in respect of any Floating Rate Notes and a Benchmark:

- (a) any material changes in such Benchmark;
- (b) the permanent or indefinite cancellation or cessation in the provision of such Benchmark;
- (c) a relevant regulator or other official sector entity prohibits the use of such Benchmark.

"Benchmark Regulation" means Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and contracts or to measure the performance of investment funds, as amended.

"Non-Approval Event" means, in respect of the Benchmark:

- (a) any authorisation, registration, recognition, endorsement, equivalence or approval in respect of the Benchmark or the administrator or sponsor of the Benchmark has not been or will not be obtained;
- (b) the Benchmark or the administrator or sponsor of the Benchmark has not been or will not be included in an official register; or
- (c) the Benchmark or the administrator or sponsor of the Benchmark does not or will not fulfil any legal or regulatory requirement applicable to the Floating Rate Notes, the Issuer, the Calculation Agent or the Benchmark,

in each case, as required under any applicable law or regulation for any of the Issuer, the Calculation Agent or any other entity to perform its obligations in respect of the Floating Rate Notes. For the avoidance of doubt, a Non-Approval Event shall not occur if, notwithstanding that the Benchmark or the administrator or sponsor of the Benchmark is not or will not be included in an official register because its authorisation, registration, recognition, endorsement, equivalence or approval is suspended, at the time of such suspension the continued provision and use of the Benchmark is nevertheless permitted in respect of the Floating Rate Notes under applicable law or regulation during the period of such suspension".

"Original Reference Rate" means the Benchmark or screen rate (as applicable) originally specified for the purpose of determining the relevant Rate of Interest (or any relevant component part(s) thereof) on the Floating Rate Notes.

"Rejection Event" means, in respect of the Benchmark, the relevant competent authority or other relevant official body rejects or refuses or will reject or refuse any application for authorisation, registration, recognition, endorsement, equivalence, approval or inclusion in any official register which, in each case, is required in relation to the Floating Rate Notes, the Benchmark or the administrator or sponsor of the Benchmark under any applicable law or regulation for any of the Issuer, the Calculation Agent or any other entity to perform its obligations in respect of the Floating Rate Notes.

"Relevant Nominating Body" means, in respect of a Benchmark:

- (a) the central bank, reserve bank, monetary authority or any other similar institution (as applicable) for the currency to which the Benchmark relates; or
- (b) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (i) the central bank, reserve bank, monetary authority or any other similar institution (as applicable) for the currency to which the Benchmark relates, (ii) a group of the aforementioned institutions or (iv) the Financial Stability Board or any part thereof.

"Replacement Relevant Rate" means the Successor Rate or the Alternative Rate as determined by the Relevant Rate Determination Agent for the purpose of determining the Relevant Rate, as the case may be.

"Successor Rate" means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body. If the Relevant Nominating Body nominates several successors to or replacements of the Original Reference Rate, the Relevant Rate Determination Agent will determine which of these successors to or replacements of the Original Reference Rate is the most appropriate, taking into account the specific terms and conditions of the Notes and the Issuer's nature.

"Suspension/Withdrawal Event" means, in respect of the Benchmark:

- (a) the relevant competent authority or other relevant official body suspends or withdraws or will suspend or withdraw any authorisation, registration, recognition, endorsement, equivalence decision or approval in relation to the Benchmark or the administrator or sponsor of the Benchmark which is required under any applicable law or regulation for any of the Issuer, the Calculation Agent or any other entity to perform its obligations in respect of the Floating Rate Notes; or
- (b) the Benchmark or the administrator or sponsor of the Benchmark is or will be removed from any official register where inclusion in such register is or will be required under any applicable law in order for any of the Issuer, the Calculation Agent or any other entity to perform its obligations in respect of the Floating Rate Notes.

For the avoidance of doubt, a Suspension/Withdrawal Event shall not occur if such authorisation, registration, recognition, endorsement, equivalence decision or approval is or will be suspended or where inclusion in any official register is or will be withdrawn if, at the time of such suspension or withdrawal, the continued provision and use of the Benchmark is permitted in respect of the Floating Rate Notes under applicable law or regulation during the period of such suspension or withdrawal.

(d) Interests of Fixed to Floating Rate Notes

Where Change of Interest Basis is specified to be applicable in the relevant Pricing Supplement, unless otherwise specified in the relevant Pricing Supplement, each Fixed/Floating Rate Notes shall bear interest on its outstanding nominal amount at a rate that:

- (a) at the Issuer's option, the Issuer may elect to convert (the **"Issuer Change of Interest Basis"**) on the switch date specified in the relevant Pricing Supplement (the **"Switch Date"**) from a fixed rate (as calculated in accordance with Condition 5(b) as completed and/or amended in the relevant Pricing Supplement) (a **"Fixed Rate"**) to a floating rate (as calculated in accordance with Condition 5(c) as completed and/or amended in the relevant Pricing Supplement) (a **"Floating Rate"**) or from a Floating Rate to a Fixed Rate, it being specified that any Issuer Change of Interest Basis will be applicable on the condition of notifying the relevant Noteholders in accordance with Condition 14 and within the period specified in the relevant Pricing Supplement; or
- (b) automatically changes from Fixed Rate to Floating Rate or from Floating Rate to Fixed Rate on the Switch Date in the relevant Pricing Supplement (the **"Automatic Change of Interest Basis"**).

(e) Zero Coupon Notes

Where a Note the Interest Basis of which is specified to be Zero Coupon, and if so specified in the relevant Pricing Supplement, is repayable prior to the Maturity Date pursuant to option of redemption of the Issuer or the Noteholders in accordance with the provisions of Condition 6(c) or 6(d), pursuant to Condition 6(e) or otherwise specified in these Terms and Conditions and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount. 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 6(e)(i)).

(f) Accrual of interest

Interest shall cease to accrue on each Note on the due date for redemption unless (i) in the case of Dematerialised Notes, on such due date or (ii) in the case of Materialised Notes, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (as well after as before judgement) at the Rate of Interest in the manner provided in this Condition 5 to the Relevant Date.

(g) Margin, Rate Multiplier, Maximum/Minimum Rates of Interest, Instalment Amounts, Maximum/Minimum Redemption Amounts and Rounding

- (a) If any Margin or Rate Multiplier is specified in the relevant Pricing Supplement, 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 to the Rates of Interest for the specified Interest Accrual Periods in the case of (y), calculated in accordance with Condition 5(c) above by adding (if a positive number) or subtracting (if a negative number) the absolute value of such Margin or multiplying by such Rate Multiplier, subject always to the next paragraph.
- (b) If any Maximum/Minimum Rate of Interest, Instalment Amount, Minimum Redemption Amount or Maximum Redemption Amount is specified in the relevant Pricing Supplement, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
- (c) Unless a superior Minimum Rate of Interest is specified in the relevant Pricing Supplement, the Minimum Rate of Interest shall be deemed to be zero per cent (0%).
- (d) For the purposes of any calculations required pursuant to these Terms and Conditions, (x) if FBF Determination is specified in the relevant Pricing Supplement, all percentages resulting from such calculations shall be rounded, if necessary, to the nearest ten-thousandth of a percentage point (with halves being rounded up), (y) otherwise all percentages resulting from such calculations shall be rounded, if necessary, to the nearest fifth decimal (with halves being rounded up) and (z) all figures shall be rounded to seven figures (with halves being rounded up).

(h) 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.

(i) Determination and publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts

The Calculation Agent, as soon as practicable on such date after the Relevant Time as it may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts in respect of each Specified Denomination of the Notes for the relevant Interest Accrual Period. The Calculation Agent shall also calculate the Final Redemption Amount, the Early Redemption Amount, the Optional Redemption Amount or the Instalment Amount, obtain such quotation or make such determination or calculation, as the case may be. Then, the Calculation Agent shall 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, the Early Redemption Amount, the Optional Redemption Amount or any Instalment Amount to be notified to the Fiscal Agent, the Issuer, each of the Paying Agents, the holders of Notes, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information. If the Notes are admitted to trading on a Regulated Market and the rules of such Regulated Market so require, the Calculation Agent shall also notify such Regulated Market of such information 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 Regulated Market of a Rate of Interest and Interest Amount, or (ii) in all other cases, no later than the fourth Business Day after such determination. Where the Interest Payment Date or the Interest Period Date is subject to adjustment pursuant to Condition 5(c)(ii), 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. 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.

(j) Calculation Agent and Reference Banks

The Issuer shall procure that there shall at all times be four (4) Reference Banks (or such other number as may be required) with offices in the Relevant Financial Centre and one or more Calculation Agents if provision is made for them in the relevant Pricing Supplement and for so long as any Note is outstanding (as defined 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 Relevant Financial Centre to act as such in its place. Where more than one Calculation Agent is appointed in respect of the Notes, references in these Terms and Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Terms and 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 Interest Accrual 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 actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid. As long as the Notes are admitted to trading on a Regulated Market and the rules of, or applicable to, that Regulated Market so require, notice of any change of Calculation Agent shall be given in accordance with Condition 14.

6. Redemption, purchase and options

(a) Final redemption

Unless previously redeemed or purchased and cancelled as provided below, each Note shall be redeemed on the Maturity Date specified in the relevant Pricing Supplement at the Final Redemption Amount (which, unless otherwise provided, is its nominal amount) or, in the case of a Note falling within Condition 6(b) below, its final Instalment Amount.

(b) Redemption by Instalments

Unless previously redeemed or purchased and cancelled as provided in this Condition 6, 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 Pricing Supplement. 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 (i) in the case of Dematerialised Notes, on the due date for such payment or (ii) in the case of Materialised Notes, on presentation of the related Receipt, in which case, such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.

(c) Redemption at the option of the Issuer, exercise of Issuer's options and partial redemption

If a call option is specified in the relevant Pricing Supplement, the Issuer may, subject to compliance of all the relevant laws, regulations and directives applicable to the Issuer and on giving not less than fifteen (15) nor more than thirty (30) calendar days' irrevocable notice in accordance with Condition 14 to the holders of Notes (or such other notice period as may be specified in the relevant Pricing Supplement) redeem all or, if so provided, some of the Notes on any Optional Redemption Date, as the case may be, as specified in the relevant Pricing Supplement. Any such redemption of Notes shall be at their Optional Redemption Amount as specified in the relevant Pricing Supplement, together with interest accrued to the date fixed for redemption in the relevant Pricing Supplement, if any. Any partial redemption or exercise must relate to Notes of a nominal amount at least equal to the Minimum Redemption Amount to be redeemed as specified in the relevant Pricing Supplement and no greater than the Maximum Redemption Amount to be redeemed as specified in the relevant Pricing Supplement.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition.

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 Regulated Market requirements.

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 the provisions of Article R.213-16 of the French *Code monétaire et financier* as completed by the provisions of the relevant Pricing Supplement, subject to compliance with any other applicable laws and stock exchange requirements.

So long as the Notes are admitted to trading on a Regulated Market and the rules of, or applicable to, such Regulated Market require, the Issuer shall, each time there has been a partial redemption of the Notes, cause to be published (i) as long as such Notes are admitted to trading on Euronext Paris and the rules of such Regulated Market so permit, on the website of the Issuer (www.paysdelaloire.fr) or (ii) in a leading newspaper with general circulation in the city where the Regulated Market on which such Notes are admitted to trading is located, which in the case of the Euronext Paris is expected to be *Les Echos*, a notice specifying the aggregate nominal amount of Notes outstanding and, in the case of Materialised Notes, a list of any Definitive Materialised Notes drawn for redemption but not surrendered.

In the event of a partial redemption, the Specified Denomination of the Notes, the Final Redemption Amount, the Early Redemption Amount, the Optional Redemption Amount, the Instalment Amount and the principal amount of the Notes shall be adjusted to take into account the partial redemption.

(d) Redemption at the option of Noteholders and exercise of Noteholders' options

If a put option is specified in the relevant Pricing Supplement, the Issuer shall, at the option of the Noteholder, upon the Noteholder giving not less than fifteen (15) nor more than thirty (30) calendar days' notice to the Issuer (or such other notice period as may be specified in the relevant Pricing Supplement) redeem such Note on the Optional Redemption Date(s), as specified in the relevant Pricing Supplement, at its Optional Redemption Amount, as specified in the relevant Pricing Supplement together with interest accrued to the date fixed for redemption.

To exercise such option, the Noteholder shall deposit with a Paying Agent at its specified office a duly completed option exercise notice (the "**Exercise Notice**") in the form obtained during normal business hours from any Paying Agent or the Registration Agent, as the case may be, within the notice period. In the case of Materialised Notes, the Exercise Notice shall have attached to it the relevant Notes (together with all unmatured Coupons and Receipts and unexchanged Talons). In the case of Dematerialised Notes, the Noteholder shall transfer, or cause to be transferred, the Dematerialised Notes to be redeemed to the account of the Paying Agent with a specified office in Paris, as specified in the Exercise Notice. No option so exercised and, where applicable, no Note so deposited or transferred, may be withdrawn without the prior consent of the Issuer.

(e) Early redemption

(i) Zero Coupon Notes

- (A) The Early Redemption Amount payable in respect of any Zero Coupon Note, the amount of which is not linked to an index and/or a formula, upon redemption of such Note pursuant to Condition 6(f) or 6(i) or upon it becoming due and payable as provided in Condition 9 shall be the Amortised Nominal Amount (calculated as provided below) of such Note.
- (B) Subject to the provisions of sub-paragraph (C) below, the Amortised Nominal Amount of any such Zero Coupon 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 compounded annually.
- (C) If the Amortised Nominal Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(f) or 6(i) or 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 Nominal Amount of such Note as defined in sub-paragraph (B) above, except that such sub-paragraph shall have effect as though the date on which the Note becomes due and payable was the Relevant Date. The

calculation of the Amortised Nominal Amount in accordance with this sub-paragraph shall continue to be made (both before and after judgement) 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 to the effective redemption date in accordance with Condition 5(f).

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 as provided in the relevant Pricing Supplement.

(ii) Other Notes

The Early Redemption Amount payable in respect of any Note (other than Notes described in (i) above), upon redemption of such Note pursuant to Condition 6(f) or 6(i) or upon it becoming due and payable as provided in Condition 9 shall be the Final Redemption Amount together with interest accrued to the effective redemption date.

(f) Redemption for taxation reasons

(i) If, by reason of any change in French law or regulation, or any change in the official application or interpretation of such law or regulation by competent French authorities, becoming effective after the Issue Date, the Issuer would on the occasion of the next payment of principal or interest due in respect of the Notes, not be able to make such payment without having to pay additional amounts as specified under Condition 8(b) below, the Issuer may, at its option, on any Interest Payment Date or, if so specified in the relevant Pricing Supplement, at any time, subject to having given not more than sixty (60) nor less than thirty (30) calendar days' notice to the Noteholders (which notice shall be irrevocable), in accordance with Condition 14, redeem all, but not some only, of the Notes at their Early Redemption Amount together with, unless otherwise specified in the Pricing Supplement, any interest accrued to the date set for redemption provided that the due date for redemption of which notice hereunder may be given shall be no earlier than the latest practicable date on which the Issuer could make payment of principal and interest without withholding for French taxes.

(ii) If the Issuer would, on the next payment of principal or interest in respect of the Notes, be prevented by French law from making payment to the Noteholders or, if applicable, Couponholders of the full amounts then due and payable, notwithstanding the undertaking to pay additional amounts contained in Condition 8(b) below, then the Issuer shall forthwith give notice of such fact to the Fiscal Agent. The Issuer shall upon giving not less than seven (7) calendar days' prior notice to the Noteholders in accordance with Condition 14, redeem all, but not some only, of the Notes then outstanding (as defined above) at their Early Redemption Amount together with, unless otherwise specified in the Pricing Supplement, any interest accrued to the date set for redemption from (A) the latest practicable Interest Payment Date on which the Issuer could make payment of the full amount then due and payable in respect of the Notes, provided that if such notice referred to above would expire after such Interest Payment Date the date for redemption of Noteholders shall be the later of (i) the latest practicable date on which the Issuer could make payment of the full amount then due and payable in respect of the Notes and (ii) fourteen (14) calendar days after giving notice to the Fiscal Agent as aforesaid or (B) if so specified in the relevant Pricing Supplement, at any time, provided that the due date for redemption of which notice hereunder shall be given shall be the latest practicable date at which the Issuer could make payment of the full amount payable in respect of the Notes, or, if applicable, Coupons or Receipts or, if that date is passed, as soon as practicable thereafter.

(g) Purchases

The Issuer shall have the right at all times to purchase Notes (provided that, in the case of Materialised Notes, all unmatured Coupons and Receipts and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise (including by tender offer) at any price, subject to the applicable laws and regulations.

The Pricing Supplement will specify whether the Notes so purchased by the Issuer may be purchased and held in accordance with applicable laws and regulations.

(h) Cancellation

All Notes redeemed or purchased by or on behalf of the Issuer for cancellation, will 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 the relevant Temporary Global Certificate or the Definitive Materialised Notes in question, together with all unmatured Coupons and Receipts and all unexchanged Talons, if applicable, to the Fiscal Agent and, in each case, if so transferred or surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with, in the case of Dematerialised Notes, all rights relating to payment of interest and other amounts relating to such Dematerialised Notes and, in the case of Definitive Materialised Notes, all unmatured Coupons and Receipts and unexchanged Talons attached thereto or surrendered therewith). Any Notes so cancelled or, where applicable, transferred or surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Notes shall be discharged.

(i) Illegality

If, by reason of any coming into effect of a new law or regulation in France, a change in French law or any mandatory French provision, or any change in the official judicial or administrative application or interpretation of such law by any competent authority, becoming effective after the Issue Date, it would become unlawful for the Issuer to perform or comply with its obligations under the Notes, the Issuer will redeem all, but not some only, of the Notes at their Early Redemption Amount together with any interest accrued to the date set for redemption in a notice to Noteholders, which shall be published in accordance with Condition 14 not more than forty-five (45) nor less than thirty (30) calendar days' prior to such payment (which notice shall be irrevocable).

7. Payments and Talons

(a) Dematerialised Notes

Payments of principal and interest in respect of Dematerialised Notes shall (i) in the case of Dematerialised Notes in bearer dematerialised form or administered registered form, be made by transfer to the account denominated in Euro of the relevant Account Holders for the benefit of the holders of Notes and, (ii) in the case of Dematerialised Notes in fully registered form, to an account denominated in Euro with a Bank (as defined below) designated by the relevant holder of Notes. All payments validly made to such Account Holders or Bank will be an effective discharge of the Issuer in respect of such payments.

(b) Definitive Materialised Notes

(i) Method of payment

Subject as provided below, any payment will be made by credit or transfer to an account denominated in Euro, or to which Euros may be credited or transferred maintained by the payee, or at the option of the payee, by a cheque in Euro drawn on a bank in any country in the Euro-zone.

(ii) Presentation and surrender of Definitive Materialised Notes, Coupons and Receipts

Payments of principal in respect of Definitive Materialised Notes will (subject as provided below) be made in the manner provided in paragraph (i) 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 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)).

Payments of instalments of principal (if any) in respect of Definitive Materialised Notes, other than the final instalment, will (subject as provided below) be made in the manner provided in paragraph (i) above only against presentation and surrender (or, in the case of part payment of any sum due, annotation) of the relevant Receipt in accordance with the preceding paragraph. Payment of the final instalment will be made in the manner provided in paragraph (i) above only against presentation and surrender (or, in the case of part payment of any sum due, annotation) of the relevant Note in accordance with the preceding paragraph. Each Receipt must be presented for payment of the relevant instalment together with the Definitive

Materialised Note to which it appertains. Receipts presented without the Definitive Materialised Note to which they appertain do not constitute valid obligations of the Issuer.

Upon the date upon which any Definitive Materialised Note becomes due and repayable, unmatured Receipts (if any) relating thereto (whether or not attached) shall become void and no payment will be made in respect thereof.

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 at any time before 1st January of the fourth year following the due 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 prior to its Maturity Date, 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 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 Condition 8. No commission or expenses shall be charged to the holders of Notes or Couponholders in respect of such payments.

(d) Appointment of Agents

The Fiscal Agent, the Paying Agent(s) and the Calculation Agent initially appointed by the Issuer and their respective specified offices are listed at the end of this Offering Circular. The Fiscal Agent, the Paying Agent(s) and the Registration Agent act solely as agents of the Issuer and the Calculation Agent(s) act(s) as independent expert(s) and, in each case such, may not be considered as agents in respect of any Noteholder or Couponholder (unless otherwise stated). The Issuer reserves the right at any time to vary or terminate the appointment of the Fiscal Agent, any Paying Agent, Registration Agent or Calculation Agent and to appoint other Fiscal Agent, Paying Agent(s), Registration Agent(s) or Calculation Agent(s) or additional Paying Agent(s), Registration Agent(s) or Calculation Agent(s), provided that the Issuer shall at all times maintain (i) a Fiscal Agent, (ii) one (1) or more Calculation Agent(s) where the Terms and Conditions so require, (iii) Paying Agent having specified offices in at least one major European city (and ensuring the financial services of the Notes in France so long as the Notes are admitted to trading on Euronext Paris and in such other city where the Notes are admitted to trading on any other Regulated Market, so long as the Notes are admitted to trading on such Regulated Market) (iv) in the case of Dematerialised Notes in fully registered form, a Registration Agent and (v) such other agents as may be required by the rules of any other Regulated Market on which the Notes may be admitted to trading.

Notice of any such change or any change of any specified office shall promptly be given to the holders of Notes in accordance with Condition 14.

(e) Talons

On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Materialised Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the

Fiscal Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 11).

(f) Business Days for payment

If any date for payment in respect of any Note, Coupon, or Receipt is not a business day, the Noteholder, Couponholder or Receiptholder 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 (subject to the application of Condition 5(c)(iii)). 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 financial place of presentation and (B) on which banks and foreign exchange markets are open for business in such jurisdictions as shall be specified as "**Financial Centre(s)**" in the relevant Pricing Supplement and (C) which is a TARGET Business Day.

(g) Bank

For the purpose of this Condition 7, "**Bank**" means a bank in a city in which banks have access to T2.

8. Taxation

(a) No withholding tax

All payments of principal, interest and other revenues 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 comes to be required by law.

(b) Additional amounts

If French law should require that payments of principal or interest in respect of any Note, Receipt or Coupon be subject to deduction or withholding in respect of any present or future taxes or duties whatsoever, the Issuer will, to the fullest extent then permitted by law, pay such additional amounts as shall result in receipt by the Noteholders or, if applicable, the Receiptholders and the Couponholders, as the case may be, of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable with respect to any Note, Receipt or Coupon, as the case may be in the following events:

(i) Other connection

a Noteholder or Couponholder, or a third party on his behalf, is liable to such taxes or duties in France by any reason other than the mere holding of the Note, Coupon or Receipt; or

(ii) More than thirty (30) calendar days after the Relevant Date

in the case of Definitive Materialised Notes, more than thirty (30) calendar days have elapsed after the Relevant Date except to the extent that the Noteholder, Couponholder or Receiptholder would have been entitled to such additional amounts on presenting it for payment on the thirtieth (30th) such day; or

(iii) Payment by another Paying Agent

in the case of Definitive Materialised Notes presented for payment, such withholding or deduction is made by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting the relevant Note, Receipt or Coupon to another Paying Agent in a Member State of the European Union; or

(iv) Payment in a non-cooperative State or territory

in the case the Notes would not benefit from one of the exceptions applicable pursuant to the ruling (*rescrit*) no. 2010/11 of the French tax authorities dated 22 February 2010, and a withholding tax would be applicable to payment of interest and other revenues related thereto made to an account opened in a non-cooperative State or territory (*Etat ou territoire non coopératif*) as defined in Article 238-0 A of the French *Code général des impôts*.

References in these Terms and Conditions to (i) "**principal**" shall be deemed to include any premium payable in respect of the Notes, all Instalment Amounts, all Final Redemption Amounts, all Early Redemption Amounts, all Optional Redemption Amounts, all Amortised Nominal Amounts and any other amounts in the nature of principal payable pursuant to Condition 7 or any amendment or supplement to it, (ii) "**interest**" are deemed to include all

Interest Amounts and all other amounts payable pursuant to Condition 5 or any amendment or supplement to it and (iii) "**principal**" and/or "**interest**" are deemed to include any additional amounts that may be payable under this Condition.

9. Events of Default

The Representative (as defined in Condition 11.1), acting on behalf of the Masse (as defined in Condition 11), by itself or upon request of any Noteholder, or, where applicable, the Sole Noteholder (as defined in Condition 11.4(e)), may, upon written notice to the Issuer (with copy to the Fiscal Agent) given before all defaults shall have been cured, cause all the Notes (but not some only) to become immediately due and payable at their Early Redemption Amount, together with any accrued interest thereon, until the actual redemption date, if any of the following events (each, an "**Event of Default**") shall occur:

- (i) default in the payment of principal of, or interest on, any amount due by the Issuer in respect of any Note, Receipt or Coupon on the due date thereof, unless such default shall have been cured within thirty (30) calendar days from such due date; or
- (ii) default in the due performance of any other obligation of the Issuer in respect of the Notes, if such default, manifestly capable of remedy, shall not have been remedied within sixty (60) calendar days from receipt by the Issuer of a written notice of such default given by the Representative or a Noteholder; or
- (iii) (a) any bank or bond indebtedness for borrowed money of the Issuer is not paid by the Issuer, in whole or in part, when it becomes due or prematurely redeemable or, as the case may be, at the expiry of any applicable grace period expressly granted under such indebtedness agreements, provided that the outstanding principal amount due under such indebtedness is in excess of ninety million (90,000,000) euros; or any guarantee(s) granted by the Issuer in respect of any bank or bond indebtedness for borrowed money of third parties is not paid by the Issuer, in whole or in part, when such guarantee(s) is (are) due and called upon, provided that the amount of such guarantee(s) is in excess of ninety million (90,000,000) euros;

unless, in any case referred to in (i), (ii) or (iii) above, the Issuer is contesting in good faith that such indebtedness is due and such guarantee is callable, and such dispute has been submitted to competent court, in which case such default of payment or of redemption shall not constitute an Event of Default so long as such dispute shall not have been finally adjudicated;

provided that any event contemplated in (i), (ii) or (iii) above shall not constitute an Event of Default and the periods (if any) referred to above shall be suspended, in the event that the Issuer notifies the Fiscal Agent, before the expiry of the relevant period of the need (if such a period is specified), in order to cure such defaults, to adopt a budgetary decision for the payment of unforeseen or additional budget expenses in relation to debt service, until (and including) the date on which such budgetary decision is enforceable (*exécutoire*), from which the suspension periods (if any) referred to above will end. The Issuer shall notify the Fiscal Agent of the date on which such budgetary decision becomes enforceable (*exécutoire*). The Fiscal Agent shall notify Noteholders of any notification received from the Issuer under this Condition in accordance with Condition 14.

10. Prescription

Claims against the Issuer for payment of the principal or interest due in respect of the Notes, Coupons and Receipts (which for this purpose shall not include Talons) shall be prescribed within four (4) years from 1 January of the year following the date on which such amount is due.

11. Representation 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* (the "**Masse**"). The Masse will be governed by the provisions of Articles L.228-46 *et seq.* of the French *Code de commerce* as completed by the present Condition.

11.1 Legal Personality

The Masse will be a separate legal entity, acting in part through a representative (the "**Representative**") and in part through collective decisions of the Noteholders (the "**Collective Decisions**").

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.

11.2 Representative

The office of Representative may not be conferred on the following persons:

- (i) the Issuer, the members of its Regional Council (*Conseil Régional*), its employees and their ascendants, descendants and spouses; or
- (ii) companies guaranteeing all or part of the obligations of the Issuer, their respective managers (*gérants*), general managers (*directeurs généraux*), members of their Board of directors (*Conseil d'administration*), executive board (*directoire*) or supervisory board (*conseil de surveillance*), their statutory auditors, employees and their ascendants, descendants and spouse; 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 and its alternate, if any, will be set out in the relevant Pricing Supplement.

The Representative will be entitled to such remuneration in connection with its function or duties, if any, as set out in the relevant Pricing Supplement. In the event of death, retirement, dissolution or revocation of appointment of the Representative, such Representative will be replaced by another Representative. In the event of the death, retirement, dissolution 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 Representative and the alternate Representative at the head office of the Issuer and the specified office(s) of any of the Paying Agents.

11.3 Powers of the Representative

The Representative, with the capacity to delegate its powers, shall (in the absence of any contrary Collective Decision) 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.

11.4 Collective Decision

Collective Decisions are adopted either in a general meeting (the "**General Meeting**") or by unanimous consent following a written consultation (the "**Written Unanimous Decision**").

In accordance with Article R.228-71 of the French *Code de commerce*, the right of each Noteholder to participate in Collective Decisions will be evinced by the entries in the books of the relevant Account Holder of the name of such Noteholder as of 0:00, Paris time, on the second (2nd) Business Day preceding the date set for the relevant Collective Decision.

The Issuer shall hold a register of the Collective Decisions and shall make it available, upon request, to any Noteholder.

Collective Decisions must be published in accordance with the provisions set forth in Condition 14.

(a) 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 (1/30th) of the principal amount of the Notes outstanding, may address to the Issuer and the Representative a request for convocation of the General Meeting. If such General Meeting has not been convened within two (2) months after such request, the Noteholders may commission one of themselves to petition a competent court in Paris to appoint an agent (*mandataire*) who will call the General Meeting.

In accordance with the provisions of Article R.228-67 first paragraph of the French *Code de commerce*, notice of the date, hour, place and agenda of any General Meeting will be published in accordance with Condition 14, not less than fifteen (15) calendar days prior to the date of the General Meeting on first convocation and not less than five (5) calendar days prior to the date of the General Meeting on second convocation.

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.

General Meetings may deliberate validly on first convocation only if the Noteholders present or represented hold at least one-fifth (1/5th) of the principal amount of the Notes then outstanding. On second convocation, no quorum shall be required. The decisions of the General Meeting shall be taken by a two-third (2/3rd) majority of votes cast by the Noteholders attending such General Meetings or represented thereat. The votes cast do not include those attached to Notes for which the Noteholder did not take part in the vote, abstained or cast a blank or invalid vote.

In accordance with Article L.228-61 of the French *Code de commerce*, each Noteholder has the right to participate in General Meetings in person, by proxy, by correspondence, by videoconference, or by any other means of telecommunication allowing the identification of participating Noteholders. For Notes with a nominal value of less than one hundred thousand euros (€100,000), these provisions are applicable as provided *mutatis mutandis* by Article R.225-97 of the French *Code de commerce* (as referred to in R.228-68 of the French *Code de commerce*).

Each Noteholder or Representative thereof will have the right 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 and at any other place specified in the notice of the General Meeting, during the fifteen (15) calendar day period preceding the holding of the General Meeting on first convocation, or during the five (5) calendar day period preceding the holding of the General Meeting on second convocation.

The General Meeting is chaired by the Representative. In the event of the absence of the Representative at the start of a General Meeting and if no Noteholder is present or represented, the Issuer may, notwithstanding the provisions of Article L.228-64 of the French *Code de commerce*, designate a provisional chairman until a new Representative has been appointed.

(b) Written Unanimous Decision

In accordance with Article L.228-46-1 of the French *Code de commerce*, Collective Decisions may also be taken by a Written Unanimous Decision, at the initiative of the Issuer or the Representative.

Such Written Unanimous Decisions shall be signed by or on behalf of all the Noteholders without having to comply with formalities and time limits referred to in Condition 11.4(a). Any Written Unanimous Decision shall, for all purposes, have the same effect as a resolution passed at a General Meeting of such Noteholders. Subject to the following sentence, a Written Unanimous Resolution may be contained in one document or in several documents in like form, each signed by or on behalf of one or more of such Noteholders. Approval of a Written Unanimous Resolution may also be given by way of electronic communication allowing the identification of Noteholders.

(c) 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.

(d) 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 issued Series in accordance with Condition 13, shall, for the defence of their respective common interests, be grouped in a single Masse. The Representative appointed in respect of the first Tranche or Series of Notes will be the Representative of the single Masse of all such Series.

(e) Sole Noteholder

For so long as the Notes of any Series are held by a sole Noteholder (the "**Sole Noteholder**"), and unless a Representative has been appointed, such Sole Noteholder shall exercise all powers, rights and obligations entrusted to the Representative and the Noteholders acting in Collective Decision by the Terms and Conditions.

As of the appointment of the Representative, if and for so long as the Notes of any Series are held by a Sole Noteholder, such Sole Noteholder shall exercise all powers, rights and obligations entrusted to the Noteholders acting in Collective Decision by the Terms and Conditions.

The Issuer shall hold a register of the decisions taken by the sole Noteholder in this capacity and shall make it available, upon request, to any subsequent holder of any of the Notes of such Series. Unless appointed in the relevant Pricing Supplement, a Representative will have to be appointed from the moment that the Notes of any Series are held by more than one Noteholder.

(f) Notice to Noteholders

Any notice to be given to Noteholders in accordance with this Condition 11 shall be given in accordance with Condition 14.

For the purposes of this Condition, "**outstanding**" (as defined in Condition 4) Notes do not include Notes subscribed or purchased and held by the Issuer, as more fully described in Condition 6(g).

12. Replacement of Definitive Materialised Notes, Coupons, Talons and Receipts

If, in the case of any Materialised Notes, a Definitive Materialised Note, Coupon, Talon or Receipt 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. Such replacement shall be made 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, Coupon, Talon or Receipt 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). Partially mutilated or defaced Materialised Notes, Coupons, Talons or Receipts must be surrendered before replacements will be issued.

13. Further issues

The Issuer may from time to time without the consent of the Noteholders, Couponholders or Receiptholders create and issue further notes to be assimilated (*assimilées*) with the Notes already issued to form a single Series, provided such Notes already issued and the further notes carry rights identical in all respects (or identical in all respects save as to the issue date, the issue price and the first payment of interest defined in the relevant Pricing Supplement) and that the terms and conditions of such Notes provide for such assimilation, and references in these Terms and Conditions to "**Notes**" shall be construed accordingly.

14. Notices

- (a) Notices 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 postal addresses, in which case they will be deemed to have been given on the fourth (4th) Business Day (being a day other than a Saturday or a Sunday) after the mailing, and (ii) they are published in a newspaper of general circulation in Europe. It is specified that so long as such Notes will be admitted to trading on a Regulated Market and that the applicable rules of this Regulated Market so require, notices will only be deemed valid if they are published on the website of any relevant regulatory authority, in a daily leading financial newspaper with general circulation in the city/ies where such Notes is/are admitted to trading, which in the case of Euronext Paris is expected to be *Les Echos*, and by any other means required, as the case may be, by the rules applicable to such Regulated Market.
- (b) Notices to the holders of Materialised Notes and Dematerialised Notes in bearer form (*au porteur*) shall be valid if published (i) in a daily leading financial newspaper of general circulation in Europe and (ii) so long as such Notes are admitted to trading on any Regulated Market(s) and that the applicable rules of this Regulated Market so require, notices will be published in a daily leading financial newspaper with general circulation in the city/ies where such Notes are admitted to trading is located, which in the case of Euronext Paris is expected to be *Les Echos*, and by any other means required, as the case may be, by the rules applicable to such Regulated Market.
- (c) If any such publication is not practicable, notice shall be validly given if published in another daily leading financial newspaper with general circulation in Europe, provided that so long as the Notes are admitted to trading on any Regulated Market, notices shall be published in any other manner which is required, as the case may be, by the applicable rules on this Regulated Market. Noteholders shall be deemed to be informed

of the contents of such notices 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.

- (d) 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 Terms and Conditions may be given by delivery of the relevant notice to Euroclear France, Euroclear, Clearstream and any other clearing system through which the Notes are for the time being cleared in substitution for the mailing and publications as required by Conditions 14(a), (b) et (c) above; provided that so long as such Notes will be admitted to trading on a Regulated Market and the rules of that Regulated Market so require, notices shall also be published in a daily leading financial newspaper with general circulation in the city/ies where such Notes are admitted to trading, which in the case of Euronext Paris is expected to be *Les Echos*, and by any other means required, as the case may be, by the rules applicable to such Regulated Market.

15. Amendments

These Conditions may be completed and/or amended (i) with respect to future issues of Notes and not with respect to outstanding Notes, by any amendment or update to the Offering Circular relating to the EMTN programme of the Issuer dated 4 March 2025 or (ii) with respect to a particular Tranche, by the relevant Pricing Supplement.

The parties to the Agency Agreement may, without the consent of the holders of the Notes, Receipt or Coupons, amend or waive certain of its provisions to remedy any ambiguity or rectify, correct or supplement any imperfect provisions of the Agency Agreement, or in any other manner as the parties to the Agency Agreement may consider necessary or desirable and to the extent that, in the reasonable opinion of such parties, it is not detrimental to the interests of the holders of the Notes, Receipts or Coupons.

16. Governing law, language and jurisdiction

(a) Governing law

The Notes, Coupons, Talons and Receipts are governed by, and shall be construed in accordance with, French law.

(b) Language

This Offering Circular has been prepared in the French language and the English language but only the French version shall be regarded as binding.

(c) Jurisdiction

Any claim against the Issuer in connection with any Notes, Coupons, Talons or Receipts may be brought before the competent court of the head office of the Issuer jurisdiction.

Nevertheless, it is specified that the assets and properties of the Issuer are not subject to legal process (*voie d'exécution*) under private law or attachment in France.

TEMPORARY GLOBAL CERTIFICATES IN RESPECT OF MATERIALISED NOTES

Temporary Global Certificates

A temporary global certificate without interest coupons (a "**Temporary Global Certificate**") will initially be issued in connection with each Tranche of Materialised Notes, which will be delivered on or prior to the issue date of the Tranche with a common depository (the "**Common Depository**") for Euroclear Bank SA/NV ("**Euroclear**") and for Clearstream Banking, S.A. ("**Clearstream** "). Upon the delivery of such Temporary Global Certificate with a Common Depository, Euroclear or Clearstream will credit each subscriber with a nominal amount of Notes equal to the nominal amount for which it has subscribed and paid.

The Common Depository may also credit with a principal amount of Notes the accounts of subscribers with (if indicated in the relevant Pricing Supplement) other clearing systems through direct or indirect accounts with Euroclear and Clearstream held by such other clearing systems. Conversely, a principal amount of Notes that is initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with Euroclear, Clearstream, or other clearing systems.

Exchange

Each Temporary Global Certificate issued in respect of Materialised Notes will be exchangeable, free of charge to the holder, on or after its Exchange Date (as defined below):

- (i) if the relevant Pricing Supplement indicates that such Temporary Global Certificate is issued in compliance with the TEFRA C Rules or in a transaction to which TEFRA is not applicable (as to which, see "General Description of the Programme-Selling Restrictions"), in whole, but not in part, for Definitive Materialised Notes and
- (ii) otherwise, in whole but not in part, upon certification if required under U.S. Treasury regulation section 1.163-5(c) (2) (i) (D) (3) as to non-U.S. beneficial ownership (a form of which shall be available at the specified office(s) of any of the Paying Agents) for Definitive Materialised Notes.

Delivery of Definitive Materialised Notes

On or after its Exchange Date, the holder of a Temporary Global Certificate may surrender such Temporary Global Certificate to, or to the order of, the Fiscal Agent. In exchange for any Temporary Global Certificate, the Issuer will deliver, or procure the delivery of, an equal aggregate nominal amount of duly executed and authenticated Definitive Materialised Notes. In this Offering Circular, "**Definitive Materialised Notes**" means, in relation to any Temporary Global Certificate, the Definitive Materialised Notes for which such Temporary Global Certificate may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest or Instalment Amounts that have not already been paid on the Temporary Global Certificate and a Talon). Definitive Materialised Notes will be security printed in accordance with any applicable legal and Regulated Market requirements. Forms of such Definitive Materialised Notes shall be available at the specified office(s) of any of the Paying Agents.

Exchange Date

"**Exchange Date**" means, in relation to a Temporary Global Certificate in respect of any Materialised Notes, the day falling after the expiry of forty (40) calendar days after its issue date, provided that in the event any further Materialised Notes which are to be assimilated with such first mentioned Materialised Notes are issued prior to such day pursuant to Condition 13 of the Terms and Conditions of the Notes, the Exchange Date may, at the option of the Issuer, be postponed to the day falling after the expiry of forty (40) calendar days after the issue date of such further Materialised Notes.

In the case of Materialised Notes with an initial maturity of more than three hundred and sixty-five (365) days (and that are not relying on the TEFRA C Rules), the Temporary Global Certificate shall bear the following legend:

ANY UNITED STATES PERSON (AS DEFINED IN THE INTERNAL REVENUE CODE OF 1986), AS AMENDED WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES FEDERAL INCOME TAX LAWS INCLUDING THE LIMITATION PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED

USE OF PROCEEDS

The net proceeds of the issue of the Notes may be used for the general corporate purposes of the Issuer or, in the case of Green Bonds (the "**Green Bonds**"), in order to finance Eligible Green Projects, in the case of Social Bonds (the "**Social Bonds**"), in order to finance Eligible Social Projects or, in the case of Sustainability Bonds (the "**Sustainability Bonds**"), in order to finance both Eligible Green Projects and Eligible Social Projects, as defined below and more fully described in the framework document relating to the issuance of Green Bonds, Social Bonds and Sustainability Bonds by the Issuer, entitled "*Document cadre de l'émission obligataire verte, durable et responsable de la Région des Pays de la Loire*" (Green, Social and Sustainability Bond Framework of the Région des Pays de la Loire) (as amended and supplemented from time to time) (the "**Framework**"), which is available on the Issuer's website (<https://www.paysdelaloire.fr/sites/default/files/2021-10/framework-fr.pdf>). If, for a particular issue of Notes, there is a particular use of proceeds (other than those indicated above), this will be indicated in the relevant Pricing Supplement.

The Framework complies with the four core components set out by the International Capital Market Association under the Green Bond Principles published in 2018 (the "**Green Bond Principles**"), the Social Bond Principles published in 2020 (the "**Social Bond Principles**") and the Sustainability Bond Guidelines published in 2018 (the "**Sustainability Bond Guidelines**") (or such later version as may be set out in the relevant Pricing Supplement) namely: (i) the use of proceeds, (ii) the process for project evaluation and selection, (iii) the management of proceeds, and (iv) reporting. The Framework may be updated at any time to reflect changes in market practice, regulation and the Issuer's activities.

The Framework has also been defined, where relevant and possible, in accordance with the publication requirements set out in the report of the European Union Technical Expert Group for a draft European green bond standard and its user guide published in March 2020. In particular, the categories of regional green projects are classified according to the environmental objectives as defined by the European Union in the Taxonomy Regulation (Article 9), further detailed in the delegated act published on 21 April 2021.

The Framework establishes categories of eligible projects: "eligible green projects categories" (the "**Eligible Green Projects Categories**") and "eligible social projects categories" (the "**Eligible Social Projects Categories**"):

- (a) the Eligible Green Project Categories have been identified by the Issuer as having a positive impact or reducing a negative impact on the environment and include (i) projects for the construction and/or renovation of buildings in accordance with a sustainable development approach aimed at climate change mitigation and energy saving, (ii) projects contributing to the development of local renewable energy and energy efficiency and (iii) projects for the construction and development of low-carbon road transport infrastructure, as well as any other category of Green Eligible Projects that the Issuer may choose to create in the future (as more fully described in the Framework) and which meet a set of environmental criteria (the "**Eligible Green Projects**"); and
- (b) the Eligible Social Projects Categories have been identified by the Issuer as having a positive social impact and include (i) projects aiming at providing a response to the cyclical difficulties of social and solidarity-based enterprises affected by the health crisis, (ii) projects aiming at strengthening the conditions of access to education and (iii) projects contributing to the development of healthcare infrastructure and the purchase of healthcare equipment in order to encourage the arrival of new healthcare professionals and improve the health pathways of patients or to develop the supply of healthcare and social training throughout the territory, as well as any other category of Eligible Social Projects that the Issuer may choose to create in the future (as more fully described in the Framework) and which meet a set of social criteria (the "**Eligible Social Projects**").

The Issuer has commissioned V.E (Vigeo Eiris) in order to issue a Second Party Opinion in the English language on the sustainable characteristics of the Green Bonds and the Social Bonds of the Région des Pays de la Loire (the "**Second Party Opinion**") which assesses the compliance of the Framework with the Green Bond Principles and the Social Bond Principles. The Second Party Opinion, as well as any other opinion or certification issued in connection with an issue of Notes pursuant to the Framework, is available on the Issuer's website (<https://www.paysdelaloire.fr/sites/default/files/2021-10/second-party-opinion-en.pdf>).

In accordance with the Framework, the Issuer will produce annually a report on the actual allocation of the net proceeds to Eligible Green Projects and Eligible Social Projects, which will include, inter alia, information on compliance with the eligibility criteria and the allocation of net proceeds of issuance of Green Bonds, Social Bonds and Sustainability Bonds. This report will be available on the Issuer's website (<https://www.paysdelaloire.fr/mon-conseil-regional/linstitution/financements-directs-et-notation-financiere>).

For the avoidance of doubt, it is clarified that the payment of principal and interests, if any, in respect of the Green Bonds, the Social Bonds or the Sustainability Bonds will be made from the general funds of the Issuer and will not be dependent, directly or indirectly, on the financial performance, or on performance of another nature, of the Eligible Green Projects or the Eligible Social Projects.

DESCRIPTION OF THE ISSUER

I – Responsible Persons

Issuer: Région des Pays de la Loire

Address of the Issuer:

Hôtel de Région
1 rue de la Loire
44 966 NANTES CEDEX 9
FRANCE

Responsible Persons:

Mr Emmanuel Bernard
Director of finances and public purchasing
Tel. 02 28 20 50 00

With a resolution of 2 July 2021, the Pays de la Loire Regional Council delegated powers to its President for the purposes of securing borrowings, including bond issues (notably within the context of the Euro Medium Term Note (EMTN) programmes), financial operations and treasury products, for the entire duration of his mandate and within the limits of the amounts authorised and included in each annual budget, pursuant to the provisions of the French *Code général des collectivités territoriales* (CGCT). By Order dated 3 October 2024, the President of the Pays de la Loire Regional Council delegated powers of signature to Emmanuel Bernard, Deputy Director of finances and public purchasing for the signing, among other things, of deeds and contracts relating to regional borrowing, notably legal documentation for bond issues, including the Offering Circular for the EMTN programme.

II – Information on the legal and organisational situation of the Issuer

II.1 – Information on the Issuer

II.1.1 – Legal name of the Issuer and legal status

The Issuer is the Région des Pays de la Loire (the "**Region**" or the "**Pays de la Loire**"), a local authority.

II.1.2 – Registered office, geographical location

The registered office of the Region is at the following address:

Hôtel de Région
1 rue de la Loire
44966 NANTES CEDEX 9
FRANCE

The telephone number of the registered office of the Region is: 02 28 20 50 00



II.2 – French territorial Administration

French territorial administration is based upon a division of authorities and prerogatives of public power between **central government** and **local authorities** at four levels of subnational administrative district: regions,

departments, municipalities and overseas authorities (the overseas authorities are subject to specific governance under Article 74 of the Constitution).

The local exercise of central power is principally incumbent on *Préfets*, who are the local representatives of the State. Representative of each of the members of the Government, the **Préfet of the Region or department is responsible for national interests**, administrative control and observance of laws within the territory under his jurisdiction (Article 72 of the Constitution). For this purpose, the administrative services of the State are at his disposal, organised into functional groups, of which there are normally eight, with the mission of implementing the various national policies at local level.

Administrative districts of the State, regions, departments and municipalities also benefit from the status of **local authority** (Article 72 of the Constitution) and in this capacity, provide various frameworks for the exercise of local powers. The municipal level is generally associated with municipal cooperation structures (principally *métropoles*, urban communities of agglomeration or municipalities), which, having the status of a local public establishment (*établissement public local*), are able to pool resources for action and constitute an indissociable element of municipal action.

In legal terms, territorial authorities are administrative structures, distinct from the State and characterised by three attributes:

- they have a **legal personality** and may thus take judicial action and enter into contracts in their own name;
- they have **their own powers defined by law**;
- they benefit from the constitutional principle of **free administration** and, from a decisional power which they exercise through resolutions of assemblies elected within a national framework set forth by law.

As *personnes morales de droit public* (public law entities), local authorities are **exempt from insolvency procedures provided for in Book VI of the French Code de commerce (restructuring and judicial liquidation proceedings notably)**. In addition, their assets are unseizable (Article L. 2311-1 of the French *Code général de la propriété des personnes publiques*).

The status of territorial authorities was profoundly modified in 1982 by a succession of so-called decentralisation laws.

This statutory development led to the **abolition of the supervision** the State previously exercised over local authorities through its local representative. A discretionary inspection was replaced by a **review of legality**, exercised *a posteriori* by the *Préfet* and relating solely to the observance of the applicable rules of law.

The *Préfet* refers actions which it considers contrary to the law to an administrative court within two months of their submission to the *Préfecture*.

Moreover, decentralisation established regions as local authorities, as departments and municipalities and harmonised the status of these three categories, drawing inspiration from the municipal model. Each regional department now also has an assembly (Regional Council or Departmental Council) elected by universal suffrage and an executive authority (President of the regional or departmental Council) elected by this deliberative body to implement decisions previously executed by the local representative of the State (*Préfet* of the region or department).

Most of the laws and regulations applicable to all of the territorial authorities were regrouped under the CGCT.

Decentralisation accompanied these changes within the statutory framework with successive expansions of local powers, principally in 1982 and 2004, and with the devolution of resources, notably financial resources, required for their operation.

With regard to financial resources, decentralisation has attributed new tax prerogatives to local authorities, supplemented by financial assistance allocated by the State globally, *i.e.* without allocation to a particular use.

The redefinition of roles initiated in the 1980s boosted the power of the territorial authorities, illustrated by the weight of their investment expenditure, which exceeds €50 billion per year **or more than 58% of national public sector expenditure²**.

The issues arising from this, notably financial, led to a relaunch of the decentralisation process, initiated in 2003 with **a revision of the Constitution**, which among other things, enshrined the principle of financial autonomy of local authorities, guaranteeing to them:

- ✓ The benefit of **resources which they can use freely**;
- ✓ The possibility of receiving **all or part of the proceeds from taxes**: with the law able to authorise them, within certain limits, to set the taxable basis and rate for these;
- ✓ A **minimum level of own resources, notably tax resources** among their overall revenues;
- ✓ The obligation of the State to **provide financial compensation for expenditures** linked to the exercise of the powers which it transfers to them.

The regional reform put through in 2014 intended, on one hand, to combat the tangle of administrative echelons and, on the other hand, to clarify the distribution of competences amongst the various levels of local authorities led to the promulgation of three laws:

- **Law no. 2014-58 dated 27 January 2014 on the *modernisation de l'action publique territoriale et d'affirmation des métropoles (MAPTAM Act)*** introduced new changes in the exercise of powers at different levels of authorities. The regions, as leaders, found themselves entrusted with the exercise of powers relating to:
 - ✓ planning and sustainable development of the territory;
 - ✓ biodiversity protection;
 - ✓ climate, air quality and energy;
 - ✓ economic development;
 - ✓ support for innovation;
 - ✓ companies' internationalisation;
 - ✓ intermodality and complementarity between modes of transport;
 - ✓ support for higher education and research.

Moreover, the management of European funds, up to now handled by the state, is transferred, in whole or in part to the regions.

- **Law no. 2015-29 dated 16 January 2015 on the demarcation of the regions, regional and departmental elections and modification of the electoral calendar** rationalises the local institutional landscape and makes the regional level a crucial level. This act has created a new map of the regions. On 1 January 2016, the 22 former metropolitan regions were substituted by 13 new regions with broader perimeters constituted by the merger of historic regions.

These 13 new regions are the following:

- ✓ Grand Est (composed of the following former regions: Alsace, Champagne-Ardenne and Lorraine)
- ✓ Nouvelle-Aquitaine (composed of the following former regions: Aquitaine, Limousin and Poitou-Charentes)

² The investment of local authorities - IGF report October 2023
<https://www.igf.finances.gouv.fr/igf/accueil/nos-activites/rapports-de-missions/liste-de-tous-les-rapports-de-mi/linvestissement-des-collectivite.html>

- ✓ Auvergne-Rhône-Alpes (composed of the following former regions: Auvergne and Rhône-Alpes)
- ✓ Bourgogne-Franche-Comté (composed of the following former regions: Bourgogne and Franche-Comté)
- ✓ Bretagne
- ✓ Centre Val de Loire
- ✓ Corse
- ✓ Île-de-France
- ✓ Occitanie (composed of the following former regions: Languedoc-Roussillon and Midi-Pyrénées)
- ✓ Hauts-de-France (composed of the following former regions: Nord-Pas-de-Calais and Picardie)
- ✓ Normandie (composed of the following former regions: Basse-Normandie and Haute-Normandie)
- ✓ Pays de la Loire
- ✓ Provence-Alpes-Côte d'Azur

The purpose of this new breakdown is to constitute stronger regions to initiate inter-regional cooperation in Europe and make efficiency gains.

It should be noted that the **Region did not merge, thereby remaining the same legal entity in its perimeter and its historic boundaries.**

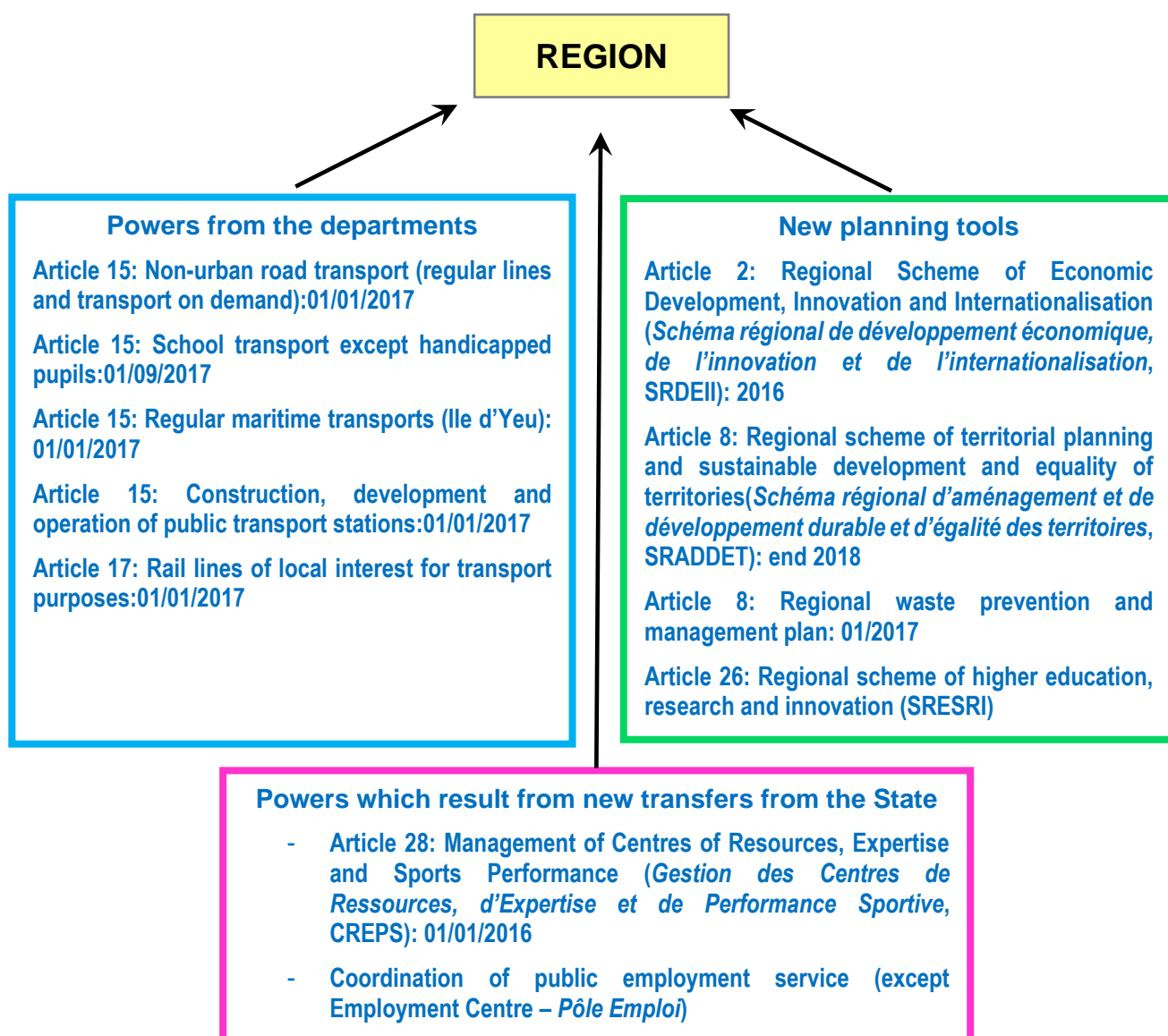
- **Law no. 2015-991 dated 7 August 2015 on the new territorial organisation of the Republic (the "NOTRe Act")**, which strengthens the regions in the local institutional framework, has a triple objective:
 - ✓ Giving the regions a regulatory power over the application measures of the laws affecting their powers;
 - ✓ Strengthening the regions in their historic missions, in particular in matters of economic development and assistance to corporations: the region therefore now has sole powers for determining the aid schemes and deciding on aids to companies (services, subsidies, repayable loans and advances) except for aids related to real estate and corporate real estate, which still come under the powers of the municipal authority. It also has sole power to lay out the aid schemes for companies in difficulty.
 - ✓ Transfer of new powers: the regions inherit non-urban road transport from departments (regular lines and on-demand transport), school transport, except handicapped pupils, regular maritime transport, construction, development and operation of public transport stations and rail lines of local interest for transport purposes.

Also, regions have the charge of developing various strategic schemes: the Scheme of regional economic development, innovation and internationalisation (*Schéma régional de développement économique, de l'innovation et de l'internationalisation*, SRDEII), the regional Scheme of territorial planning and sustainable development and equality of territories (*Schéma régional d'aménagement et de développement durable et d'égalité des territoires*, SRADDET), the regional plan of prevention and management of wastes, and the regional Scheme of higher education, research and innovation (*Schéma régional de l'enseignement supérieur, de la recherche et de l'innovation*, SRESRI).

Additionally, the NOTRe Act sets out a pilot mechanism designed to ensure the regularity, fairness and reliability of the accounts of local authorities and their groupings. It therefore allows a degree of experimentation regarding the certification of local authorities' accounts.

Certification of accounts is a written and reasoned opinion on the accounts of an entity formulated by an independent third party under its own responsibility. The Region committed to a process of certification of its accounts from 2017. It is now the only region to be certified.

Summary of transfers of powers from the territorial reform of 2014-2015



Law No. 2018-771 of 5 September 2018 for the freedom to choose one's professional future removes the regions' long-standing powers as regards apprenticeship, and hands them new powers regarding career counselling. Decree No. 2019-1552 of 30 December 2019 organises the transfer of these new powers from 1 January 2020 (transfer of the Regional Delegations of the National Office for Information on Education and Professions - DRONISEP).

The regions and decentralisation – Key dates	
1960	Creation of 26 regional action districts, a new level for the implementation of national planning and territorial development policies.
1972	Creation of <i>établissements publics régionaux</i> [regional public institutions] (EPR) with the sole purpose of overseeing the economic and social development of their territory. They have limited autonomy. Endowed with a legal personality, their own resources and budget, the EPR are administered by a Regional Council and an Economic and Social Council, with unelected members who take decisions under the responsibility of a State representative: the <i>Préfet</i> . Concomitant creation of the Regional Economic and Social Councils.
1982 1983	Decentralisation laws. The regions become territorial authorities. First transfer of powers, settlement of disputes by the courts (abolition of prefectural supervision), creation of the <i>Chambres Régionales des Comptes</i> .
1986	First election of regional councillors by direct universal suffrage, enshrining the representative character of the regional institution and reinforcing the legitimacy of its action.
2002	Transfer to the regions of regional passenger rail transport, extension of authority for apprenticeships and vocational training.
2003	Constitutional law on the decentralised organisation of the Republic.
2004	Organic law on the financial autonomy of local authorities. Act 2 of decentralisation: new transfer of powers.
2014	MAPTAM Law: regions become leaders in the exercise of several powers and European programs managing authorities.
2015	Law on the merger of the regions: the regional map has been amended with 13 new regions substituting the 22 historic metropolitan regions, now with a broadened perimeter. The Region escapes from this merger and remains within its historic boundaries.
2015	NOTRe Law: the missions of the regions are strengthened in the fields of economic development and aids to companies, new powers are transferred to them (management of school transport) and they are provided with a regulatory power over the implementation measures of the laws affecting their powers.
2018	Law for the freedom to choose one's professional future: the regions lose their long-standing powers as regards apprenticeship and are handed new powers regarding career counselling.

II.3 - Organisation and functioning of the Region

The functioning of the regional institution follows a conventional system of **separation of deliberative and executive powers**.

II.3.1 - Regional assemblies

- **The Regional council, sovereign body of the local authority**



Regions are administered by a Regional Council, elected by direct universal suffrage (Art. L.4131-1 of the CGCT). "The Regional Council settles the affairs of the region within its remit laid down by law through its resolutions. It has the authority to promote the economic, social, health, cultural and scientific development of the region, support for access to and improvement of housing, support for urban planning and renewal, support for education policies and territorial development and equality and to ensure the preservation of its identity and to promote regional languages, respecting the integrity, autonomy and attributions of the departments and municipalities" (Art. L.4221-1, paras 1 and 2 of the CGCT).

The Regional Council of the Pays de la Loire has 93 regional councillors, elected on 27 June 2021 for a term of 6 year and 9 months.

The Regional Assembly must meet at least four times a year.

It elects the President, establishes the major guidelines for the budget, adopts the various corresponding decisions and draws up the regional schemes defining the strategic orientation and major measures of each of the public policies implemented by the regional government within its own territory.

It may delegate certain of its attributions to a Standing Committee.

- **The Standing Committee, guarantor of the continuity of the regional action**

A restricted formation of the Regional Assembly, the Standing Committee consists of the President of the Regional Council, of 14 Vice-Presidents and 16 other regional councillors designated by the Regional Council.

It has **decision-making authority** defined by the Regional Council, which may delegate to it almost all of its attributions, with the principal exception of the adoption of various budgetary decisions, the approval of accounts and the registration of a compulsory expenditure.

These delegations are intended to lighten decision-making processes. The Standing Committee generally meets every six weeks to decide on the attribution of regional aid, the allocation of credits and the application of public policies.

In reality, it plays a crucial role, notably for the execution of the budget, considering the nature of the procedures associated with the commitment of regional expenditure.

In order to have the necessary expertise available, the Regional Council and the Standing Committee are assisted by collective bodies, consulted in accordance with their specific procedures.

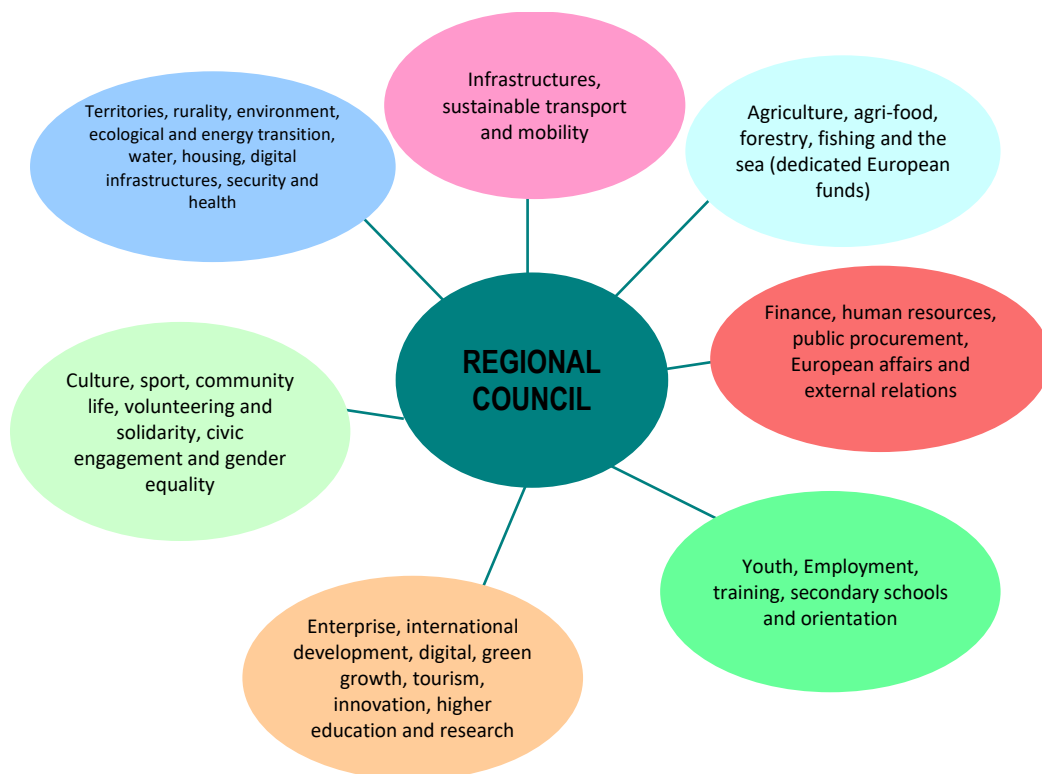
➤ **The Sector Committees of the Regional Council**

The Regional Council may appoint its members to committees for which it determines both the authority and staff.

Each regional councillor belongs to one of the **7 sector committees**, each of which occupies a specific area corresponding to the missions of the Regional Council.

They meet before each Permanent Commission meeting or each plenary session of the Regional Council.

The 7 Sector Committees of the Regional Council



➤ **The Regional Economic, Social and Environmental Council**

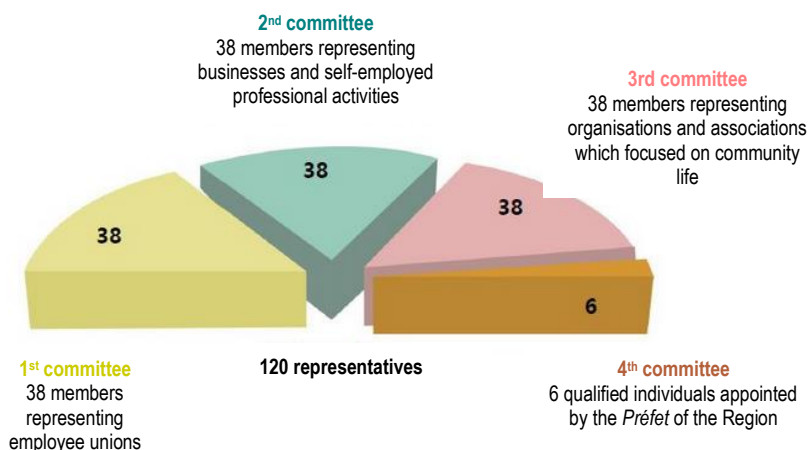
Created in 1972 with regional public institutions on the model of its national counterpart, the Economic, Social and Environmental Regional Council (*Conseil Economique, Social et Environnemental Régional*) ("**CESER**") provides its advice in regional administration.

The CESER is a consultative assembly of the Regional Council and of its President (Art. 4134-1 et seq. of the CGCT). It is consulted on a mandatory basis for an opinion on issues relating to the budget and strategic planning (National Plan at regional level, State-Region Contract, master plans, programmes, etc.) and associated with the exercise of regional powers or the environment.

At the request of the President of the Regional Council, it reviews any economic, social, cultural or environmental project within the region and at its own initiative, issues opinions on any issues falling within the authority of the regional government (Art. L.4241-1 of the CGCT).

The CESER of the Pays de la Loire, currently presided by Marie-Thérèse Bonneau (Farmer, representative of the Chamber of Agriculture and of college 2 "*secteurs économiques*"), has 120 representatives of civil society.

The conditions for composition and naming are set by a State Council decree. An order from the regional *Préfet* sets the list of organisations represented. These organisations name their representative themselves. The CESER members are split among four colleges (Art. R.4134-1 et seq. of the CGCT).



The CESER also has its own sector committees:

- Commission 1: Health – Social
- Commission 2: Economy – Employment – Research – Innovation
- Commission 3: Infrastructures – Mobilities – Information and Communication Infrastructures – Energies
- Commission 4: Territorial planning – Living Environment – Environment
- Commission 5: Education – Training – Professions of tomorrow
- Commission 6: Culture – Heritage – Sport – Tourism – Community Life

II.3.2 -The President of the Regional Council, Regional executive

The President of the Regional Council, a regional councillor elected by his colleagues, is the regional executive: he prepares and executes the decisions of the Assembly, of which he coordinates the debates, and represents the Regional Council on a permanent basis.

Following the regional elections of 20 and 27 June 2021, Mrs. Christelle Morançais was re-elected President of the Pays de la Loire Regional Council on 2 July 2021.

The President of the Regional Council holds **specific powers** conferred by law: he orders expenditure and prescribes the implementation of regional revenues, manages the assets of the Region.

He also exercises **powers delegated by the Regional Council**. This, for example, is the case for borrowing or completing financial operations and any hedging related to these operations, as well as treasury management. Borrowing powers were indeed delegated to the President at the meeting of the Regional Council on 2 July 2021 and for the entire duration of the mandate. It is in this context that the President is authorised to issue bonds (single emissions or within the context of EMTN programmes). The President reports to the Standing Committee or to the Regional Council on the actions taken within the context of this delegation.

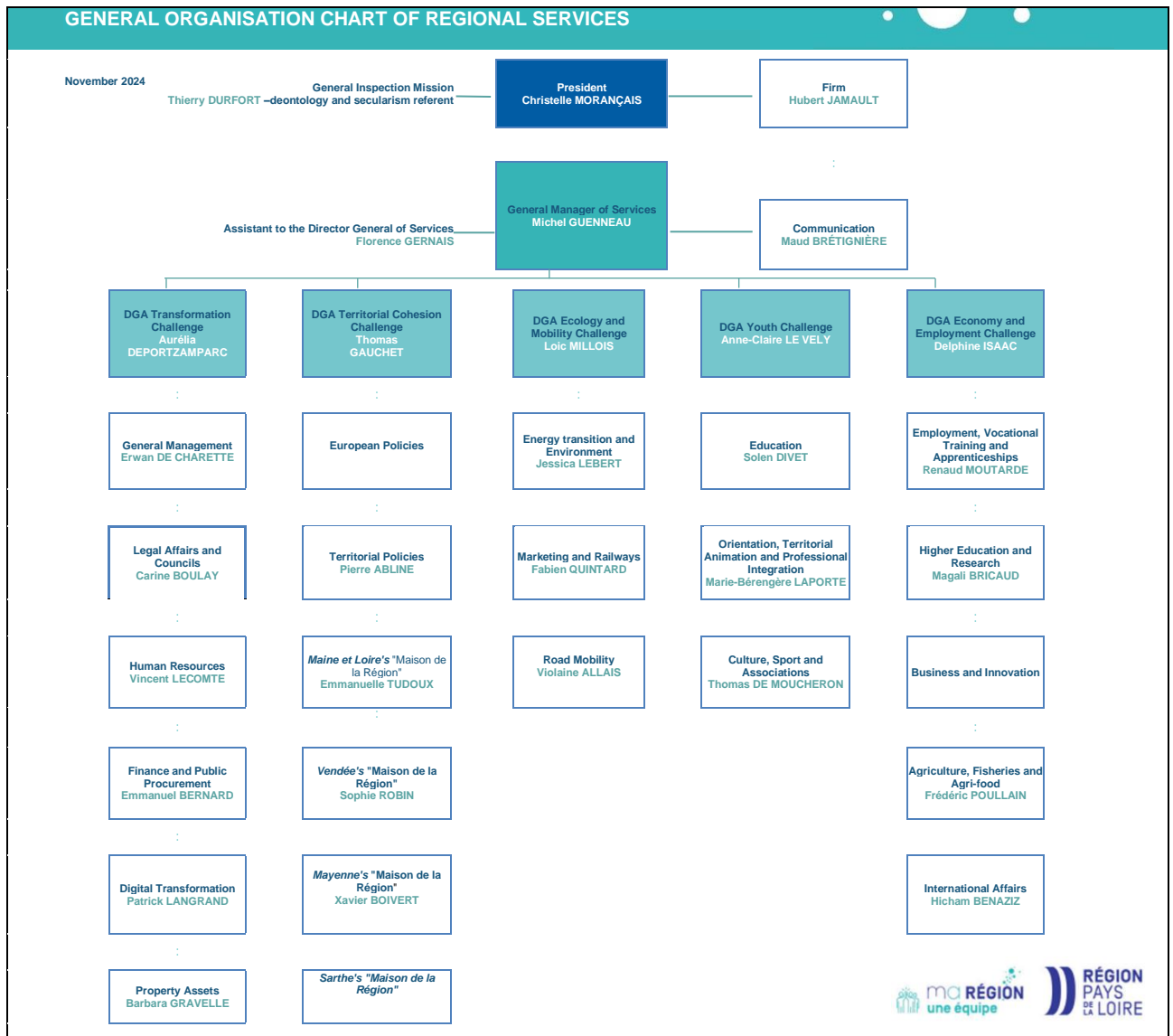
The President may delegate part of his attributions to the Vice-Presidents.

The President is the head of the administrative departments created by the regional government for executing regional policies. He may delegate signing authority on any matters to the heads of those departments (Art. L.4231-3 of the CGCT).

II.3.3 - Regional administration

The **Regional Administration** consists of nearly 3,850 local public officials, divided between its headquarters, the *Hôtel de Région* (almost 900 officials), 5 local spaces based in the various urban centres of the territory called "*Maisons de la Région*" (La Roche-sur-Yon, Angers, Saint Nazaire, Laval and Le Mans thus host around 100 officials) and 115 public secondary schools (2,250 technical officials).

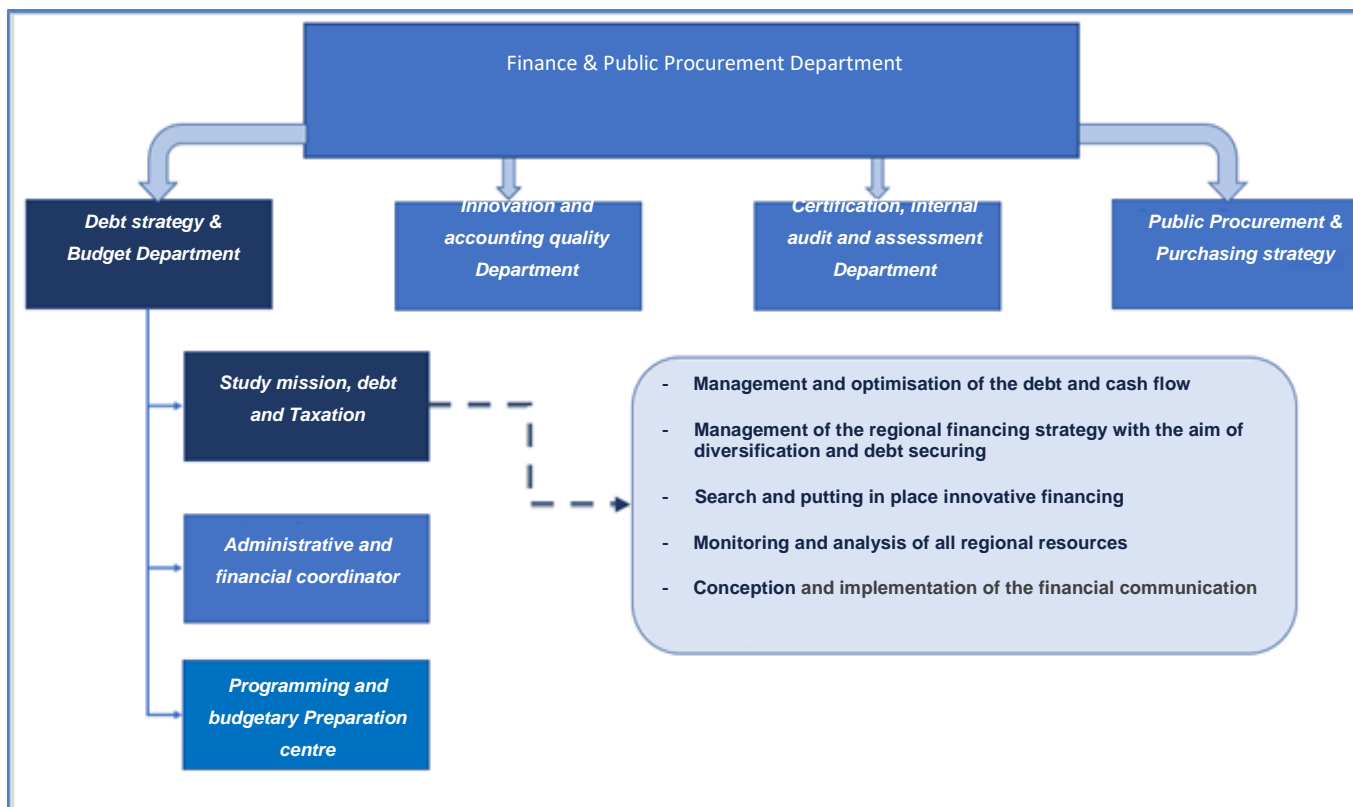
➤ Regional Services general organisation chart



➤ The Department of Finance and Public Procurement

The Department of Finance and Public Procurement is responsible for budget and public procurement issues.

The competent administrative unit for the implementation of the EMTN Program is the **research, debt and tax unit** within the budget and debt strategy department.



III- Territorial project of the Region

In 2021, its inhabitants describe the Region as an attractive region, where it is a good place to live, carried by its economic dynamism and its quality services (source: *Baromètre des territoires* (Barometer of public territories) published by Elabe and the Montaigne Institute with SNCF the 16/11/2021).

The Region owes this dynamism to a diversified economic fabric, which is one of the key factors in the resilience of the Pays de la Loire territory and which has enabled it to record a more dynamic recovery than the rest of France following the multifactorial crisis that began in 2020 with the Covid-19 pandemic. In its economic review published in June 2024, INSEE states that "after three years marked by a succession of unprecedented shocks (Covid-19 pandemic, war in Ukraine, energy crisis, return of inflation and sharp rise in interest rates), ..., the Pays de la Loire economy has not escaped the general slowdown but, as last year, is proving resilient" (source: *Insee Conjoncture Pays de la Loire - Bilan Économique 2023 n° 49 juin 2024*³). According to this same study, "the Pays de la Loire is the only French region where the unemployment rate remains below 6.0%".

This dynamism has resulted in population growth that is higher than the metropolitan average (+0.4%). In this respect, the Pays de la Loire region would rank third among the regions of mainland France (behind Corse and Occitanie). In its study published in May 2024, INSEE estimates that there will be 12,000 additional households in the Pays de la Loire region each year between now and 2050⁴.

Through its political project, the Regional Council is contributing to the dynamism of the Loire valley territory and its ever-increasing attractiveness.

³ Economic review 2023 - Pays de la Loire – INSEE 13/06/2024 <https://www.insee.fr/fr/statistiques/7935917?sommaire=7936552>

⁴ By 2050, 12,000 additional households to be housed each year in the Pays de la Loire region - INSEE - 14/05/2024 <https://www.insee.fr/fr/statistiques/8182576>

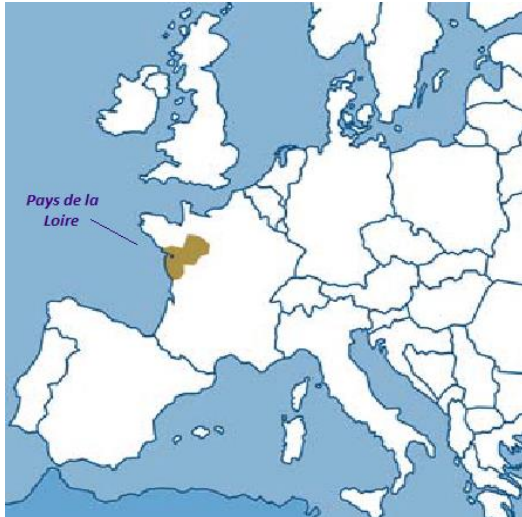
III.1- The advantages of the territory

III.1.1 – A territory which is dynamic and open to the world

➤ **Prime geographic positioning and sustainable demographic dynamism**

The Region extends over a territory of **32,082 km⁵**, or some 6% of national territory.

Its name is associated with the Loire, the longest river in France, which runs through the Region for more than 200 km, or nearly one quarter of its length.



Located at the centre of the Atlantic coast, it accounts for some **10% of the coast of metropolitan France**, with a 370 km long coastal zone and two main islands, Noirmoutier and Yeu.

The Region consists of **five departments**: Loire-Atlantique, Maine-et-Loire, Mayenne, *Sarthe* and Vendée.

Its territory surrounds **Nantes-Saint-Nazaire, a large metropolis of**, European stature, major agglomerations (Angers, Le Mans) and medium-sized cities spread across the territory that serve as relay points for accessing the equipment and services of populations from rural areas.

The population of the Pays de la Loire is estimated, at the 1 January 2024, at **3,968,665** inhabitants (named *Ligériens* as a reference to "Liger", the Latin name for the Loire), or 5.9% of the French population⁶ and⁷ its population accounts for 5.9% of the population of mainland France, putting it in 8th place out of the

regions of mainland France.

⁵ Territory comparator – INSEE – 08/10/2024

<https://www.insee.fr/fr/statistiques/1405599?geo=REG-52>

⁶ https://www.insee.fr/fr/statistiques/2012713#tableau-TCRD_004_tab1_regions2016

⁷ Decree No. 2024-1276 of 31 December 2024 authenticating the population figures for mainland France and the overseas departments: <https://www.legifrance.gouv.fr/jorf/id/JORFTEXT000050935068>

Comparative population growth

	Estimated population as of 01/01/2025 (2)	Percentage of metropolitan population	Population estimée au 01/01/2024(1)	Estimated population as of 01/01/2023(1)	Estimated population as of 01/01/2022 (1)	Population at January 1, 2021	Average annual growth between 2021 and 2024
Auvergne-Rhône-Alpes	8,331,274	12.4%	8,235,923	8,195,542	8,155,762	8,114,361	0.9%
Bourgogne-Franche-Comté	2,874,734	4.3%	2,791,719	2,793,968	2,797,366	2,800,194	0.9%
Bretagne	3,510,488	5.2%	3,453,023	3,432,901	3,414,637	3,394,567	1.1%
Centre-Val de Loire	2,638,823	3.9%	2,573,295	2,572,735	2,572,916	2,573,303	0.8%
Corse	356,219	0.5%	355,528	352,851	350,253	347,597	0.8%
Grand Est	5,661,977	8.4%	5,568,711	5,565,282	5,563,889	5,561,287	0.6%
Hauts-de-France	6,088,950	9.1%	5,983,823	5,986,464	5,990,765	5,995,292	0.5%
Île-de-France	12,489,624	18.6%	12,419,961	12,388,388	12,354,286	12,317,279	0.5%
Normandie	3,408,739	5.1%	3,327,077	3,326,575	3,327,604	3,327,966	0.8%
Nouvelle-Aquitaine	6,250,377	9.3%	6,154,772	6,125,089	6,098,051	6,069,352	1.0%
Occitanie	6,202,443	9.3%	6,154,729	6,110,099	6,067,101	6,022,176	1.0%
Pays de la Loire	3,968,665	5.9%	3,926,389	3,902,115	3,878,839	3,853,999	1.0%
Provence-Alpes-Côte d'Azur	5,243,778	7.8%	5,198,011	5,173,952	5,150,362	5,127,840	0.7%
Metropolitan France	67,026,091		66,142,961	65,925,961	65,721,831	65,505,213	0.8%
Guadeloupe	388,197		378,561	380,469	382,176	384,315	0.3%
Martinique	364,991		349,925	353,444	356,930	360,749	0.4%
Guyane	290,476		295,385	292,892	289,876	286,618	0.5%
La Réunion	891,190		885,700	880,766	876,409	871,157	0.8%
Mayotte	320,901		320,901	309,901	299,336	289,039	
France	69,281,846		68,373,433	68,143,433	68,373,433	67,697,091	0.8%

(1) Insee, Population census, population estimates, data as of January 1st

(2) Décret n° 2024-1276 of 31 December 2024 authenticating population figures for mainland France, the French overseas departments

With +0.6% on average per year, the rate of population growth in the Region between 2020 and 2023 is much higher than that recorded at national level (+0.3%)⁸.

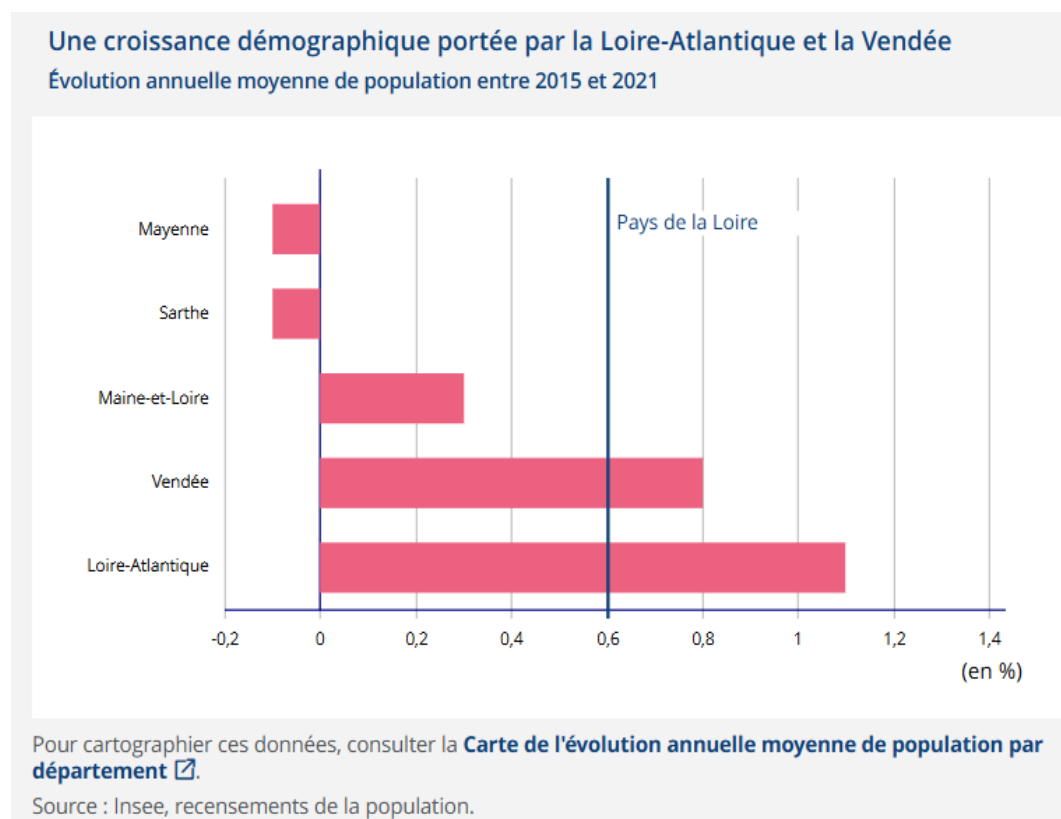
This puts Pays de la Loire in 1st place among metropolitan regions for its rate of growth, alongside Corsica and Occitania.

Of the five departments in the Region, it is the Loire Atlantique, with an average annual growth of 1.1% per year between 2025 and 2021, and the Vendée with an average annual growth of +0.8%, which support the growth of the Pays de la Loire.

⁸ <https://www.insee.fr/fr/statistiques/4482458#titre-bloc-17>

Population growth driven by the Loire-Atlantique and Vendée regions

Average annual population growth between 2015 and 2021

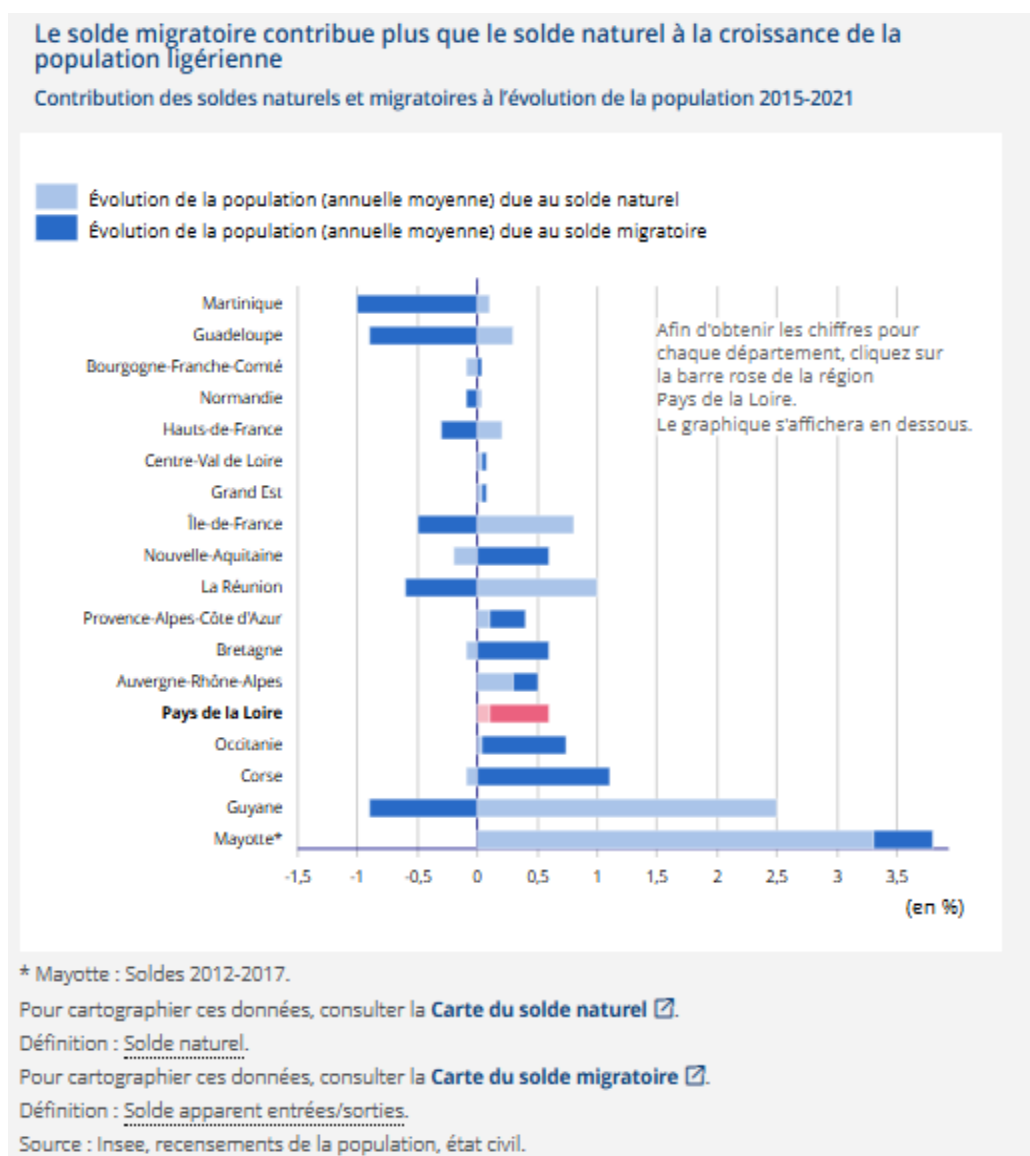


Source: Insee, population censuses

The demographic dynamism of the Region mainly relies on the excess of arrivals over departures, with a migration balance of +0.5% a year over the period 2015-2021 (+0.1% population growth due to the natural balance).

Net migration contributes more than the natural balance to the growth of the population of the Loire region

Contribution of natural and migratory balances to population growth 2015-2021



Evolution de la population (annuelle moyenne) due au solde naturel	Population growth (annual average) due to natural increase
Evolution de la population (annuelle moyenne) due au solde migratoire	Population growth (annual average) due to net migration

In 2024, according to forecasts, 46.2% (47.2% in 2020) of the population should be under the age of 40 and 28.4% (27.2% in 2020) older than 60 including 10.7% (9.8% in 2020) aged over 75⁹. Pays de la Loire is one of the youngest regions (the under-40s represent 46.2% of the population on 1 January 2024), ranking 4th after Ile de France, Hauts de France and Auvergne-Rhône-Alpes⁹.

⁹ https://www.ined.fr/fichier/s_rubrique/159/estim.pop.nreg.sexe.gca.1975.2024.1.fr.xls

Furthermore, although one of the characteristics of the region is its relatively balanced urban network across the country, with major centres of attraction and medium-sized towns, there is nevertheless a concentration of the population in the conurbations and along the coast.

It should be noted that the median standard of living for the inhabitants of the Pays de la Loire was €23,050 in 2021, almost identical to the median standard of living in France (€23,000)⁸. *"Pays de la Loire even ranks fourth in terms of highest income, behind Île-de-France, Auvergne-Rhône-Alpes and Brittany"*. And according to INSEE data, *"the poverty rate in Pays de la Loire is the lowest in France (11.0% compared with 15.3% in France). The poverty rate in the Vendée (9.1%) is the lowest in the region and even in mainland France"*.

➤ **A rich and preserved natural and cultural heritage**

The Region is **a national leader in the number and surface of its preserved natural areas, with more than 230 registered and classified sites**. With enormously diverse sizes and features, these emblematic sites reflect the natural wealth of the Region. They are divided into different categories of protection:

- Natura 2000 sites are areas identified at European level for their exceptional biodiversity, in particular for the protection of natural habitats and threatened species. In 2024, Pays de la Loire will have 68 Natura 2000 sites, 41 of which are exclusively terrestrial (representing 190,000 ha alone), covering a wide variety of natural environments, such as wetlands, forests and coastlines. It should be noted that the law of 21 February 2022 on differentiation, decentralisation, deconcentration and various measures to simplify local public action (article 61) transferred the management of exclusively terrestrial Natura 2000 sites from the State to the Region as of January 2023,
- Nature reserves are protected areas where nature is strictly preserved, with specific management rules to protect fauna, flora and ecosystems. Pays de la Loire has 23 regional nature reserves covering 13% of its territory, including the Réserve Naturelle du Lac de Grand-Lieu (one of the largest natural lakes in France, rich in biodiversity). The region is also France's 3rd largest vineyard in terms of AOC (*Appellation d'Origine Contrôlée*) wines,
- The *Parcs Naturels Régionaux* (PNR) are areas where nature protection is combined with sustainable development projects. In Pays de la Loire, has **four labelled regional natural parks** (3 of which are interregional) covering **13% of the regional territory**, with 195 communes, 400,000 hectares and nearly 300,000 inhabitants:
 - the **Brière Regional Natural Park**;
 - the **Loire-Anjou-Touraine Park**;
 - the **Normandie-Maine Regional Natural Park**;
 - the **Marais Poitevin Interregional Park**, named "Green Venice", the second wet zone in France.
- Protected areas for sensitive species and habitats: Special Areas of Conservation (SACs) and Special Protection Areas (SPAs), which are sites protected specifically to preserve fragile species or environments.

With more than 2,000 registered or classified monuments, the Region is also distinguished by the **quality of its cultural and architectural heritage**.



Photo: Val de Loire

The Val de Loire, registered since 2000 on UNESCO's world heritage list, is one of the Region's extraordinary sites.



Photo: Fontevraud Abbey

Emblematic site of the Loire valley representative of this label of excellence, the Abbey of Fontevraud, one of the largest monastic citadels in Europe, appears on the first national list of classified historic monuments drawn up in 1840.

Proof of its cultural influence, in partnership with the French State, the Region has supported the creation of a museum of modern art at Fontevraud Abbey to house the donation from Martine and Léon Cligman, a French industrialist couple who decided to donate part of their art collection to the French State and to the Region. The new museum contains almost 900 works. Henri de Toulouse Lautrec, Maurice de Vlaminck, César, Eugène Delacroix, Edgar Degas, Jean Baptiste Carpeaux, Kees van Dongen, Derain, Germaine Richier and Marinot are just some of the names who have left their mark on art history and which feature in the important modern art collection of the Cligmans. The new Fontevraud Museum of Modern Art opened its doors on 19 May 2021. The Region is responsible for maintaining, restoring, studying and enriching the Cligman collection.

Furthermore, many châteaux line the Loire (the Château of the Dukes of Brittany in Nantes, of the Dukes of Anjou in Angers or the Châteaux of Saumur and Montsoreau).

The special sites of the Region, in particular through the Petites Cités de Caractères® and the "Parks and Gardens", witness the harmonious development of interactions between men and their environment during key periods of the history of France.

Finally, with the planned creation in 2025 of the *Maison régionale des patrimoines vivants en Pays de la Loire* in Sallertaine (Vendée), the Region hopes to see the emergence of an innovative venue for the region's intangible cultural heritage. This site will host the first ethnopôle¹⁰, with the aim of revealing and comparing practices based on an obvious regional specificity: the omnipresence of water on both sides of the Loire through its exceptional hydrographic network, rich in history and practices, in its marshes, its lowland lake, its estuaries and its coastline.

¹⁰ Created in 1999, the Ethnopôle label - a national centre for research and resources in ethnology - involves an agreement between the Ministry of Culture, an association and/or one or more local authority(ies) for a research, dissemination, promotion and local development project.

➤ **A gateway to the world boosted by a high-performance infrastructure network and voluntary cooperation**

The Region enjoys **exceptional intermodal connections** which strengthen the competitiveness of the Region.

In its territory it has the first Grand Ouest airport, the Nantes Atlantique airport, and 9th regional French airport in terms of passenger numbers¹¹. This airport experiences a constant and regular growth in traffic (+91% from 2011 to 2019). From 6.5 million passengers in 2023, the airport should increase to 7 million in 2024, not far from the peak in 2019. With more than 90 destinations in 26 countries and more than 20 airlines Nantes Atlantique airport ensures the connectivity of the Greater West in France and internationally in Europe, Africa, America, the Caribbean and the Middle East¹².

On the sea coast, linked to over 400 ports throughout the world, the **major seaport of Nantes-Saint-Nazaire** is the largest port on the French Atlantic coast and the fourth largest in France¹³.

These intermodal connections are completed by:

- A **high-performance road network**: 660 km of motorways and 433 km of national highways (source: DREAL, Pays de la Loire);
- **Innovative urban transport**: almost 75 kilometres of tram routes (within Nantes, Angers and Le Mans), a tram-train line between Nantes and Châteaubriant; and
- An attractive **regional express transport network** (rail). By way of example, the traffic at Nantes train station amounts to 80,000 TER (regional) trains each year.

Railway infrastructure provides frequent high-speed (TGV) rail connections with the rest of Europe. It has recently been reinforced by the Brittany-Pays de la Loire high-speed rail line.

By air Nantes/London 1 hr 15 Nantes/Milan 1 hr 35 Nantes/Barcelona 1 hr 40	By sea St Nazaire/Vigo 1.5 d St Nazaire/Hong Kong 21 d St Nazaire/New York 15 d	High-speed train Nantes/Paris 2 hr Angers/Brussels 3 hr Le Mans/London 3 hr 30
--	---	--

III.1.2 – Economic performance and employment market in the Pays de la Loire

➤ **The economic fabric of the Region**

In 2022, the Region gross domestic product (GDP) was **€137,1 billion**¹⁴. The Region accounts for **5.3% of the mainland France's GDP** and 7.6% of the GDP of metropolitan France excluding Ile de France.

Over the period 2017-2022, regional GDP growth (in value terms, in current euros) has been **more dynamic than the average for mainland France (excluding the Île de France region)**¹⁵.

¹¹ Résultats d'activité des aéroports français 2023

<chrome-extension://efaidnbmninnkpcjpcglclefindmkaj/https://www.aeroport.fr/uploads/documents/resultats-activite-aeroports-francais-2023.pdf>

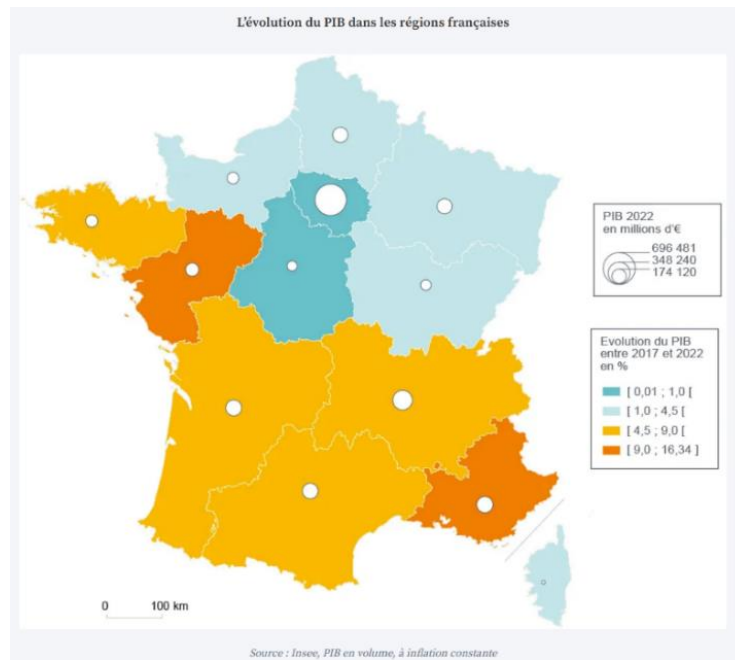
¹² <https://www.vinci-airports.com/fr/aeroports/aeroport-nantes-atlantique>

¹³ <http://www.nantes.port.fr/decouvrir-lactivite-portuaire>

¹⁴ **Produits intérieurs bruts régionaux et valeurs ajoutées régionales de 1990 à 2022**
<https://www.insee.fr/fr/statistiques/5020211>

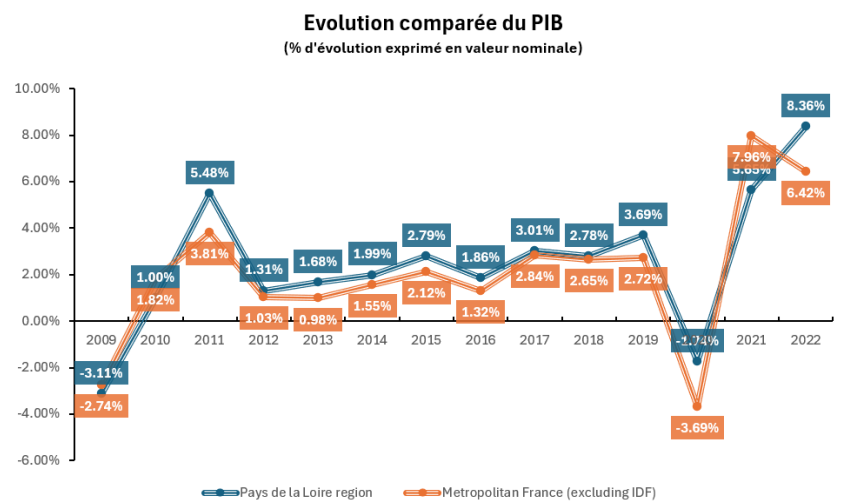
¹⁵ <https://www.paysdelaloire-eco.fr/ressources-analyses/pib/>

The evolution of GDP in the French regions



	Pays de la Loire Region	Metropolitan France (excluding IDF)
	GDP in M€	GDP in M€
2008	97 746	1 365 742
2009	94 704	1 328 332
2010	95 647	1 352 449
2011	100 889	1 404 004
2012	102 211	1 418 477
2013	103 930	1 432 390
2014	105 995	1 454 581
2015	108 949	1 485 396
2016	110 979	1 504 936
2017	114 320	1 547 661
2018	117 497	1 588 741
2019	121 829	1 631 890
2020	119 714	1 571 712
2021	126 473	1 696 861
2022	137 051	1 805 733

Comparative GDP growth (% growth expressed as a nominal value)

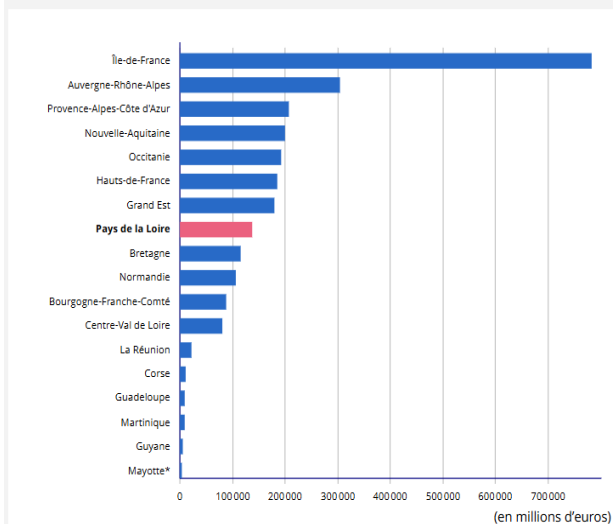


GDP per capita amounted to **€35,235 (€32,838 euros in 2021)**, making Pays de la Loire the 3rd French region in terms of level of wealth produced per inhabitant¹⁶ (excluding Ile-de-France, and 4th with Ile-de-France) after Auvergne Rhône Alpes and Provence Alpes Côte d'Azur regions. This ratio remains above all regions in metropolitan France excluding Ile-de-France (€33,800).

¹⁶ https://www.insee.fr/fr/outil-interactif/5367857/territoires/10_ECC/11_ECO

Pays de la Loire: eighth wealthiest region
Gross domestic product in 2022

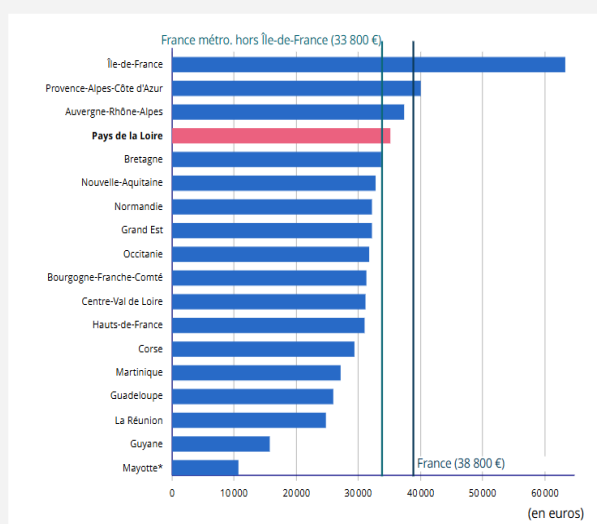
Pays de la Loire : huitième région la plus créatrice de richesse
Produit intérieur brut en 2022



* Pour Mayotte, la valeur correspond à celle de 2021.
Pour cartographier ces données, consulter la [Carte du produit intérieur brut](#).
Définition : [Produit intérieur brut](#).
Source : Insee, comptes régionaux (données provisoires).

Fourth region in France in terms of GDP per capita
Gross domestic product in 2022

Quatrième région de France, pour le PIB par habitant
PIB par habitant en 2022



* Pour Mayotte, la valeur correspond à celle de 2021.
Pour cartographier ces données, consulter la [Carte du PIB par habitant](#).
Définition : [PIB par habitant](#).
Source : Insee, comptes régionaux (données provisoires).

The Region has demonstrated a strong capacity for resilience over the period 2020-2021, suffering a smaller fall in its GDP than other French regions (-1.74% for the Pays de la Loire compared with -3.69% for metropolitan regions excluding the IDF in 2020)¹² which can be explained

- With its dynamic population and high job density; outside Île de France, the Pays de la Loire is the region with the highest proportion of jobs in relation to its population: 41 jobs per 100 inhabitants (the lowest rate is 36 jobs per 100 inhabitants). As a result, the Pays de la Loire's employment rate of people of working age is also the highest in France: 90.8% of people of working age (between 15 and 64) are in employment. In mainland France, this figure is 89.0% (the lowest rate is 86.4%).
- And a highly diversified economic fabric; the economic performance of Pays de la Loire is due not only the result of a dense and dynamic industrial fabric and an agricultural sector that is well-developed and highly adaptive, but also of a diversification of economic sectors, largely reflected in the strengthening of sectors which create added value, such as services to companies and financial services and with the arrival of heavyweights in the region such as Doctolib.

The economy of the new employment zones in the Loire: a strong industrial orientation - Maëlle Fontaine, Matthieu Vahé (INSEE) - September 2020

Since 1984, employment zones have been used to divide up the whole of France. Based on commuting patterns, an employment zone is a group of municipalities in which the majority of working people live and work. This study zoning is regularly updated to take account of changes in the local economy. In 2020, INSEE and the *Direction statistique du Ministère en charge du travail et de l'emploi* (Dares) revised this zoning based on a methodology developed by Eurostat, making it easier to compare European countries. France's 306 employment zones are divided into seven classes to describe their dominant economic orientation, if any.

This overhaul has resulted in the definition of 23 employment zones in the Pays de la Loire region. While the economy is diversified across the region, the trends are marked locally. All classes are present, a specificity shared with few other French regions (Bretagne, Auvergne-Rhône-Alpes and Occitanie, the heterogeneity of these last two regions

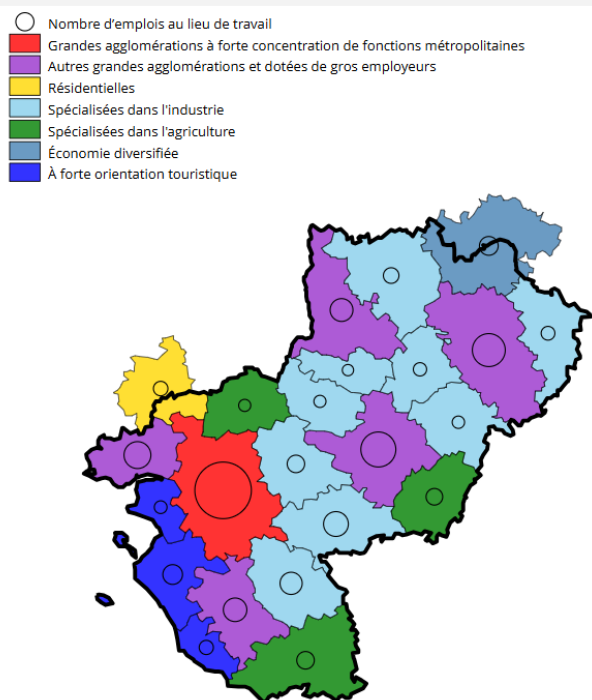
also being linked to their large size). However, at the level of employment areas, the economic trends are very marked.

Figure 1 - A diverse regional economy, but with a strong local focus

23 employment areas divided into seven classes according to their economic orientation

Figure 1 - Une économie régionale variée, mais des orientations marquées localement

23 zones d'emploi réparties en sept classes selon leur orientation économique



Source : Insee, Recensements de la population (RP) 2016 et 2017, Clap 2015, Enquêtes touristiques 2019.

Pays de la Loire is characterised by the very strong presence of the productive sector. It accounts for 35% of employment, compared with 32% for the national average, putting the region in second place in France, between Île-de-France (36%) and Auvergne-Rhône-Alpes (34%). More specifically, manufacturing accounts for 12% of employment in the region, compared with 8% for France as a whole.

The region is characterised by a network of large towns with complementary economic strengths (Angers, Laval, Le Mans, La Roche-sur-Yon and Saint-Nazaire).

The region's industrial history means that it has a large number of SMEs and traditional locations. The Saint-Nazaire area appears to be more specialised than the others (port and aeronautical activities).

An Atlantic coastline focused on tourism, with renowned seaside resorts such as La Baule, Pornic and Les Sables d'Olonne.

An agricultural economy with a stronger presence on the fringes of the region.

Nombre d'emplois au lieu de travail	Number of jobs in the workplace
Grandes agglomérations à forte concentration de fonctions métropolitaines	Large conurbations with a high concentration of metropolitan functions
Autres grandes agglomérations et dotées de gros employeurs	Other large conurbations with large employers
Résidentielles	Residential
Spécialisés dans l'industrie	Specialized in industry
Spécialisés dans l'agriculture	Specialized in agriculture
Economie diversifiée	Diversified economy
A forte orientation touristique	Strongly tourist-oriented

The Pays de la Loire, a land of industry.

The region ranks first among the French regions for its share of industrial employment across total employment: 16%, which is 4.6 points higher than the national average. Pays de la Loire is now in first place out of the 13 French regions, ahead of Bourgogne-Franche-Comté. Industrial activities also accounted for 17.2% of added value (15.5% in mainland France not including Ile-de-France)¹⁷.

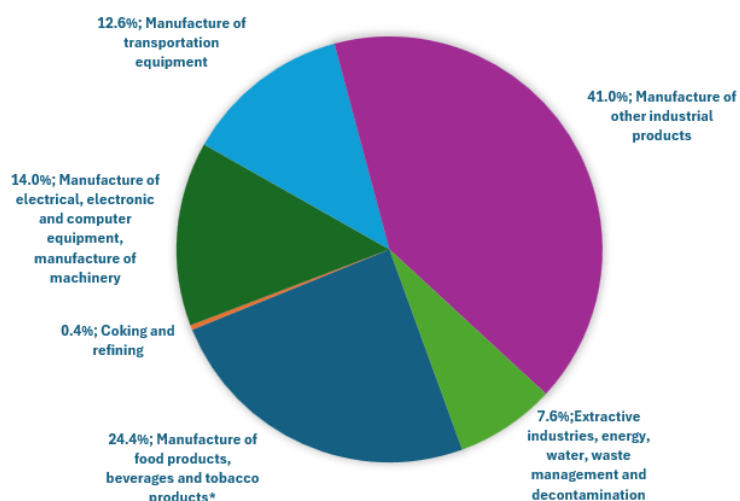
¹⁷ <https://www.paysdelaloire-eco.fr/ressources-analyses/emploi/> - 2022 data updated by Solutions&Co to the end of 2023.

	LOIRE-ATLANTIQUE	MAINE-ET-LOIRE	MAYENNE	SARTHE	VENDÉE	PAYS DE LA LOIRE
Fabrication de denrées alimentaires, de boissons et de produits à base de tabac*	15 624	12 376	7 175	11 597	19 022	65 794
Cokéfaction et raffinage	754	166	0	0	0	920
Fabrication d'équipements électriques, électroniques, informatiques, fabrication de machines	10 548	9 932	3 932	5 585	6 471	36 468
Fabrication de matériels de transport	16 990	3 134	1 722	4 946	6 203	32 995
Fabrication d'autres produits industriels	31 361	27 125	11 288	15 108	25 452	110 334
Industries extractives, énergie, eau, gestion des déchets et dépollution	9 877	3 569	1 545	1 901	2 425	19 317
Total Industrie	85 154	56 302	25 662	39 137	59 573	265 828

*including commercial craft

Source: Insee, Employment estimates

Fabrication de données alimentaires, de boissons et de produits à base de tabac	Manufacture of food products, beverages and tobacco products
Cokéfaction et raffinage	Coking and refining
Fabrication d'équipements électriques, électroniques, informatiques, fabrication de machines	Manufacture of electrical, electronic and computer equipment; manufacture of machinery
Fabrication de matériels de transport	Manufacture of transport equipment
Fabrication d'autres produits industriels	Manufacture of other industrial products
Industries extractives, énergie, eau, gestion des déchets et dépollution	Extractive industries, energy, water, waste management and remediation



The food industry is the main employer in the Loire region, ahead of metallurgy, transport equipment, plastics and rubber. The regional economy also relies on a number of high value-added sectors, such as machinery manufacturing, aerospace and shipbuilding. At the same time, the region has a strong history of specialisation in the fashion industry (textiles, clothing, leather, footwear and leather goods). Pays de la Loire is also one of the leading regions for furniture manufacturing, an activity that is part of a wider wood industry that is well represented in the region. Finally, the Pays de la Loire also has a strong presence in the oil sector, with the Donges refinery.

Portraits of regional industrial sectors¹⁸

The food industry, the leading industrial sector in Pays de la Loire, accounting for 24.8% of all industrial jobs in the region.

The overall export rate is 10%.

The meat, dairy and industrial bakery industries account for almost ¾ of the region's agri-food business in terms of jobs, sales and exports.

There are many actors in the meat industry, both in poultry (**LDC, Arrivé**) and beef (**Charal, Socopa**), as well as in the preparation of meat-based products and ready meals (**Fleury Michon, Sodebo, Tipiak, la Toque Angevine**). In dairy products, the **BEL, Savencia and Lactalis** groups account for 2/3 of the regional workforce. Finally, in bakery and pastry products and rusks, there have been a number of company developments in recent years: **Pasquier, Bridor, La Boulangère**.

Manufacture of rubber and plastic products: 8.8% of industrial employment in the region.

The Pays de la Loire is home to a large number of wood, PVC and aluminium joinery manufacturers. This sector also includes the manufacture of technical parts based on plastics, an activity that includes a large number of subcontractors to the region's major aerospace and automotive contractors.

The major companies in the rubber sector are **Michelin** and **Paulstra**. **Cognaud, Raccords and Plastiques Nicoll** are the region's leading suppliers of plastic components for the construction industry, while **Wirquin, Daher Aerospace and Hutchinson** are major suppliers of other plastic-based products.

Saint-Gobain and **Isover** are also present in the region.

Metallurgy and metal product manufacturing: 12.9% of regional industrial employment

These activities include industrial mechanics (**Bouy, Halgand, MK Automotive**), the manufacture of metal structures (**Cognaud Construction, Akena, Alu Rideau**) and the manufacture of metal doors and windows (**Groupe Liébot (K-Line, CAIB), Batistyl**).

Transport equipment manufacturing: 12.4% of the region's industrial salaried jobs.

It covers a wide range of industrial activities, from automobiles (**Renault**) and aeronautics (**Airbus, Famat, Stella Aerospace**) to pleasure boats, lorries (**Scania**) and motor caravans (**Rapido**). The Pays de la Loire stands out from other regions in the construction of pleasure boats (**Jeanneau-Beneteau, OCEA, Privilège Marine**), ships (**Chantiers de l'Atlantique, Naval Group**) and the manufacture of bodies and trailers (**Gruau, Buisard**).

Machinery and equipment manufacturing: 7.1% of regional industrial employment).

The region ranks 1st in France for the manufacture of agricultural and forestry machinery, with companies such as **CLAAS** and **Kuhn**.

Manitou Group, Toyota Industrial and **SAH Leduc** are also present in the lifting and handling equipment sector.

The textile, clothing, leather and footwear industry :4.3% of the region's industrial workforce)

This sector is hiring again, thanks to the dynamism of leather goods manufacturers focused on luxury and top-of-the-range goods (**Louis Vuitton, Longchamp**). At the same time, specialists in technical textiles are also dynamic (**Aplix**). The footwear sector is represented by companies such as **Eram, Belamy and Humeau-Beaupreau**.

¹⁸ <https://www.paysdelaloire-eco.fr/ressources-analyses/industrie/>

The ranking of the Pays de la Loire region for certain industrial activities in terms of number of employees in 2022

Le classement des Pays de la Loire pour certaines activités industrielles en nombre de salariés en 2022

Since the merger of the regions in 2016, the Pays de la Loire ranks 8th among the French regions for the number of inhabitants and employees. However, the Region achieves in many industrial activities better performance than one could have expected given its size. In many of the large industrial sectors listed above, the Region is the largest employer of labour for manufacturing products¹⁸.

RANG DES PAYS DE LA LOIRE PARMI LES RÉGIONS FRANÇAISES	
Agroalimentaire	
Transformation et conservation de la viande de volaille	1 ^{er}
Fabrication industrielle de pain et de pâtisserie fraîche	1 ^{er}
Fabrication de fromage	1 ^{er}
Caoutchouc Plastique	
Fabrication d'éléments en matières plastiques pour la construction	1 ^{er}
Fabrication d'autres produits minéraux non métalliques	
Fabrication d'autres ouvrages en béton, en ciment ou en plâtre	1 ^{er}
Produits électroniques et Équipements électriques	
Fabrication de cartes électroniques assemblées	1 ^{er}
Fabrication d'appareils d'éclairage électrique	1 ^{er}
Fabrication d'appareils électroménagers	1 ^{er}
Machines et Matériels de transport	
Fabrication de matériel de levage et de manutention	1 ^{er}
Fabrication de machines agricoles et forestières	1 ^{er}
Fabrication de machines pour l'industrie agroalimentaire	1 ^{er}
Construction de navires et de structures flottantes	1 ^{er}
Construction de bateaux de plaisance	1 ^{er}
Fabrication de carrosseries et remorques	1 ^{er}
Fabrication de motos - dont vélos	1 ^{er}

Source : Acoiss-Urssaf, 2022

Agroalimentaire	Food processing
Transformation et conservation de la viande de volaille	Poultry meat processing and preservation
Fabrication industrielle de pain et de pâtisserie fraîche	Industrial production of bread and fresh pastries
Fabrication de fromage	Cheese production
Caoutchouc plastique	Rubber and plastic
Fabrication d'éléments en matières plastiques pour la construction	Production of plastic construction components
Fabrication d'autres produits minéraux non métalliques	Production of other non-metallic mineral products
Fabrication d'autres ouvrages en béton, en ciment ou en plâtre	Production of other concrete, cement or plaster products
Produits électroniques et équipements électriques	Electronic products and electrical equipment
Fabrication de cartes électroniques assemblées	Manufacture of assembled electronic cards
Fabrication d'appareils d'éclairage électrique	Manufacture of electrical lighting equipment
Fabrication d'appareils électroménagers	Manufacture of household electrical appliances
Machines et matériels de transport	Machinery and transport equipment
Fabrication de matériel de levage et de manutention	Manufacture of lifting and handling equipment
Fabrication de machines agricoles et forestières	Manufacture of agricultural and forestry machinery
Fabrication de machines pour l'industrie agroalimentaire	Manufacture of machinery for the food processing industry
Construction de navires et de structures flottantes	Shipbuilding and construction of floating structures
Construction de bateaux de plaisance	Construction of pleasure boats
Fabrication de carrosseries et remorques	Manufacture of bodies (coachwork) and trailers

The Pays de la Loire, 5th agricultural region of France

In 2023, the key figures for agriculture in the Pays de la Loire are as follows¹⁹:

- 22,700 farms, 63% of which are companies
- 31,000 farm managers, 24% of whom are women
- The average age of farm managers is 48: a major challenge for renewal
- 31,700 FTE farm employees
- Food processing: 25% of the region's industrial salaried jobs
- 67% of the Loire's territory is used by agriculture
- Farm sales of €7.6 billion

Agriculture, which is predominantly livestock farming (cattle, poultry, pigs and goats), i.e. 54.7% of agricultural activity in 2022²⁰, also boasts a wide range of plant production (cereal crops, market gardening, horticulture, wine growing, etc.). The agri-food industry is particularly important in the Region's economic fabric and offers many opportunities for agricultural production in the Loire.

The Region is a leader in food production under the Signs of Identification of Quality and Origin (*Signes d'Identification de la Qualité et de l'Origine*, SIQO) label, with 164 products in 2020 benefiting from one of the following 4 precious official quality labels: Label Rouge, Appellation d'Origine Protégée, Indication Géographique Protégée, Spécialité Traditionnelle Garantie²¹.

Lastly, Pays de la Loire ranks 4th in France in terms of its share of utilised agricultural area (UAA), behind the Provence-Alpes-Côte d'Azur, Corsica and Occitanie regions, with 19% of all farms in the region and 12% of the UAA. In terms of farmland, 262,661 hectares will be farmed organically, 7,250 hectares more than in 2021, representing a regional organic UAA of 12%²².

Services, the leading contributor to regional economic growth

In 2021, they represent 62.9% of the added value generated by regional companies, the services sector is the leading contributor to the region's economic growth. Financial and insurance activities have a long-standing presence in the Region, particularly in the three largest conurbations.

The retail and wholesale sectors are also strong assets of the Region, in association with activities at the Grand Port Maritime de Nantes Saint-Nazaire, the installation of major retail chains' procurement centres and the presence in Nantes of France's 2nd largest MIN (national interest market) after Rungis.

Each agglomeration of Pays de la Loire has two or three service sectors of excellent quality:

- **Nantes Saint-Nazaire:** strong presence of consultancy and assistance companies, customer service centres, IT and telecommunications companies, biotech and financial activities (Nantes is also the **3rd largest financial centre in France**);
- **Angers:** banking/pension and IT/electronics sectors;

¹⁹<https://pays-de-la-loire.chambres-agriculture.fr/sinformer/economie-prospective/panorama-socio-economique#:~:text=Les%20Pays%20de%20la%20Loire.exploitations%20dont%2024%20%25%20de%20femmes>

²⁰ https://www.insee.fr/fr/outil-interactif/5367857/details/territoires/70_SAC/71_AGR/71K_FigureT3

²¹chrome-extension://efaidnbmnnnibpcjpcglclefindmkaj/https://www.paysdelaloire.fr/sites/default/files/2023-06/Memento_Production%20de%20qualit%C3%A9%20-%20RPDL_0.pdf

²² <https://rd-pays-de-la-loire.chambres-agriculture.fr/publications/toutes-les-publications/detail-publication/actualites/observatoire-regional-de-lagriculture-biologique-en-pays-de-la-loire-donnees-2022/#:~:text=L'ORAB%20donn%C3%A9es%202022%20en.suppl%C3%A9mentaires%20par%20rapport%20%C3%A0%202021.>

- **Le Mans:** insurance (Mutuelles du Mans Assurances).

Tourism should also be mentioned: with its 450 km of coastline and more than 730 places of interest, the Region is one of France's main tourist destinations. With **14 million visitors in 2023**, it is the seventh destination for French people. The economic benefits of tourism are high: 65,000 jobs as an annual average in the high season and revenue of nearly €7 billion (source: INSEE 2019). On account of its importance and the impact which it can have on other sectors of activity (building, transport, etc.), tourism plays an active role in the regional economy in terms of revenue generation, in particular on its coastline²³.

Breakdown of value added by business sector in 2021²⁴

Part de l'industrie dans la valeur ajoutée	Share of industry in added value
Part de l'agriculture dans la valeur ajoutée	Share of agriculture in added value
Part des services dans la valeur ajoutée	Share of services in added value
Part du commerce dans la valeur ajoutée	Share of trade in added value
Part de la construction dans la valeur ajoutée	Share of construction in added value



The value added generated by industrial enterprises represents a higher share (17.2%) than in metropolitan France (15.8%), reflecting the strength of the regional industrial fabric.

The construction sector makes a major contribution to regional added value in connection with the demographic dynamism of the Region, which welcomes more and more new inhabitants.

With 62.9% of the value added generated by regional enterprises, services are the largest contributor to regional economic growth. Financial and insurance activities are historically well established in the Region, particularly in the three largest agglomerations.

On the other hand, in Pays de la Loire, services make a smaller contribution to value added than the average for mainland France (65.4%). This can be explained exclusively by the lower contribution of public services to regional value added. Pays de la Loire is the region in France with the lowest rate of public administration: 7.2 public-sector jobs per 100 inhabitants, compared with 7.8 in the rest of France and 8.0 in mainland France at 31/12/2020.

²³ <https://www.paysdelaloire-eco.fr/ressources-analyses/tourisme/>

²⁴ <https://www.paysdelaloire-eco.fr/ressources-analyses/pib/tissu-economique/>

Research and innovation in Pays de la Loire

The region is home to **10 competitiveness clusters**, **3 of which are global and 7 national**. The Loire's clusters of excellence and research strengths are **positioned in areas** which, at global level, appear to be at the origin of the main innovations **driving the economy** today and in the future : health and biotechnologies, plants and eco-technologies, new materials, electricity management and information and communication technologies.

Regional research has developed particularly around these centres of excellence **run by universities and Grandes Ecoles**: plants in Angers, complex composite and metal assemblies (EMC2), acoustics and materials in Le Mans, immunology, nuclear physics, automation, IT, telecommunications, materials and intelligent electricity in Nantes, naval engineering in Nantes Saint-Nazaire, electronics in Laval.

In Pays de la Loire, **401 patents were published in 2022**, putting the region in 8th position (3.6% of national applications)²⁵. The highest number of published patent applications in 2022 was in the field of mechanical engineering, both in Pays de la Loire and in France (39%).

In addition, while preserving its industrial traditions, **the Region is developing its human capital**. With 30,000 jobs now dedicated to innovation in design and research, the Region's capacity for innovation is growing steadily.

Significant growth in R&D spending and a dynamic ESRI ecosystem - Over the period 2015-2018, Pays de la Loire is the leading region for growth in annual R&D spending (+17.9%) - Even if the region is not home to very large research infrastructures, it nevertheless boasts facilities that stand out at national or even European level - Remarkable growth in highly qualified R&D jobs over the last 5 years, particularly in the private sector (+19% compared with an average of 7% in France). An increase in the number of jobs in the public sector (+2.4%), compared with a stagnation in France. Very strong growth in the number of doctorates awarded to companies (Cifre) (+30% over 5 years, compared with 13% national level).

Photo: the Arronax cyclotron is a research tool for radiochemistry and nuclear medicine, with technical capacities that make it one-of-a-kind worldwide.



➤ A dynamic employment market

With a 9.1% rise in total employment between 2017 and 2022 (to reach 1.72 million jobs in the Region, the Pays de la Loire ranks fourth out of French metropolitan regions, just behind Corsica (+11.6%), Occitanie and Provence Alpes Côte d'Azur, which are tied at 2nd with an increase of 9.6%. Over the same period, employment rose by 7.4% in France²⁶.

²⁵<https://www.paysdelaloire-eco.fr/ressources-analyses/innovation-recherche/brevets/>

²⁶ <https://www.paysdelaloire-eco.fr/ressources-analyses/emploi/evolution/>

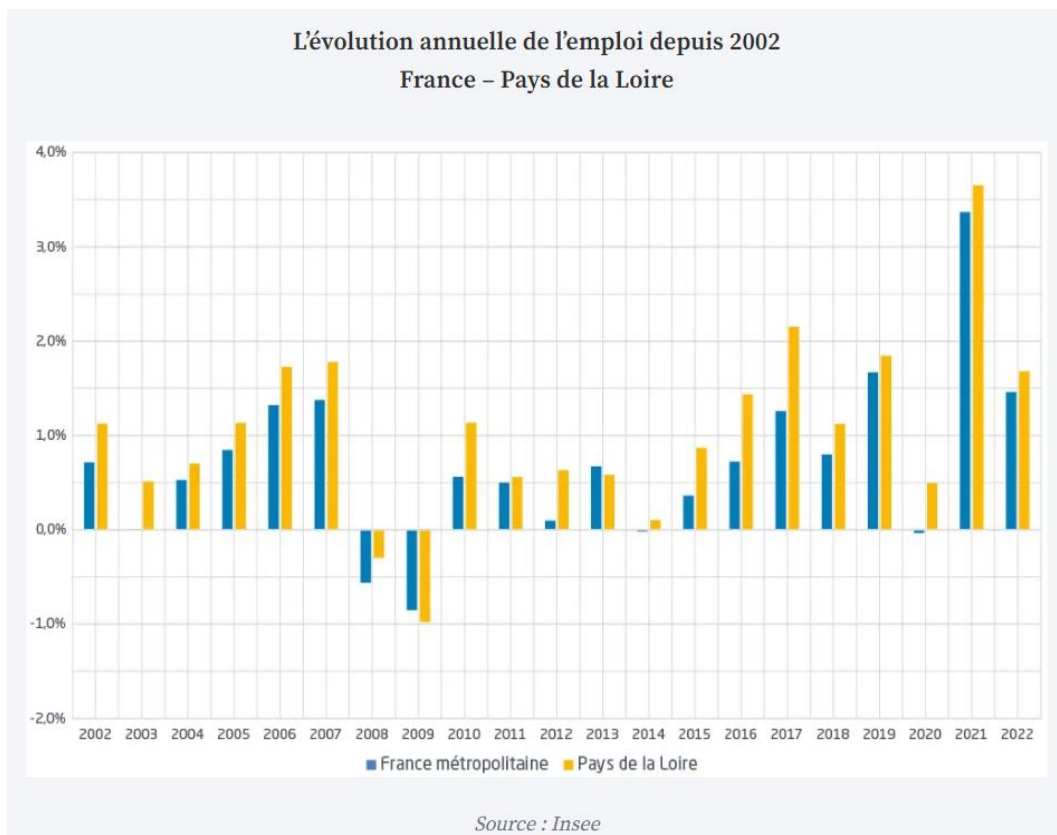
This impressive increase in the number of jobs in Pays de la Loire is largely due to the dynamism of Loire-Atlantique, Vendée and Maine-et-Loire. Furthermore, no department in the Region recorded a fall in the number of jobs over this period.

For over 20 years, the Pays de la Loire has outperformed France in terms of employment. The only year in which the Pays de la Loire did less well was during the 2008-2009 crisis, in 2009.

However, from 2010 onwards, employment recovered much faster in the region than the French average. In 2020, in the midst of the coronavirus crisis, regional employment once again proved more resilient. In 2021, in France as in Pays de la Loire, employment has rebounded significantly following the end of the worst of the covid crisis.

Annual change in employment since 2002

France - Pays de la Loire

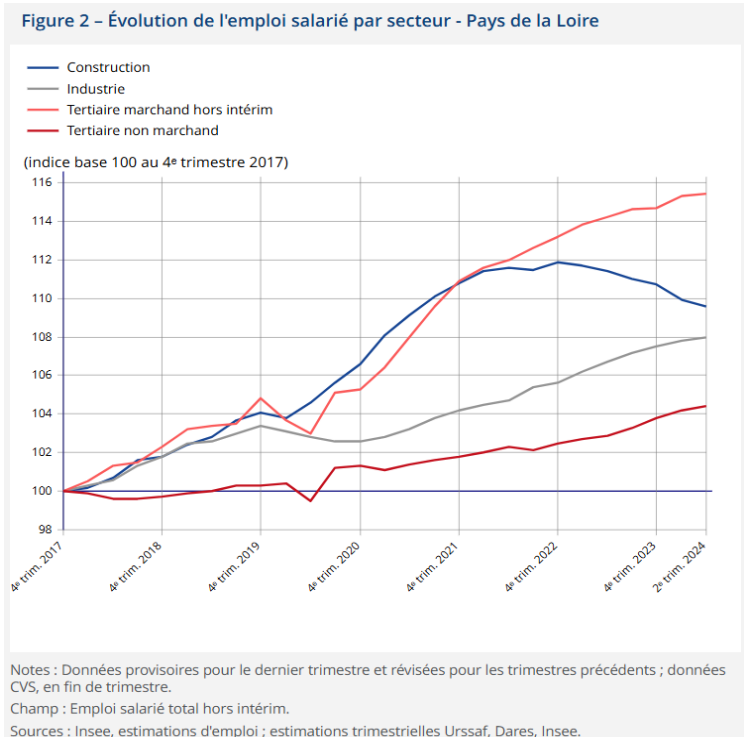


Over the period 2017-2022, the employment market in Pays de la Loire has seen the following changes²⁶ :

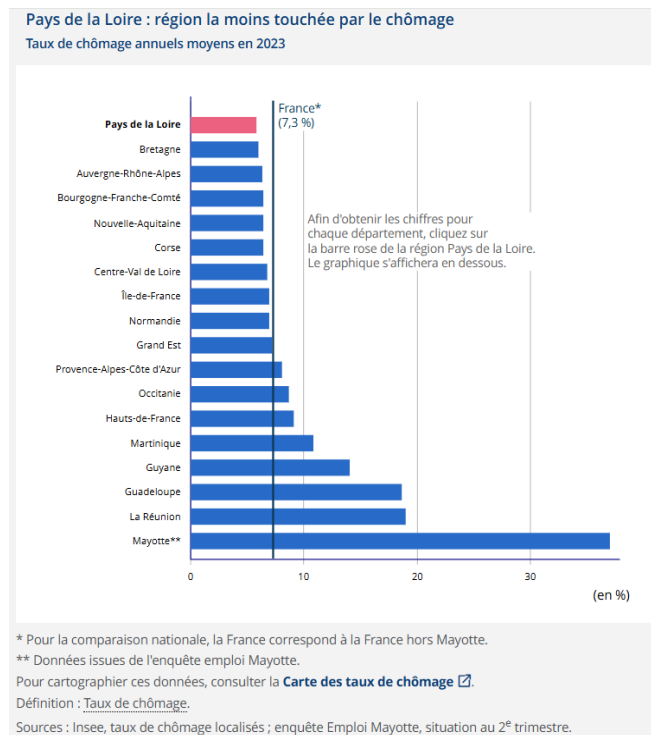
- growth in industrial employment three times faster than at national level (+6.6% and 17,500 additional jobs), making Pays de la Loire the 2nd region in terms of industrial job creation,
- the strongest growth in market services (+102,000 jobs in 5 years, or +14.3% - on a par with Bretagne),
- weaker growth in construction employment (+12.4%) than at national level (+15.3%),
- a clear decline in agricultural employment (-5.2% in Pays de la Loire, compared with -2.2% in mainland France).

Figure 2 - Evolution of salaried employment by sector - Pays de la Loire

For 2023 and 2024, the trends remain the same, but with a more pronounced fall in construction jobs against a backdrop of severe difficulties in the property sector.



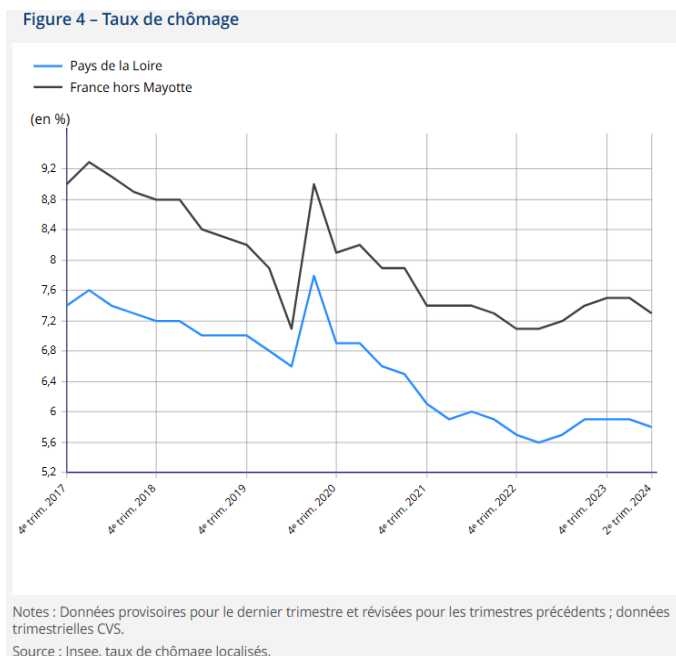
Pays de la Loire: region least affected by unemployment
 Average annual unemployment rates in 2023



In 2023, Pays de la Loire will be the region least affected by unemployment. The ILO unemployment rate is 5.8% of the region's working population, compared with 7.3% in France.

The latest figures from INSEE show a status quo at the end of the 2nd quarter of 2024²⁷ : Mayenne (5.0%) and Vendée (5.3%) rank 3rd and 6th respectively among the French départements with the lowest unemployment rates. However, the unemployment rate in Sarthe (7.2%) is close to the national rate (7.3%).

Figure 4 - Unemployment rate



Economic report 2023 - Pays de la Loire - INSEE - 13 June 2024²⁸

Salaried activity will continue to grow, albeit at a slower rate than in 2022, but slightly faster than at national level, thanks to a more dynamic industrial sector.

Activity continues to grow in both market and non-market services. In construction, on the other hand, it is suffering from financing conditions that are hampering the ability of households and businesses to invest.

In the Region, employment growth will slow sharply in the wake of economic activity, but will increase slightly more than in France, despite a fall in recruitment. Work-linked training, which had contributed significantly to the rise in employment between 2019 and 2022, will increase only slightly in 2023.

Pays de la Loire is the only region in France where the unemployment rate remains below 6.0%. Growth in business loans will continue in 2023, at a higher rate than at national level. On the other hand, business start-ups are down slightly more than in France, and business failures continue to rise at a slightly higher rate.

Pays de la Loire, a region of knowledge

The region's demographic dynamism is an asset for the economy because of the large potential workforce it generates. By 2023, there will be more than 680,000 pupils in Pays de la Loire, over 64,300 apprentices and more than 154,000 students (5.2% of all students in France).

Examination results are higher in Pays de la Loire than elsewhere in France, as shown by data from the Nantes education authority for the 2024 sessions²⁹.

	Académie	France
DNB	89,2 %	85,6 %
CAP	86,9 %	NC
BAC général	97,6 %	96,1 %
BAC technologique	92,2 %	90,3 %
BAC professionnel	87,9 %	83,4 %
BTS	80,4 %	NC

With four universities, sixteen engineering schools and a large number of Grandes Ecoles with more than 154,000 students, **higher education is an additional asset for the region, which is always in direct contact with research and the economic fabric.**

III.2 – Skills of the Region

III.2.1 – Vocational training and employment

The regions have been responsible for vocational training since 1 June 1983. The role of the Region in these fields was reinforced in 2004. Thus, the local authority shall define and implement the regional vocational training policy for young people and adults seeking employment or a new professional orientation. The Region is therefore not only responsible for implementation, but also for producing a regional vocational training development plan that sets out the vocational training action required for young people and adults and which promotes consistent development of the various training and education schemes.

Law No. 2014-288 dated 5 March 2014 on vocational training, employment and social democracy, increases the responsibilities of the regions recognised as leaders in vocational training with the establishment of the regional public service for guidance and the creation of a regional public service for vocational training. This law thus confers on the regions a general attribution to conduct and coordinate public policies. The regions thus become competent with regard to everyone, including people for whom the State was so far competent (the handicapped or people held under court supervision).

The Region has defined its strategy in two documents:

- the *Stratégie Régionale de l'Emploi, de la Formation et de l'Orientation Professionnelles* (SREFOP) 2023-2028 (Regional Strategy for Employment, Training and Vocational Guidance), which defines the Region's EFOP (Employment, Training and Vocational Guidance) policy for 5 years around 5 objectives (supporting employers in their role as learning companies, to support the public and secure their career paths towards and within employment, to anticipate and support changes in the 11 professional sectors in the Loire, to strengthen coordination in the 18 territories by setting up a single sub-departmental coordination structure and, finally, to set up a steering, monitoring and evaluation system for the SREFOP 2023-2028);
- the *Régional des Formations Sanitaires et Sociales* (RFSS) 2023/2028, which cuts across all regional policies on health, youth, guidance, higher education and disability.

Following on from previous regional pacts, on 28 March 2024 the State and the Region signed a new multi-year memorandum of understanding for the implementation of a Regional Skills Investment Pact (RSIP) 2024-2027.

²⁹ <https://www.ac-nantes.fr/media/14282/download>

This protocol provides for a joint financial commitment by the State and the Region of €497,000,000 over 4 years to invest in the skills of jobseekers, to better meet the recruitment needs of sectors with shortages and to contribute to full employment.

The target group has been broadened to include recipients of the *revenu de solidarité active* (RRSA), disabled workers, senior citizens aged 55 and over, young jobseekers aged under 26 up to but not including baccalauréat +2 and jobseekers aged 26 to 54 without a baccalauréat.

The *Pacte régional d'investissement dans les compétences* complements and reinforces the Region's own efforts in the field of continuing vocational training for jobseekers. For the most vulnerable jobseekers, it reinforces the training policy deployed by the Region through the "1 job = 1 training" scheme, PRÉPA training, CPF top-ups for jobseekers and health and social training.

For 2024, an agreement was signed providing for financial compensation from the State to the Region of €50,000,000, in addition to the Region's own effort of €80,000,000. The protocol provides for a RSIP 2025 amount equal to that contracted in 2024 (i.e. €50,000,000).

Lastly, the regions were given responsibility for apprenticeship in 1983, and their role in this area (financing apprentice training centres (ATCs), granting bonuses to apprentice employers, regional apprenticeship policy, investment) grew until 2018. Law no. 2018-771 of 5 September 2018 on the freedom to choose one's professional future made far-reaching changes to the mechanisms for governing, steering and managing apprenticeship policy by entrusting this responsibility to companies and professional branches. As a result, from 2020 onwards, the regions will no longer be responsible for regulating and funding apprentice training centres. They will retain a residual role designed to guarantee economic development and balanced regional planning.

III.2.2 – Education and higher education



Photo: Nort-sur-Erdre high school project - Establishment selected for the ADEME «E + C» call for proposals, aims to obtain certification of the NF mark «Tertiaires buildings – Démarche HQE® (high environmental quality)in the ADEME's "E+C" call for projects, and aims to obtain NF "Tertiary Buildings –HEQ" (high environmental quality) certification

The education system in the Pays de la Loire includes:

- 116 public secondary schools, 163 private secondary schools**
- 2,950 regional agents** working public secondary schools
- 160,000 secondary school students**
- 151,685 students**
- Baccalaureate pass rate higher than the national average**

In order to guarantee the proper functioning of the 116 public sector secondary schools, the Region manages construction, extension, repairs, and equipment of secondary schools, providing them with annual funding grants. Since 2005, it has also been responsible for the reception, canteen, accommodation and general and technical maintenance of secondary schools. In order to guarantee these new missions, the law has entrusted it with the recruitment and management of all of the associated staff, raising the number of officials who work for the Region from 700 to over 2,950.

The Region has had facing unprecedented growth in the number of secondary school students. Between 2016 and 2024 around 11,000 additional secondary school students were received solely for general and technological branches, more than double the estimate issued by INSEE and 9 years ahead of schedule.

For the 2018-2024 period, nearly €780 M of expenditure will be devoted to investment in public secondary schools, or an annual average of more than €110 M, in order to guarantee young people the best reception, living and training conditions in educational establishments. This investment strategy for secondary schools is based on 4 main regional priorities:

- priority No. 1: to address the demographic challenge and improve the pedagogical and functional acceptance conditions in the Loire valley territory. Six new secondary schools will be built between 2020 and 2027 in Nort-sur-Erdre (44), Saint-Gilles-Croix-de-Vie (85), Aizenay (85), Pontchâteau (44), Saint-Philbert-de-Grand-Lieu (44) and Vertou (44);
- priority No. 2: to promote well maintained secondary schools, which consume low amounts of energy, and are safe and accessible. The 6 new secondary schools will meet high energy performance requirements. In addition, energy renovation work is being continued and a plan to solarise secondary school buildings will also be put in place: 100,000 m² of photovoltaic panels (€30m investment) will be installed between now and 2030 (equivalent to a third of the annual consumption of secondary schools);
- priority No. 3: to improve the working environment of agents in secondary schools, notably, by continuing the deployment of high school 4.0 and efficient teaching equipment;
- priority No. 4: to support all forms of educational innovation and support good living through, in particular, free textbooks but also the provision of 50,000 parameterized laptops given to high school students entering Second Grade and 1st year CAP students in public and private schools (95,243 computers distributed on 2021-2023).

These priorities will be pursued with the implementation of the new 2025-2030 investment strategy, with a greater effort from 2025 onwards to meet the challenges of energy renovation and to promote exemplary environmental approaches through works.

The Region is also competent in the field of higher education and research. It thereby contributes to the funding of institutions and that of specific projects.

The quality of the research and higher education contributes to the competitiveness and attractiveness of the Loire valley territory, by preparing the skills and jobs of tomorrow and by fuelling the development of economic players.

Therefore, the Region wants to achieve 3 goals through its Regional Scheme of Higher Education, Research and Innovation (SRESRI): voted on in December 2020 and planning a regional action for the period 2021-2027

- **Speeding up campus renovation and improving facilities:**

To this end, the Region intends to step up its support for the energy transition of academic buildings and for efficient asset management. National funds (CPER) as well as European funds will be mobilised by the Region, particularly for projects seeking a particular performance in terms of energy and environmental efficiency.

At the same time, and following the example of the Nantes University Hospital District (UHQ), the Region wishes to develop pooling between local authorities and with the State in order to optimise investment and the quality of the training on offer, in particular by focusing on improving digital facilities.

Lastly, the aim is to invest in cutting-edge scientific and technical facilities in order to consolidate the region's research and innovation potential. Research infrastructures (scientific equipment and skills brought together in technological platforms) are real assets for the region. They are key factors in attracting high-potential students and researchers, particularly when their differentiating features are recognised and visible on a national or European scale.

- **Developing and strengthening higher education provision**

This plan is an opportunity for the Region to reaffirm its role as leader in the guidance of young people, by developing and investing further in the training on offer, and communicating the technical and scientific needs of the Region.

The Region also wants to develop a local offering to combat the territorial divide by responding as effectively as possible to local issues.

Improving the training on offer also means removing several obstacles. The Region is therefore committed to developing the number and quality of student accommodation and catering facilities throughout the Region.

- **Mobilising academic potential**

Faced with the Region's many demographic, energy, environmental and economic challenges, and the need to remain resilient in the face of various crises (economic, health, etc.), it is essential to mobilise research and development potential across the entire value chain to generate innovations for society and the economy.

To make an active contribution to the innovative solutions arising from research that will meet the needs of tomorrow's growth markets and the major changes taking place in the society, a number of studies have highlighted two fundamental issues:

- the need to cross-fertilise research and innovation, by pooling forces in joint teams made up of public and private players;
- the main sources of innovation lie at the crossroads between disciplines and sectors (e.g. health and digital technology, materials and industry, etc.).

III.2.3 – Economic development

Economic development has been an historic and priority target area for the Region, which was once again confirmed in 2004. The Region coordinates "throughout the territory of all economic development initiatives implemented by public authorities and their associations." The economic initiatives managed by the Region include:

- Definition and granting of economic aid for companies. In 2004, the distinction between direct aid (e.g. regional employment bonus) and indirect aid (e.g. loan guarantees) to companies was removed, replaced by the distinction between economic aid and real estate aid;
- Creation of a regional scenario for the economy and sustainable employment (SREED), following consultation with departments, municipalities and their associations.

This mission was reinforced with the introduction of the NOTRe Act, by which the regions were given greater weight in terms of economic development and aid for companies: the region is now the sole authority for determining aid programmes and granting aid to companies (service delivery, grants, loans and repayable advances), apart from company's property and real estate aid which remains within the remit of the municipalities. It is also the sole authority for deciding aid programmes for struggling companies.



Photo: Atlantic shipyard in Saint-Nazaire.

The Regional Scheme of Economic Development, Innovation and Internationalisation (SRDEII) 2022-2028, adopted by the Regional Council at a session on 24 March 2022, is the cornerstone of the economic strategy of the regional team.

It defines the guidelines on assisting businesses, support for internationalisation, assistance for real estate investment and innovation in companies as well as guidelines relating to the attractiveness of the regional territory.

As the subjects of Tourism and the Social Solidarity Economy are closely intertwined with the SRDEII, its preparation has been coordinated and articulated with the parallel revision of the *Schéma Régional de Développement du Tourisme et des Loisirs* (SRDTL) and the *Stratégie Régionale de l'Economie Sociale et Solidaire* (SRESS). In addition, this plan also incorporates the obligation imposed on the Regions from 2020 onwards to incorporate circular economy guidelines. In this respect, the Circular Economy Plan adopted for the period 2018-2025 already set out a number of priorities based on concerns that were widely echoed in the consultation: sustainable sourcing, eco-design, territorial industrial ecology and the functionality economy. Lastly, the SRDEII echoes 3 priorities set out elsewhere in the SRADDET: combining the attractiveness and balance of the Pays de la Loire region, making a success of the ecological transition while preserving the regional identities of the Loire, based on the principle of convincing rather than coercing, and trusting the regions.

The SRDEII aims to **plan the regional economy to develop local employment**. It is the result of a targeted consultation process involving all the stakeholders in order to inform the strategic thinking of the Region. It is based on 5 challenges and 25 priorities.

This goal is based on 5 challenges:

- **making the digital and ecological revolutions the foundation of reindustrialisation**

This involves to support technological and social change in companies, while continuing to reindustrialise the Region. It also means making the ecological and energy transition a priority and enabling businesses to seize every opportunity.

To achieve this, the Region is relying on the network of players supporting innovation, as well as its own schemes such as its "Industry of the Future" Call for Expressions of Interest (CEI), launched in 2017, to enable as many SMEs as possible to embark on a practical approach to modernising their production facilities and making the transition to digital technology. The support available under this AMI consists of a range of solutions tailored to the different phases of a modernisation project: diagnosis - feasibility study (part 1) - integration and testing (part 2) - operational deployment (part 3). The Region also supports companies' investment capacity through direct equity participation via its investment fund, Pays de la Loire Participations. In addition to the financial aspect, the Region also supports SMEs in organisational and managerial innovation by offering a made-to-measure service.

Supporting the creation and development of digital companies in the Pays de la Loire is also a major challenge for the Region. Through support for networks such as French tech, direct aid to companies or support for players in the fields of accommodation, support and incubation, financing including fund-raising or seed capital, particularly for start-ups, the Region ensures that regional, national and European financial tools are visible.

- **preserving the local roots of know-how and promoting it internationally**

Even though the Region remained attractive to international investors in 2020, ranking it sixth among the French regions, value chains were, in some sectors, violently tested by the crisis. Conversely, it is necessary to promote local know-how and product quality in order to better integrate them into global value chains. The emergence of new sectors in critical segments and the strengthening of the competitiveness of those with a strong territorial anchor must contribute to this.

In order to strengthen its international appeal, the Region has been pursuing targeted actions since 2016, to win over new foreign companies and encourage those already established to reinvest in the Pays de la Loire. To achieve this, it relies on the Hub international Invest, which brings together all the regional players involved in international attractiveness, to optimise the detection of new foreign business projects and facilitate their establishment in the Pays de la Loire.

The Region also wants to step up its efforts to promote exports. In this context, three major challenges have been identified:

- supporting the internationalisation of the Region's strategic sectors and positioning them as international flagships to enable them to establish a long-term foothold in the Region;
- encourage new companies to export;
- encourage companies to progress from first-time exporter to regular exporter

Boosted by its rich and diversified economic fabric, the Region will continue its efforts in favour of the development of sectors of excellence, both in the agri-food sector and in technical and technological fields such as:

- aeronautics: Pays de la Loire ranks 2nd in France for the production of civil aerostructures, thanks to the presence of two Airbus sites in the Region,
- shipbuilding, a long-established industry in the Loire region, with the largest civil shipyard in France (Chantiers de l'Atlantique). It is the Region's number 1 exporter. This sector is particularly affected by the challenges of ecological transition,
- or the development of tomorrow's energies, such as hydrogen.

- **building a new form of regional economic governance that combines proximity and simplification**

At the infra-regional scale, the future of each territory is conditioned by several factors: its urban status, peri-urban or rural, its more or less strong proximity with dynamic territories, its specialization or its economic diversity... All these determinants constitute strengths or weaknesses that must be taken into account in the implementation of public policies of the Region. It is in this spirit that the Region has decided to engage in a strategic territorial dialogue with each territory to share a diagnosis and identify new levers to prioritize.

The local economy is a local breeding ground for sustainable employment and represents significant potential for development. In the Pays de la Loire, it accounts for 79% of establishments and around 70% of salaried jobs.

Between 2008 and 2018, the local economy was very dynamic, with 56,650 additional establishments. This is twice as many as other activities outside the local economy. The health crisis has highlighted the importance of this economy, revealing the dependence of French industrial production on third countries, particularly in strategic sectors. The crisis has also made consumers more aware of the importance of buying locally, and of relying on local businesses that have been able to maintain an essential service to the population during the confinements, and a strong social link, particularly in rural areas. It also highlighted the need to strengthen the resilience of the food system in all its dimensions, and the importance of relocating the agriculture and food to ensure that everyone has access to healthy, safe and sustainable food.

However, local businesses are exposed to unfavourable economic conditions because of their characteristics: they are mostly small, with low turnover and small cash reserves. The Region is therefore committed to participating in the development and safeguarding of these local businesses, in both tourist and rural areas.

In addition, the Region will also launch new actions to support cultural and heritage tourism. The Region boasts a large number of cultural, heritage and historical sites, some of which are already attracting significant numbers of visitors. The Pays de la Loire can also count on a wide range of tourist attractions (cycle tourism, wine tourism, water sports, agritourism, etc.) to develop local tourism, which is becoming a very strong expectation among customers. To raise the profile of this tourism offering and support direct sales by professionals, the Region is encouraging, for example, the continued roll-out of the e-RESA online booking system.

The Regional Tourism and Leisure Development Plan (RTLTD) 2022-2028 is structured around 4 priorities:

- revitalising the Region's tourism businesses and destinations and boosting their performance,
- boosting the attractiveness of the region's tourist businesses and destinations: investing in international markets and growth drivers in the domestic market,
- building the tourism of tomorrow,
- anticipate and act together.

Finally, the joint adoption of the Regional Strategy of the Social and Solidarity Economy (SSE) 2022-2028 will encourage a more committed economy that is adapted to all regions. The social and solidarity economy is an economy that plays an active role in local development and provides a strong base for jobs and activities. The challenge is to support the emergence and long-term viability of SSE (Social and Solidarity-based Economy) economic projects and to create a wider network of support for these projects.

- **defending and supporting the development of high-performance infrastructures**

The port of Nantes Saint-Nazaire must become the natural maritime gateway to the Greater West. The Region is committed to making it a tool for the economic development of the region. It is financing a number of port developments, in particular to accommodate new activities, in order to consolidate its role as an "industrial" port with high-performance logistics.

Economic development also needs a strong and reliable transport network. The Region is therefore committed to sustainable mobility that is close to the Region's territories and the needs of the inhabitants. Its ambitions for the development of public transport services are set out in the regional mobility strategy, adopted in March 2021. It sets a course for 2030 and outlines a longer-term vision for 2050.

- **meeting the skills challenge of today and tomorrow**

85% of the occupations of 2030 do not yet exist, 1 in 2 managers are facing recruitment problems, and 80% of the skills required will be the result of lifelong learning. Faced with these projections, the Region is committed to using its various levers (guidance for young people, continuing vocational training for jobseekers, support for work-linked training), adapting its training offer and supporting students in their entrepreneurial adventure.

Through its actions, the Region aims to respond to recruitment difficulties, involve companies in training, encourage public/private sector gateways via the recruitment of doctoral students, and support local companies in promoting their "employer brand". It has therefore decided to take action to speed up the process of bringing companies and jobseekers together, thereby facilitating recruitment. This is the purpose of the "one job = one training" scheme, which will be rolled out more extensively from 2025 onwards and extended to include people who are a long way from employment.

In addition, to ensure effective career guidance, the Region is putting in place a number of initiatives to support the people of the Loire in their training and professional integration.

III.2.4 – Territorial planning

In parallel with its historic role in the area of economic development, the Region plays an important role in **territorial planning**. This area of responsibility mainly covers:

- Consultation with the regions when determining the national planning and sustainable development plan;
- Production of a SRADDET. The Region's SRADDET identifies, in the form of a diagnosis and a Regional Charter, the major orientations desired in terms of planning and equipment of the territory to ensure consistency with any projects carried out by central government and other local authorities within the regional territory. It should be pointed out that, since the NOTRe Act, the SRADDET has become prescriptive and is therefore imposed at other local levels;
- Drafting and signing with central government of the *Contrats de Projets État-Région* (CPER) listing the actions which they plan to carry out together over a 7-year period.

In 2022, the Region wanted to assume the bases of a new fairer and more balanced means of accompanying territories on the scale of the Loire valley territory in favour of its inhabitants. For this, the Region proposed the conclusion and the implementation of a strategic regional agreement with each interconnected community.

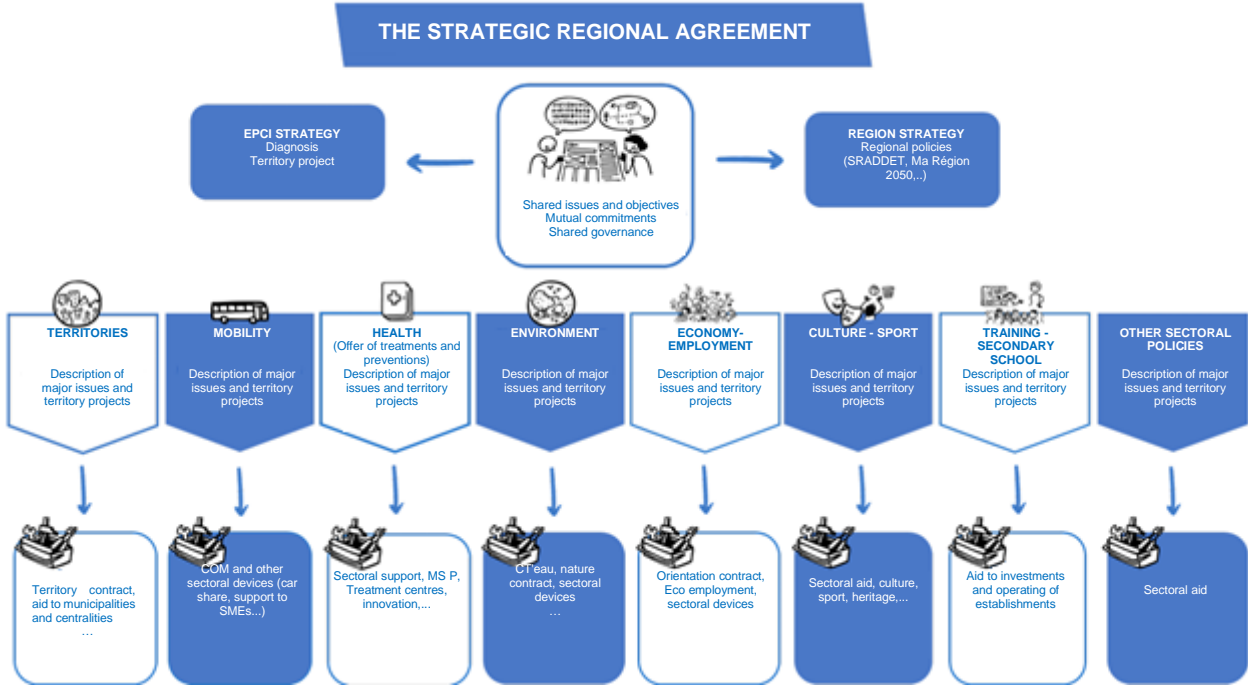
This agreement constitutes the basis of a reinforced strategic dialogue between the Region and each *établissement public de coopération intercommunale* (EPCI), relying on a shared diagnosis of the issues and needs of each territory. It is of a kind to identify the different interventions of the Region in its areas of expertise in each territory, according

to its public policy priorities. The financing of investment projects identified in this agreement is firstly via policies of common law of the Region (contractual and sectoral provisions) and secondly, via new strategies of its territorial policy namely a new contractualisation on the scale of the EPCI as well as aid to municipalities and centralities. With this strategic agreement and its new territorial policy, the Region wishes to thus devise and implement new closer partnership methods with each of the EPCI to allow a better coordination between the regional pillars and the local strategies, to favour local partnerships, work in favour of territorial equity and cohesion and ensure a greater transparency and better legibility of the regional action on territories. In this strategic agreement and its new territorial policy, the Region asks the territories for total commitment on the ecological and environmental transition and the taking into account of disabilities in the projects they support.

The regional agreement constitutes the medium of a strategic dialogue with each EPCI and refers to different specific themed contracts that can or could be concluded over different periods.

The Region has decided to maintain its support for local investment at a high level, by mobilising a total of €100m from 2023 to 2026 (included in the CPER 2021-2027), plus €108m over 2021-2027 in credits that the Region, as the managing authority for European funds, has decided to dedicate entirely to the territories.

Finally, in a more general context of decreasing public revenues and subsidies, the Region wishes to move from a one-stop-shop approach to a project-based approach. As a result, work has begun on structuring a range of engineering and local development services to support local authorities' development strategies and projects, particularly in the area of sparing use of land. For greater proximity and to meet the needs of the regions, this service offer is based on the teams of the *Maisons de la Région* and the regional services.



III.2.5 – Public transport



The regional transport network consists of:

16.7 million journeys each year

31 regional public transport lines

131 train stations and stops and 142 bus stops

452 trains and 115 coaches circulating each day.

45,731 travellers per day on board regional trains and coaches in the Pays de la Loire.

Photo: Train Express Régional

Authority for organising regional passenger transport was transferred to the Region on 1 January 2002 (law no. 2000-1208 of 13 December 2000 on urban solidarity and renewal, Article 124). To this end, the Region defines the content of regional public passenger transport for all of the territories under its responsibility. The SNCF remains the sole operator of such transport within the framework of applicable agreements. Regional passenger transport, or TER, is composed of regional rail services and rail replacement road services.

As a result of the NOTRe Act, the regions have inherited non-urban road transport from the departments (regular lines and on-demand transport), school transport excluding disabled students, regular maritime transport, construction, development and operation of public passenger stations and local-interest rail lines used for transportation purposes. This transfer of authority is supported by the allocation by departments to regions of an additional 25% of the CVAE, thereby increasing the revenue received by the regions from 25% to 50%. This revenue was then abolished in favour of the payment of a fraction of VAT from 2021. A regional majority is in favour of improving access to the transport network. Possessing high quality transport infrastructure and services is a prerequisite to mobility, promoting economic development and combating the isolation of certain communities. The objective implies financing for new road infrastructures of regional interest. The Region has developed its own regional interest road policy.

In order to ensure the successful completion of these missions, the Region does not act alone but relies on partners to provide passenger service:

- With *SNCF Voyageurs*, the infrastructure manager in charge of network maintenance and planning; and
- With operators: bus companies (road-based lines) and the French state railways (*SNCF Réseau*) for network operation and rolling stock maintenance.

On 27 June 2024, the Prefect of the Pays de la Loire Region and the President of the Pays de la Loire Region signed an amendment to the 2021-2027 State-Region Plan Contract, which provides for the funding of transport and mobility infrastructure projects over the period 2023-2027. Following a new phase of dialogue and consultation with stakeholders and regions, this rider gives concrete form to the memorandum of understanding signed on 16 November 2023 in Nantes. A total of €1 billion will be earmarked for mobility infrastructure over the period 2023-2027 to support day-to-day travel throughout the five départements of Pays de la Loire.

Three quarters of this investment is dedicated to rail and public transport, as well as cycle paths, in order to accelerate the ecological transition in mobility. The planned investments, including unprecedented funding for cycling and rail freight, will be a powerful lever for facilitating the daily journeys of the people of the Loire and accelerating the decarbonisation of transport, in line with the COP of Pays de la Loire.

This investment will also enable the region to meet its major challenges, notably the development of the Nantes/Saint-Nazaire metropolitan regional express service and the launch of prefiguration studies for Angers and Le Mans, service to Nantes-Atlantique airport and the modernisation of the rail link to Paris, which will in the short term be the subject of safety measures to prevent delays caused by collisions with wildlife. Improvements to the Massy-Valenton railway line, financed by the French government, will help to raise the profile of the region and increase its accessibility.

III.2.6 –Culture, sport and leisure

Culture and sport in Pays de la Loire means :
France's leading orchestra, with over 10,000 subscribers to the Orchestre National des Pays de la Loire.
La Folle Journée is exported to Tokyo, Bilbao and Warsaw.
The Festival des Trois Continents opens its doors to films from Asia, Africa and Latin America.
France's No. 1 region for sport: over 1 million members of sports clubs, 23,000 sports facilities, 8,909 sports clubs, 33 high-level centres, etc.



Photo: Ma Région Virtuose in La Roche sur Yon on 28 January 2024 - photo credits Région des pays de la Loire

Culture in all its forms and disciplines is an integral part of the identity of the Region.

The Region is responsible for organising and financing **regional museums** as well as for preserving and promoting the **regional archives**. It may nevertheless entrust this mission to departments.

Moreover, since 2004, the Region has been **responsible for drawing up the general inventory of its cultural heritage**. Here as well, it may appoint sub regional authorities to draw up inventories in their respective territories. Ownership of classified or registered monuments or the objects which they contain, belonging to the State or to the National Monuments Centre and appearing on the list drawn up by decree of the Council of State, may also be transferred to the regional government.

Recognising culture as an area of shared responsibility, the NOTRe Act has entrusted to the Region the mission of contributing to its own cultural development. To this end, it has decided to focus on the following areas:

In terms of cultural

- promoting and developing the cultural programme of Fontevraud Abbey, the regional heritage inventory: while tangible heritage (architectural, town planning, artistic and movable heritage) remains at the heart of the Inventory's studies, the focus is also shifting towards the natural and cultural landscape, as well as intangible cultural heritage (practices and customs, knowledge and know-how), in order to put the elements studied into perspective, and to understand them in their specificity,
- the organisation of a major regional cultural event, "Ma Région virtuose", with three ambitions: the cultural excellence of its programming, the economic and territorial accessibility of the event and its openness to all audiences, especially young people, thanks to innovative and renewed formats,
- restoring the region's heritage for future generations; the Region thus continues to intervene with a view to leveraging and balancing regional resources in support of cultural and heritage projects of regional importance. In terms of heritage restoration, the structuring projects such as the overhaul of the largest natural history museum in the region (Nantes), the overall restructuring of the museum of modern and contemporary art in Les Sables d'Olonne, the first part of the renewal of Epau Abbey in Le Mans, and the scenography of the fine collection of statuary in the collegiate church of Saint-Martin, are all exceptional projects that mark a collective investment in the service of citizens. In terms of arts and culture, two projects

for new facilities have been identified under the 2021-2027 CPER: the reconstruction of the Institut Technologique Européen des Métiers de la Musique (ITEMM), dedicated to technical music professions in Le Mans, and the construction of a new contemporary music venue, with two concert halls and rehearsal studios, in the Saint-Serge district of Angers,

- support for major cultural and heritage operators (Orchestre National des Pays de la Loire, Angers Nantes Opéra, Fonds Régional d'Art Contemporain (FRAC) des Pays de la Loire, Mission Val de Loire).

In terms of sport

- developing the activities of the CREPS (Centre de Ressources, d'Expertise et de Performance Sportive) to provide the right conditions for athletes to succeed,
- the continuation of the "Région Pays de la Loire Tour", a cycle race with a threefold ambition: to create a tool for collaboration and promotion of the regions; to celebrate sporting excellence; and to bring the local population together around a major festive and popular event,
- actions to promote daily physical activity in secondary schools and also a sports and disability plan to promote the acquisition of adapted equipment,
- support for regional leagues and committees and the Regional Olympic and Sports Committee.

IV – Presentation of the budgetary and financial accounting framework

IV.1 – Accounting rules for a public body

The principal accounting rules applicable to all public bodies are defined by decree No. 2012-1246 of 7 November 2012 on the management of the budget and public accounts.

The provisions on territorial authorities are principally specified by the provisions of the CGCT and by specific budget and accounting instructions (instruction M57, as specifically for the Region and since 1 January 2019).

The accounts of public institutions are kept **pursuant to procedures inspired by the General Accounting Plan** (defined by Regulation No. 99-03 of the *comité de la réglementation comptable* (Accounting Regulations Committee) of 29 April 1999 on the rewriting of the general accounting plan), notably for the presentation of the accounts.

These provisions, which are common to institutions of private law, are nevertheless eclipsed by the rules of **budgetary law** specific to the public sector, which preceded them.

The specific character of public budgetary law rests on two fundamental principles devised over the course of the 19th century:

- ⇒ prior authorisation of revenues and expenditure by the deliberating Assembly; and
- ⇒ separation of the authorising officer and the accountant.

The service of the debt represents a mandatory expenditure for the Region in accordance with 6° of Article L.4321-1 of the CGCT, whether for reimbursement of the capital or interest. Such expenditure must be recorded in the budget of the local authority. If this obligation is not met, lenders are entitled to use the procedures for registration and mandating motion to obtain payment of annuities in the event of failure of the Region (Articles L.1612-15 and L.1612-16 of the CGCT). However, registration and order for the mandatory expenditure being, for the Region, the result of a judicial decision which has the force of *res judicata* are governed by Article 1 of Law No. 80-539 dated 16 July 1980 and Articles L.911-1 *et seq.* of the French *Code de Justice Administrative*. In addition, enforcement proceedings (including seizures) are not applicable to the Region.

Pursuant to these provisions, where a final court ruling has been issued against a local authority, such as the Region, requiring payment of a sum of money the amount of which is set out in the ruling itself, the payment order must be issued within two months of notification of the court ruling. If the payment order is not issued within this period, the Préfet shall issue a mandatory payment order.

Moreover, in the event of insufficient credit to settle a mandatory expense of the Region, the Préfet has the power to issue formal notice to the Region to create the necessary resources; if the Regional Council has not freed up or created the resources within the period specified in the formal notice, the Préfet shall mandatorily register the sum

due within the budget of the Region while freeing up the necessary resources, either by eliminating or reducing other expenditure or by creating the said resources.

In this regard, any failing on the part of the Préfet to implement the procedure is likely to engage the responsibility of the French State for gross negligence (See CE, 18 November 2005, *Société Fermière de Campoloro*, n°271898; CE, 29 October 2010, *Min. Alimentation, Agriculture et Pêche*, no. 338001).

Furthermore, under Article L.1612-15 of the CGCT, this procedure may be introduced by the *Chambre Régionale des Comptes* to which the matter has been referred by either the *Préfet* or by the Region's public accountant, or by any interested party, in order to (i) register within one month of the referral that a mandatory expenditure has not been recorded in the Region's budget, or the amount recorded is insufficient, and (ii) issue formal notice to the Region to rectify its budget.

Should the formal notice not be acted upon within one month, the *Chambre Régionale des Comptes* shall issue a request to the *Préfet* for the expenditure to be recorded in the budget and, where applicable, shall propose the creation of resources or the reduction of optional expenditure in order to cover the mandatory expenditure.

The mandatory nature of repayment of the debt (capital and interest) represents legal protection for lenders.

IV.2 – Organisation of accounting and budgetary functions within local authorities

These principles of budgetary law govern the procedures for adopting, executing and auditing public accounts, as well as the roles of the different parties intervening in the budgetary and accounting procedures.

IV.2.1 – Budgetary authorisations of the deliberating Assembly

The budget is "*the instrument through which revenues and expenditures are provided and authorised*" (Decree no 2012-1246 of 7 November 2012, Article 7).

While the elaboration is incumbent on the executive, its adoption is the exclusive preserve of an elected assembly. Pursuant to the constitutional principle of consent to taxation (Declaration of the Rights of Man and Citizen of 26 August 1789, Article 14), **this deliberative authority cannot form the object of the delegation.**

The Regional Council is led to take several budgetary decisions during a financial year. The **original budget** most frequently constitutes the first and most important of these decisions, due to the provisions, notably tax provisions, which may accompany it. It may be adjusted over the course of the year by **amending decisions** adopted on the same terms. Among these amending decisions, a **supplementary budget** is intended for recording accounting results and possible carry-forwards of credits observed at the close of the preceding financial year.

The budget decisions of the Deliberating Assembly are imposed on the authorities responsible for their implementation.

The budgets of territorial authorities, like the State budget, must observe the following principles:

- the principle of budgetary unity: this principle provides that all revenues and expenses must be brought together in a single document;
- the principle of annual application: according to this principle, the budget is provided for a duration of one year, from 1 January to 31 December, and the authorisation granted to the executive by the authority to collect revenues and to make the expenditures is given for a duration of one year, from 1 January to 31 December;
- the principle of universality: according to this principle, all revenues and expenditures, without compensation or allocation, appear in the budget;
- the principle of balance: this principle means that considering a sincere evaluation of the revenues and expenses, revenues must be equal to the expenses, for operation (current operations) on the one hand and investment on the other. Furthermore, revenues other than borrowings must allow reimbursement of debt principal to be covered; and
- the principle of budgetary specialisation: this principle provides that every credit must be opened for a specific item of expenditure of a determined amount, such that the executive may not change the allocation of budgetary credits without authorisation from the deliberative body.

Budgetary and Financial Regulations

The budgetary framework set by the regulations is completed and specified by the provisions left to the assessment of the Regional Assembly. A budgetary and financial regulation is adopted for this purpose by the Regional Council at the start of each mandate.

With regard to the Region, the budgetary and financial regulations notably oblige the regional executive to submit strategic objectives and multi-year planning of expenditures on which the annual debate on budgetary orientation is based, preceding the adoption of the original budget for the following financial year.

The budgetary decisions and procedures adopted and implemented are framed by financial objectives and execution procedures which aim to reinforce the multi-year dimensions of budget management.

This multi-year budgetary framework rests in legal terms on the system of planning (or commitment) authorisations, as an exception to the principle of annual budget application and which authorises the engagement of expenses for which payment is spread over several financial years.

IV.2.2 – Budgetary execution by the authorising officer and the accountant

Budgetary law entrusts exclusivity for accounting and financial operations arising from the execution of the budgets to two distinct persons, the authorising officer and the accountant, attached to each public body.

The **authorising officer** of a local authority is the President of its Council (regional, departmental, municipal).

In addition to his missions of drawing up the budget for the authority, the authorising officer plays a predominant role in its execution, prescribing its revenues and expenditures.

He commits to expenditures and, after having verified the reality of the debts presented (liquidation), orders its payment by the authority's accountant (delegation or scheduling).

With regard to revenues, he confirms the rights of the organisation (liquidation) and orders the recovery and collection by the accountant through transmission of a revenue order.

Note: The **Standing Committee** plays an equally predominant role, although less well-known than that of the authorising officer, in the execution of the regional budget.

Actually, most reasonable expenses require a resolution for their implementation, by their nature (subsidies, etc.) notably and/or procedures for budgetary management.

These instruments are adopted by the Standing Committee which has received a delegation from the Regional Council.

The **accountant** of a public organisation is generally an agent of the State (regional or departmental paymaster, departmental, municipal treasurer, etc.). He is responsible for **auditing the regular nature** of revenue and expenditure operations prescribed by the authorising officer. He alone is authorised to carry out **treasury operations** (recovery and collection of revenues, payment of expenses) and maintains the **general accounts** of the organisation.

The liquid treasury assets, deposited in a single account maintained by the accountant, are not remunerated and cannot be invested, except in extraordinary cases provided by law (Article 116 of the Finance Law for 2004 defines this exceptional regime, codified in Articles L. 1618-1 of the CGCT. It is supplemented by Article R.1618-1 of the CGCT created by Decree No. 2004-628 of 28 June 2004, implementing Article 116 of the Finance Law for 2004 and relating to the conditions for the exception to the obligation to submit the funds of territorial authorities and their public institutions to the State). This account cannot be overdrawn.

These rules are derived from the **obligation to deposit funds** with the Public Treasury, a translation of the principal budgetary law of the **unity of cash balances and cash flows** between the State and the local authorities (Art. 26 of Organic Law No. 2001-692 on the Finance Laws (LOLF) of 1 August 2001, which replaced Article 15 of the Order of 2 January 1959. In its 3°, it provides that "*unless expressly provided by a finance law, the territorial authorities and their public institutions shall be obliged to deposit all of their cash assets with the State.*").

The decree of 7 November 2012 on public budgetary and accounting management specifies the respective attributions of the authorising officer and of the accountant and enunciates the principle of the **incompatibility** of the functions. This separation, deriving from a Napoleonic rule, according to which the authorising party does not pay and the party who pays does not authorise, is intended to ensure a mutual audit between the two officials responsible for managing public funds.

IV.3 – Audits

The procedures for exercising the free administration of local authorities (Article 72 of the Constitution) are framed by the existence of a State audit of the instruments and accounts of these authorities.

The budgetary instruments of the territorial authorities are subject to a **a posteriori auditing** mechanism:

- as administrative instruments, they are subject to the audit of legality under ordinary law;
- as budgetary operations, they are subject to the special procedures of budgetary, jurisdictional and management auditing.

IV.3.1 – Auditing of operations

In budgetary terms, the **legality check** relates to the conditions for the elaboration, adoption or presentation of the budgetary documents and their annexes.

It is incumbent on the representative of the State within the local authority (the *Préfet* of the Region at regional level) to refer operations which are considered to be illegal to the administrative court within two months of their submission to the *Préfecture* (Art. L.4142-1 of the CGCT).

IV.3.2 – Auditing of accounts

The accounts of the Region are not subject to any legal or regulatory obligation of certification by a statutory auditor. Nevertheless, the audit of the accounts is carried out, on the one hand, by the public accountant and on the other, by the *Chambre Régionale des Comptes* (Regional Chamber of Accounts).

While the accounts of the French State have been subject to certification since 2006, in the case of local authorities, it was not until the NOTRe law that the legislator opened up the certification of accounts to experimentation. 25 local authorities have applied to take part in this experiment, including the Region, which is the only region in metropolitan France to have committed to this approach.

In 2021, the Region became the first french local authority to be certified. The Region is committed to a process of continuous improvement that will enable it to progressively lift the reservations expressed by the statutory auditor.

IV.3.3 – Auditing of operations by the public accountant

The public accountant executes accounting and financial operations and maintains a management account in which he indicates all of the expenses and revenues of the local authority. He verifies that the expenses are attributed pursuant to the accounting nomenclature in effect and that the origin of the revenue is legal. If the accountant detects any illegal action, he rejects the payment decided by the authorising officer.

He cannot carry out a discretionary inspection. Indeed, he cannot judge the relevance of the policy choices made by the territorial authorities and in the contrary case, the authorising officer may issue an order for the accountant to pay.

Order no. 2022-408 of 23 March 2022, which puts an end to the personal and pecuniary liability of accounting officers, creates a unified jurisdictional system for the liability of public managers, both accounting officers and authorising officers.

From 1^{er} January 2023, offences against the rules governing the execution of revenue and expenditure or the management of public assets, constituting serious misconduct that has caused significant financial damage, will be prosecuted. The new system of liability for public managers aims to "*limit the punishment of purely formal or*

procedural faults, which should now come under the heading of managerial responsibility" (minutes of the Council of Ministers meeting of 23 March 2022).

IV.3.4 – Auditing of the accounts by the *Chambre Régionale des Comptes*

An *a posteriori* financial control is carried out by the *Chambre Régionale des Comptes* of the Pays de la Loire.

Created in 1982 (Law No. 82-213 of 2 March 1982 on the rights and freedoms of municipalities, departments and regions), the Regional Chambers represent a counterweight to the abolition of the *a priori* supervision of the actions of territorial authorities. The powers of these courts are defined by law (Art. L. 211-1. et seq. of the French *Code des juridictions financières*).

Within this framework, the Regional Chambers of Accounts are endowed with triple powers for audits.

First of all, they exercise **budgetary control** which replaced that exercised by the *Préfet* until 1982. This control only applies to budgetary **acts** in the narrow sense, *i.e.* to the original budget, to any supplementary budgets and amending decisions and to the administrative accounts. It does not apply to non-budgetary instruments, even if these have a financial impact (e.g. contracts).

They propose solutions to the *Préfet* to be implemented in the following cases:

- budget not voted by the legal deadlines;
- budget voted with an imbalance;
- account heavily in deficit;
- insufficient credits required to settle a mandatory expense;
- rejection of the administrative accounts.

The second audit is of a **jurisdictional** nature and aims to ensure the **regularity** of operations realised by the public accountant. For each financial year, the Regional Council takes a decision to adopt these management accounts. They are then analysed by the *Chambre Régionale des comptes*, which verifies whether or not the revenues have been recovered and whether the expenses have been paid pursuant to current regulations. It analyses the accounts and the supporting documents.

It then gives a discharge to the accountant if the accounts are correct. The accounts of public accountants are generally examined on the average every four years over a period including the accounts since the last audit by the *Chambre Régionale des comptes*.

The third is a **management review** conducted for the purpose of auditing the quality and regularity of management, deployment of resources and the effectiveness of actions carried out by a local authority.

IV.3.5 – Certification of accounts

Certification of accounts is the written and reasoned opinion on the accounts of an entity as formulated by an independent third party under their own responsibility (statutory auditor = *commissaire aux comptes* (CAC)). It is a form of audit that does not replace local authorities' existing audits. It is issued annually and is therefore on a different cycle from the process of management control practised by the *Chambre Régionale des comptes*, from the audits conducted by the public accountant and from the legality audit. The Region's accounts are audited by the *Pays de la Loire Regional Audit Office*. The purpose of this control is to ensure the regularity of the operations undertaken by the public accountant.

Participation in this accounting quality process constitutes an opportunity for the Region to benefit from an extensive period of support from the *Cour des comptes*, the *Chambre régionale des comptes* and the *Direction Générale des Finances Publiques*. For the Region, the process also covers the following:

- Certification guarantees the **fair presentation** of accounts and **financial transparency**;
- Certification helps to **prevent** financial, asset and legal **risks**;
- Certification **reinforces democratic control**: by better informing the elected representative and the electors about the financial statements, currently structured around the authorising officer and accountant;

- Certification provides a strong signal of **credibility** and **professionalism** for the outside world, notably financiers, by offering a better vision of the **budgetary sustainability** of the local authority and of project profitability;
- Certification constitutes a **management tool** to motivate the parties involved in ensuring the reliability of the accounts and to **optimise** internal organisation and procedures (organisation chart, internal control guides and guidelines).

The pilot scheme is managed by a multi-disciplinary team from the *Cour des comptes*, which should lead to the identification of areas of improvement to ensure certification with as few reservations as possible.

As part of the experiment in the certification of accounts, the Region's accounts are audited by the auditors Mazars.

In 2021, the Region became the first French local authority to be certified. The Region has maintained its efforts in subsequent years, as part of a continuous improvement process that has gradually removed the reservations expressed by the Statutory Auditor.

The auditor's conclusions on the reliability of the Region's 2023 accounts:

On the basis of the audit carried out and taking into account all the recommendations taken into account by the Region and the Public Accountant since the Court's diagnoses, the quality of the accounts of the Pays de la Loire Region has allowed certification with a number of reservations limited to their impact on the balance sheet and the result for the 2023 financial year. A favourable opinion has been issued on these accounts with reservations.

As presented in his report on the annual accounts, the Region's auditor is in the opinion that: "Subject to the reservations described in the "Basis for qualified opinion" section, we are of the opinion that of the opinion that the Accounts present fairly, in all material respects, in accordance with accounting instruction M57, the assets and financial position of the Region Pays de la Loire at 31 December 2023, and the results of its operations for the year then ended".

Once again, the Region has been therefore certified, with reservations. The multi-year actions plan drawn up from 2021 onwards will enable the reservations expressed by the auditor to be progressively lifted. Three reservations were lifted in 2021. For the 2022 financial year, the Region paid particular attention to:

- the quality of the "Fixed assets in progress" item, on which significant adjustments have been made;
- the uniform deployment of a control process for transport revenue authorities.

For the 2023 financial year, two reservations relating to error corrections have been lifted: an error correction on loan impairment (€6.5 M) and an error correction on the CET provision (€3.1 M).

Réerves	Levées de réserves :		
	4 en 2021	2 en 2022	2 en 2023
Réserve 1 - Les subventions d'équipements versées doivent être amorties à compter de la date de mise en service du bien financé ou à défaut et par simplification, à compter de la date de versement de la subvention.			
Réserve 2 - Modalités d'amortissements des immobilisations corporelles – Durée unique de 30 ans et non mise en œuvre de l'approche par composants.			
Réserve 3 - Prorata temporis - Immobilisations corporelles acquises depuis le 1er janvier 2019 restent amorties à compter du 1er janvier de l'exercice suivant leur date de mise en service.			
Réserve 4 - Absence d'inventaire physique exhaustif, y compris dans les lycées (compétence chefs établissements: EXOGENE)			
Réserve 5 - Absence de mise en service des immobilisations en cours à forte antériorité.		x	
Réserve 6 - Dépréciation des titres de participations (PLP) : correction d'erreur (7,5 M€)			
Réserve 7 - Procédure de dépréciation des prêts à finaliser et correction d'erreur (6,5 M€)			x
Réserve 8 - Créances : date d'évaluation des dépréciations à constituer au titre des créances (novembre), entraînant un ajustement 1M€	x		
Réserve 9 - Provision pour Compte Epargne Temps (CET) - correction d'erreur (3 M€)			x
Réserve 10 - La Région n'est pas en mesure de contrôler le montant des dotations et recettes fiscales qu'elle perçoit (EXOGENE)			
Réserve 11 - Rattachement des produits sans contrepartie directe (la M57 définit le fait générateur pour la TICPE, taxe sur certificats d'immatriculation et fraction de TVA ex DGF à la date d'encaissement, en l'absence de notification, en janvier N+1)			
Réserve 12 - Recettes transports scolaires (manque de documentation pour faire le lien entre les recettes comptabilisées et le logiciel de gestion des inscriptions)		x	
Réserve 13 - Charges d'intervention - Rattachement des dépenses (pas de lien avec le déboucement des rattachements en N+1)	x		
Réserve 13 bis de 2021 - La réserve n°13 devient une réserve limitée aux rattachements de la convention SNCF (EXOGENE)			
Réserve 14 - Fonds européens FEAMP et FEDAEER : incapacité de la Région à contrôler les attestations de l'ASP (EXOGENE)			
Réserve 15 - Fonds propres : manque de documentation justifiant le montant des subventions d'investissement et de dotations reçues à forte antériorité	x		
Réserve 16 - Fonds propres : manque de documentation concernant les dotations présentant une forte antériorité	x		
Réserve 17 - Engagements hors bilan de la Région (absence de processus permettant de garantir l'exhaustivité du recensement des EHB)			

Réserve 1 – Les subventions d'équipements versés doivent être amorties à compter de la date de mise en service du bien financé ou à défaut et par simplification, à compter de la date de versement de la subvention	Reserve 1 – Equipment subsidies paid must be amortized from the date of commissioning of the financed asset or, failing that and for the sake of simplicity, from the date of payment of the subsidy.
Réserve 2 – Modalités d'amortissements des immobilisations corporelles – Durée unique de 30 ans et non mise en œuvre de l'approche par composants	Reserve 2 – Depreciation methods for tangible fixed assets – Single duration of 30 years and non-implementation of the component approach.
Réserve 3 – Prorata temporis – Immobilisations corporelles acquises depuis le 1er Janvier 2019 restent amorties à compter du 1er janvier de l'exercice suivant leur date de mise en service	Reserve 3 - Prorata temporis - Tangible fixed assets acquired since January 1, 2019, remain depreciated as of January 1 of the financial year following their commissioning date.
Réserve 4 – Absence d'inventaire physique exhaustif, y compris dans les lycées (compétence chefs établissements : EXOGENE)	Reserve 4 - Absence of an exhaustive physical inventory, including in secondary schools (responsibility of school heads: EXOGENE).
Réserve 5 – Absence de mise en service des immobilisations en cours à forte antériorité	Reserve 5 – Failure to commission fixed assets with a long history
Réserve 6 – Dépréciation des titres de participations (PLP) : correction d'erreur (7,5 M€)	Reserve 6 – Depreciation of equity interests (DEI): error correction (€7.5 M)
Réserve 7 – Procédure de depreciation des prêts à finaliser et correction d'erreur (6,5 M€)	Reserve 7 – Loan depreciation procedure to be finalized and error correction (€6.5 M)
Réserve 8 – Créances : date d'évaluation des dépréciations à constituer au titre des créances (novembre), entraînant un ajustement 1 M€	Reserve 8 – Receivables: valuation date for impairment to be recognized for receivables (November), resulting in an adjustment of €1 M
Réserve 9 – Provision pour Compte Epargne Temps (CET) – correction d'erreur (3 M€)	Reserve 9 – Provision for Time Savings Account (TSA) – error correction (€3 M)
Réserve 10 – La Région n'est pas en mesure de contrôler le montant des dotations et recettes fiscales qu'elle perçoit (EXOGENE)	Reserve 10 – The Region is not in a position to control the amount of grants and tax revenues it receives (EXOGENE)
Réserve 11 – Rattachement des produits sans contrepartie directe (la M57 définit le fait générateur pour la TICPE, taxe sur les certificats d'immatriculation et fraction de TVA ex DGF à la date d'encaissement, en l'absence de notification, en janvier N+1)	Reserve 11 – Attachment of products without direct consideration (M57 defines the chargeable event for the TICPE, tax on registration certificates and fraction of VAT ex DGF on the date of receipt, in the absence of notification, in January N+1)
Réserve 12 – Recettes transports scolaires (manque de documentation pour faire le lien entre les recettes comptabilisées et le logiciel de gestion des inscriptions)	Reserve 12 – School transport revenue (lack of documentation to link the recorded revenue to the registration management software)
Réserve 13 – Charges d'intervention – Rattachement des dépenses (pas de lien avec le déboucement des rattachements N+1)	Reserve 13 – Intervention expenses – Allocation of expenses (no link with the settlement of N+1 allocations)

Réserve 13bis de 2021 – La réserve n°13 devient une réserve limitée aux rattachements de la convention SNCF (EXOGENE)	Reserve 13bis of 2021 – Reserve No. 13 becomes a reserve limited to the SNCF agreement (EXOGENE)
Réserve 14 – Fonds européens FEAMP et FEDER : incapacité de la Région à contrôler les attestations de l'ASP (EXOGENE)	Reserve 14 – European EMFF and ERDF funds: inability of the Region to check the ASP certificates (EXOGENE)
Réserve 15 – Fonds propres : manque de documentation justifiant le montant des subventions d'investissement et de dotations reçues à forte antériorité	Reservation 15 – Own funds: lack of documentation justifying the amount of investment subsidies and endowments received in the past
Réserve 16 – Fonds propres : manque de documentation concernant les dotations présentant une forte antériorité	Reservation 16 – Own funds: lack of documentation concerning endowments with a long history
Réserve 17 – Engagements hors bilan de la Région (absence de processus permettant de garantir l'exhaustivité du recensement des EHB)	Reservation 17 – Off-balance sheet commitments of the Region (lack of a process to guarantee the completeness of the EHB census)

The 2023 accounts are therefore certified with 10 residual reservations, 4 of which are exogenous. Significant work has been carried out internally and with the ASP in an attempt to lift the reserve on the European Agricultural Fund for Rural Development (EAFRD) and the European Maritime Affairs and Fisheries Fund (EMAFF) (relating in the 2023 accounts to the previous programming period). At this stage, the work remains in progress.

Every year, the Region works to improve the quality of its accounts. Not all progress made results in the lifting of reservations. This is particularly the case for reserves on fixed assets.

In 2022, the Region began a reflection process on the implementation of the prorata temporis, notably by homogenising the rules on the dates for putting into service properties linked to the Real Estate Directorate of the Region. Thus, from 1 January 2023, new capital assets are amortized on a pro rata temporis basis, with the exception of grants, low-value assets, advances and studies not followed by work. However, the reserve issued by the auditor will not be lifted in 2023 (no reprocessing of the 2019-2022 financial years and impact of decomposition by component on the pro rata temporis).

The community has also continued to improve the reliability of its asset valuation. After the valuation of high schools by notaries, the Region was able to correct the value of assets in 2020. The same work was carried out in 2023 to enhance buildings outside high schools (campus buildings, technocampus etc.).

The 10 remaining reserves relate to:

A- On tangible fixed assets, intangible and outstanding:

- methods of depreciating tangible fixed assets, in particular for secondary schools (under review as mentioned above),
- prorata temporis – Tangible capital assets acquired since January 1, 2019 remain amortized as of January 1 of the year following their commissioning date,
- depreciation of equipment grants paid from the date of commissioning of the financed asset or in default and by simplification from the date of grant (pending regulatory developments on the subject - not a priority),
- lack of an exhaustive inventory of all furniture in **EXOGENE** lycées.

B- On financial fixed assets:

- depreciation of the securities of Pays de la Loire Participations (PLP) - error correction (Reflection still ongoing at the level of DGFIP on the possible budgetisation of corrections of errors for previous years without budgetary impact.

C- On products without direct consideration:

- connection of products without direct consideration (TICPE, VAT, registration tax, etc.), disagreement of the CAC on these connection entries in the absence of notification or collection of these revenues for the month of December
- products without direct counterpart (tax allocations and revenues) outside FSE (the CAC is not able to pronounce on the amounts of these revenues in the absence of control or justifications of the base elements – **EXOGENE**).

D- On the SNCF contribution:

- intervention charges – connection of the SNCF - **EXOGENE** agreement.

E- On the EU funds (EAFRD-EMFF):

- documentation of flows relating to the EU funds EMFF and EAFRD: the ACC is waiting for additional extracts from the ASP on all the devices of the attestation - EXOGENE.

F- Off-balance sheet commitments :

- documentation of the Region's off-balance sheet commitments (large-scale project with gradual implementation).

All these reservations are areas for improvement for the Region in future financial years.

IV.4 – Accounting and budgetary documents

The accounts of the authorising officer and of the accountant are maintained with the application of the budgetary and accounting instruction M57 since 1 January 2019 (previously M71). In practice, the principle of separation of the two functions gives rise to the maintenance of **two distinct sets of accounts**.

In addition to budgetary accounting, which is designed to verify that the operations required by the authorising officer comply with the authorisations issued by the deliberative assembly, the accounting officer keeps the body's general accounts. This "cash accounting" is based on the requirements of the "*Plan Général Comptable*" (*General Chart of Accounts*) (defined by regulation 99-03 of the French accounting regulations committee). The accounts are kept on a double-entry basis, and include balance sheets, income statements and notes comparable to those of a private-sector entity.

These two separate accounts are recorded in a single document known as the Single Financial Account, in accordance with the Order of 15 July 2022.

The operations are divided into two budgetary sections according to their attribution to the charges and revenues accounts or to the balance sheet.

An operating section retraces the expenditure and revenue operations in a form comparable to that of an income statement, while an investment section traces the flows for the financial year occurring on the capital and fixed asset accounts.

The preparation of the annual accounts consists of the approval by the Regional Council, before 30 June of the following financial year, of the single financial account presented by the President of the Regional Council.

For the financial year 2023, these documents were approved by the Regional Council of the Region on 20 June 2024.

For a full understanding of the accounts, it is important to underline the following points:

- with regard to the financial analysis of the public sector body, common practice gives priority to the budget documents drawn up by the local authority departments (single financial accounts for drafts and last approved original budget). This practice allows the traditional analysis of the accounts to be completed by information on the intended use of public expenditure by domain of competence of the local authority. Budget documents actually reveal a **double breakdown of expenses and revenues**, classed by their nature (by way of application of an accounting plan inspired by the PCG of 1982) and by their **destination** (informed on the basis of the Functional Nomenclature of Authorities (*Nomenclature Fonctionnelle des Administrations NFA*), drawn up for statistical purposes by the INSEE. It should be noted that accounting and functional nomenclature plans may vary, with each type of authority (region, department, municipality) applying its own specific accounting and budget instruction).
- "legal persons subject to public law are not liable for value added tax (VAT) for the activity of their administrative, social, educational, cultural and sporting services when this absence of liability does not cause distortions in conditions of competitiveness" (Art. 256B of the French *Code général des impôts*). In this way, the territorial authorities may or may not be liable for VAT, depending on the nature of the activities which they carry out. It therefore follows that the budget of the Region essentially covers non-taxable expenses and revenues (recording in the accounts with all taxes included);
- financial analysis only takes into account **actual movements** for the financial year, in terms of revenues and expenses. Movements within and between the operational and investment departments, termed *mouvements d'ordre* according to the applicable accounting rules, are ignored.

V – Quantitative data

Analysis of the accounts of local authorities may be carried out on the basis of documents produced by the accountant and/or those submitted by the authorising officer. For the 2023 financial year, by virtue of changes in accounting documentation, the information is taken from the single financial account.

Section V.2 "*The accounts of the Région des Pays de la Loire*" present a retrospective of the Region's accounts over the period 2021-2023. The data is definitive and has been extracted from the administrative and management accounts for financial years prior to 2022 and from the single financial accounts for 2022 and 2023.

The items presented in section V.3 – "Presentation of the 2025 Budget and the 2025-2027 financial trajectory" are taken from the 2025 Original Budget adopted on 20 December 2024. It should be noted that the financial trajectory presented in this section is based on the 2025 budgetary guidelines report for 2025, approved on 17 October 2024.

The data relating to cash flow management presented in section V.4 – "*Debt and cash flow*" are from the 2023 single financial account (CFU) formally approved on 20 June 2024. They are therefore definitive.

In the following pages the acronyms BP, BS, DM, CA, CG and CFU stand for original budget, additional budget, modifying decision, administrative account, management account and single financial account.

V.1 – Solvency of the Region

V.1.1 - The legal framework of borrowings by territorial authorities allows insolvency risk to be limited

(See the chapter entitled "*Risk factors*")

V.1.2 - Rating of the Region

The solvency of the Region may be validly assessed in view of the elements presented below. Moreover, an annual assessment of the solvency risk of the Region is conducted by a rating agency and gives rise to the attribution of a long-term financial rating.

On 10 December 2024, S&P confirmed the AA- long-term rating with a stable outlook and the A-1+ short term rating for the Region. The rating agency also confirmed the 'AA-' rating of the EMTN programme.

According to the rating agency, the Region benefits from "solid economic fundamentals and a favorable institutional framework". Standard & Poor's is established in the European Union and has applied for registration under Regulation (EC) 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

V.2 – The accounts of the Region

V.2.1 – Accounting presentation

SUMMARY INCOME STATEMENT

In million euros

Items	Financial year 2021	Financial year 2022	Financial year 2023
Taxes collected	1,055.16	1,108.60	1,151.09
Grants and subsidies received	562.95	562.60	573.66
Revenue from services	25.20	22.82	34.33
Other revenue	60.14	76.66	29.72
Transfer of expenses	1.30	3.59	3.31
Current non-financial revenue	1,704.75	1,774.27	1,792.12
Wages, salaries, social security contributions	176.97	182.99	189.56
Purchases and external charges	289.72	302.37	301.59
Contributions and interventions	489.56	485.25	491.69
Depreciation, amortization and provisions	498.30	505.70	525.69
Other expenses	82.52	87.05	84.06
Current non-financial expenses	1,537.06	1,563.36	1,592.58
CURRENT NON-FINANCIAL RESULT	167.70	210.91	199.54
Current financial revenue	3.92	4.78	8.11
Current financial expenses	29.65	33.21	38.15
FINANCIAL CURRENT RESULT	-25.74	-28.43	-30.04
CURRENT RESULT	141.96	182.48	169.50
Exceptional income			
Exceptional expenses			
EXCEPTIONAL RESULT	0.00	0.00	0.00
PROFIT TAXES	-	-	
RESULT FOR THE YEAR	141.96	182.48	169.50

Sources : CFU 2023 and Auditors report

Non-financial current income for the 2023 fiscal year was €199.54 M. Taxes and duties constitute 64.23% of non-financial current revenue. The latter are also made up of 32.01% of contributions and subsidies. The holdings and interventions represent 30.87% of the Region's non-financial current expenses. Subsidies constitute the main method of intervention of the Region.

The financial income is structurally negative given the obligation made to territorial communities to deposit their funds with the Public Treasury, without the possibility of remuneration or investment.

The result for the 2023 financial year is €169.5 M, *i.e.* decrease of 7.12% compared to that recorded on 31 December 2022.

SUMMARY BALANCE SHEET

In million euros

NET ASSETS ¹	Financial year 2021	Financial year 2021	Financial year 2021
Intangible fixed assets (net)	2,745.76	2,803.45	2,830.92
Land	1,080.20	1,075.33	1,125.91
Buildings	2,295.74	2,310.94	2,296.21
Road networks and installations and various networks	50.52	52.17	52.83
Tangible fixed assets in progress	202.70	130.98	143.60
Fixed assets under concession, lease or made available and allocated fixed assets	-	-	33.70
Other fixed assets	73.42	88.25	116.78
Total tangible fixed assets (net)	3,702.59	3,657.67	3,769.04
Financial fixed assets	178.89	166.15	155.84
TOTAL FIXED ASSETS	6,627.24	6,627.28	6,755.79
Stocks			
Receivables	176.16	168.12	165.82
Securities	-	-	-
Cash	23.73	73.38	40.43
Other current assets			
TOTAL CURRENT ASSETS	199.90	241.50	206.24
Accruals and deferred income	-	-	0.11
TOTAL ASSETS	6,827.14	6,868.78	6,962.15

(1) After deduction of depreciation and provisions

At 31 December 2023, the assets of the Region amounted to over €6.9 billion, *i.e.* an increase of 1.36% compared to 2022. Fixed assets represented 97.04% of total assets.

Assets include:

- **intangible fixed assets** amounting to 2.83 billion euros (a 0.98% increase). These essentially consist of subsidies paid to public and private organisations.
- **tangible fixed assets**, including the fixed assets belonging to the Region (buildings, land, equipment, etc.). These increased by 3.04% to €3.77 billion.
- **financial fixed assets**, consisting of holdings of securities, loans and advances, deposits and guarantees, the amount of which decreased over 2022 (€155.84 M in 2023 versus €166.15 M in 2022, *i.e.* a decrease of 6.21%).
- **liquid assets**, which amounted to 40.43 million at 31 December 2023.

In million euros

LIABILITIES	Financial year 2021	Financial year 2022	Financial year 2023
Allocations	3,165.53	3,165.53	3,494.62
Globalized funds	940.45	1,026.38	1,104.31
Reserves	2,863.56	2,950.76	2,906.08
Differences on realization of fixed assets	-2,919.72	-3,229.82	-3,476.21
Carry forward	46.80	45.38	110.92
Result of the financial year	141.96	182.48	169.50
Transferable subsidies	278.22	328.86	252.54
Non-transferable subsidies	148.90	148.14	148.14
Rights of the assignor, licensor, lessor and grantor	14.36	14.36	14.36
Other equity	-	-	-
TOTAL EQUITY	4,680.07	4,632.06	4,724.26
PROVISIONS FOR RISKS AND CHARGES	1.54	1.75	11.34
Long-term financial debts	2,012.42	2,128.97	2,115.78
Suppliers ¹	46.55	38.46	28.95
Other short-term debts	86.36	67.36	81.94
Total short-term debts	132.91	105.82	110.89
TOTAL DEBTS	2,145.33	2,234.79	2,226.67
Accruals and deferred income	0	0	0
TOTAL LIABILITIES	6,827.14	6,868.78	6,962.15

(1) including warrants issued during the additional day and settled in the financial year N-1

The examination of the liabilities highlights the financing structure of the local authority.

Equity (definitive resources) reached 4,724.26 M euros at 31 December 2023, *i.e. down 1.02% compared to 2022.*

Long-term debts amounted to €2,115.78 M in 2023 versus €2,128.97 M in 2022. The debt/equity ratio thus amounted to 47.13% in 2023 versus 48.2% in 2022.

Fixed assets has risen slightly at €6.75 billion in 2023 versus 6.62 billion in 2022.

In 2023, working capital has decreased by €49.5 M resulting in a decrease in cash flow and this despite a €6.5 M³⁰ reduction in working capital requirements. This strategy has made it possible to reduce borrowing, which has been limited to €110 M.

³⁰ Annexe rapport CFU 2023 – Conseil régional du 20 juin 2024
https://paysdelaloire-webdelibplus.digitechcloud.fr/webdelibplus/jsp/seance_agenda.jsp?date=20-06-2024&assembly=Conseil%20R%C3%A9gional&type=apres&role=usager

	2020	2021	2022	2023	Evol 2022/2023	Evol 2022/2023
FRN	81 372	82 292	152 127	112 675	-39 452	-26%
BFR	49 207	78 557	78 744	72 250	-6 493	-8%
Trésorerie	32 164	3 735	73 384	40 425	-32 959	-45%

FRN	NWC
BFR	CWC
Trésorerie	Cash flow

Holdings

At 31 December 2023, the various holdings of the Region were as follows:

Acronyms in the tables below: HLM = affordable housing, SA = public limited company, SCIC = cooperative collective interest company, SEM = semi-public company, SAFER = agricultural land exploitation body, SPL/A local public development company, SAS = simplified joint stock company, SAEM = mixed economy limited company, FCPR = venture capital fund, FCPI = innovation venture capital fund.

Type of commitment shareholding	Organization name	Company name	Legal nature of the organization	Commitment amount
Nature de l'engagement (2)	Nom de l'organisme	Raison sociale de l'organisme	Nature juridique de l'organisme	Montant de l'engagement
Détention d'une part du capital				
-	SAS Pays de la Loire Participations		Personne morale de droit privé	44 392 700,00
-	SEM Régionale des Pays de la Loire		Personne morale de droit privé	10 556 500,00
-	SA Agence France Locale - Société territoriale		Personne morale de droit privé	7 351 100,00
-	SEM Croissance verte		Personne morale de droit privé	5 050 000,00
-	SPR des Pays de la Loire		Personne morale de droit privé	1 447 000,00
-	SEM ALTER ECO		Personne morale de droit privé	1 188 830,00
-	SAS France Active Investissement		Personne morale de droit privé	499 902,00
-	SAEM Vendée		Personne morale de droit privé	360 000,00
-	SEM Loire-Atlantique Développement		Personne morale de droit privé	250 000,00
-	SEM Laval Mayenne Aménagements		Personne morale de droit privé	199 988,00
-	SPR Abaye de Fontevraud		Personne morale de droit privé	180 000,00
-	SPL Société d'aménagements Métropole Ouest Atlantique		Personne morale de droit privé	66 350,00
-	SEM Le Mans Basket		Personne morale de droit privé	64 499,40
-	SPL Le Voyage à Nantes		Personne morale de droit privé	50 000,00
-	SAEML La Folle Journée		Personne morale de droit privé	45 000,00
-	SPL La Cité Le Centre des Congrès de Nantes		Personne morale de droit privé	34 625,00
-	SPL Loire-Atlantique Développement		Personne morale de droit privé	33 400,00
-	SCIC ENERCOOP Pays de la Loire		Personne morale de droit privé	30 000,00
-	SPL Pomichet la Destination		Personne morale de droit privé	5 850,00
-	SPL Destination Bretagne Plein Sud		Personne morale de droit privé	5 400,00
-	SPL Angers Loire Tourisme Expo Congrès		Personne morale de droit privé	5 000,00
-	SPL Saint Nazaire Agglo Tourisme		Personne morale de droit privé	3 800,00
-	SPL Vendée Grand Littoral		Personne morale de droit privé	2 000,00
-	Caisse régionale du Crédit Agricole		Personne morale de droit privé	1 520,00
-	SPL Evasion à la Tranche sur mer		Personne morale de droit privé	370,00
-	SPL Océan Marais Monts Tourisme		Personne morale de droit privé	370,00
-	SA SAFER Maine Océan		Personne morale de droit privé	16,00
-	SA HLM La Mancelle		Personne morale de droit privé	0,10
-	Meduane Habitat		Personne morale de droit privé	0,10
-	SCIC Habitat		Personne morale de droit privé	0,10
-	Logi Ouest		Personne morale de droit privé	0,10
-	SA HLM Les Castors Angevins		Personne morale de droit privé	0,10
-	SA HLM Le Foyer Manceau		Personne morale de droit privé	0,10
-	SA HLM Le Toit Angevin		Personne morale de droit privé	0,10
-	BI HLM Espace Domicile		Personne morale de droit privé	0,10
-	SA HLM Loire-Atlantique Habitation		Personne morale de droit privé	0,10
-	SA HLM Le Val de Loire		Personne morale de droit privé	0,10
-	SA HLM CIF Habitat		Personne morale de droit privé	0,10
-	SA HLM Foyer Moderne		Personne morale de droit privé	0,10
-	SA HLM Foyer Vendéen		Personne morale de droit privé	0,10
-	CIL Atlantique		Personne morale de droit privé	0,10
-	SA HLM Logis Familial Mayennais		Personne morale de droit privé	0,10

➤ **Off-balance-sheet commitments**

At 31 December 2023, the loans guaranteed by the Region are shown in the table below:

Beneficiary	Guaranteed capital on 31/12/2021	Guaranteed capital on 31/12/2022	Guaranteed capital on 31/12/2023
AETS ESEO	895 074.99	864 401.17	855 531.50
AETS ESEO	923 288.38	916 898.56	910 238.09
AFPI Pays de la Loire	610 862.69	568 088.64	525 382.24
ISAIP INSTITUT SUP ANGERS	613 839.76	559 766.90	526 606.37
ISAIP INSTITUT SUP ANGERS	252 760.40	489 987.26	461 216.97
ISTOM	848 560.15	803 614.25	757 899.38
LYCEE BLANCHE DE CASTILLE	347 511.12	213 561.89	
LYCEE BLANCHE DE CASTILLE	463 604.17	435 600.00	399 712.50
LYCEE D'AVESNIERES LAVAL	79 530.90	52 985.41	28 414.94
LYCEE D'AVESNIERES LAVAL	59 510.95	38 238.27	19 119.11
LYCEE D'AVESNIERES LAVAL	75 595.84	51 086.25	25 893.95
LYCEE D'AVESNIERES LAVAL	59 739.66	37 461.82	9 550.05
LYCEE JEAN XXIII LES HERBIERS	0.00	1 500 000.00	1 413 728.93
LYCEE JEAN XXIII LES HERBIERS	0.00	1 420 410.31	1 332 833.31
LYCEE JEAN XXIII LES HERBIERS	0.00	1 421 060.30	1 334 182.19
LYCEE JOSEPH ROUSSEL	1 075 924.44	1 040 887.44	1 005 519.66
LYCEE JOSEPH ROUSSEL	1 125 000.00	1 091 986.90	1 058 615.50
LYCEE LA PERVERIE NANTES	498 715.28	486 718.84	442 900.73
LYCEE LA PERVERIE NANTES	671 618.05	603 090.08	542 274.27
LYCEE LEAP DU TERTRE FERTE	560 814.41	512 329.72	463 360.18
LYCEE LES BUISSONNETS	0.00	1 522 500.00	1 477 218.57
LYCEE LES HORIZONS LE MANS	2 028 260.00	1 874 461.00	1 714 126.00
LYCEE NOTRE DAME DE LA FLECHE	252 232.64	223 965.95	195 538.54
LYCEE NOTRE DAME DE LA FLECHE	370 000.00	340 000.00	310 000.00
LYCEE ROCHEFEUILLE MAYENNE	1 174 742.27	1 058 488.43	949 990.76
LYCEE SAINTE MARIE CHANTONNAY	475 507.36	418 797.30	0.00
LYCEE ST CHARLES LE MANS	33 272.51	4 819.60	0.00
LYCEE ST CHARLES LE MANS	51 624.09	28 181.59	4 081.43
LYCEE ST CHARLES LE MANS	40 837.41	29 347.64	21 350.30
LYCEE ST CHARLES LE MANS	1 325 000.00	1 264 840.86	1 204 078.62
LYCEE ST CHARLES LE MANS	64 234.39	136 754.29	129 335.59
LYCEE ST DOMINIQUE ST HERBLAIN	458 714.85	390 692.26	320 705.50
LYCEE ST FRANCOIS D'ASSISE	5 279 247.35	5 457 084.41	5 272 488.07
LYCEE ST FRANCOIS D'ASSISE	5 637 757.76	5 442 194.79	4 654 981.99
LYCEE ST FRANCOIS D'ASSISE	5 653 260.39	5 489 247.81	5 322 308.44
LYCEE ST JOSEPH LOQUIDY NANTES	208 265.40	16 176.03	0.00
LYCEE ST JOSEPH LOQUIDY NANTES	1 188 264.05	1 104 417.92	1 019 755.93
LYCEE ST JOSEPH LOQUIDY NANTES	303 243.31	241 996.78	179 980.28
LYCEE ST JOSEPH LOQUIDY NANTES	11 214.53		
LYCEE ST JOSEPH PRUILLE	885 000.00	825 000.00	765 000.00
LYCEE STE CATHERINE LE MANS	883 655.41	830 920.15	777 495.24

LYCEE STE CATHERINE LE MANS	45 300.74	16 754.76	0.00
LYCEE STE CATHERINE LE MANS	197 441.88	177 857.91	158 043.57
LYCEE STE CATHERINE LE MANS	657 729.35	628 124.07	597 793.91
MFR BERNAY	65 000.00	63 708.47	61 100.10
MFR BERNAY	268 000.00	263 028.57	252 988.28
MFR BERNAY	50 000.00	49 072.48	47 199.27
MFR BERNAY	65 000.00	63 708.47	61 100.10
MFR BERNAY	268 000.00	263 028.57	252 988.28
MFR BERNAY	50 000.00	49 072.48	47 199.27
MFR NOGENT LE BERNARD	163 509.01	156 044.59	147 752.33
MFR NOGENT LE BERNARD	107 438.80	102 541.70	97 548.26
OGEC AEP CHATEAU GONTIER	743 884.53	704 680.90	670 270.43
OGEC ST GABRIEL ST MICHEL	225 000.00	180 565.08	135 849.42
OGEC ST GABRIEL ST MICHEL	225 000.00	203 281.25	181 392.48
OGEC ST GABRIEL ST MICHEL	350 000.00	328 169.99	306 133.89
OGEC ST GABRIEL ST MICHEL	213 412.22	170 204.23	123 103.39
OGEC ST GABRIEL ST MICHEL	223 161.08	202 055.16	179 187.23
OGEC ST GABRIEL ST MICHEL	228 918.63	50 799.62	47 281.36
OGEC ST GABRIEL ST MICHEL	23 758.59	17 147.18	10 543.72
OGEC ST GABRIEL ST MICHEL	31 674.47	21 301.81	18 890.91
OGEC ST GABRIEL ST MICHEL	32 146.01	23 289.79	21 676.77
OGICES	951 383.02	913 788.50	858 684.13
OGICES	926 703.37	581 043.34	558 974.77
OGICES	518 198.25	498 183.89	478 722.94
Total for loans contracted by private educational institutions	42 116 944.86	45 535 513.63	41 745 839.94
CROUS DE NANTES	1 790 146.26	1 592 130.62	1 387 253.75
FOYER DE VIE HAUTS DE SEVRE	1 452 757.48	1 389 594.12	1 326 430.76
SOCIETE HLM ESPACIL	161 953.93	109 034.73	71 025.88
YNCREA OUEST	799 500.00	748 117.60	695 751.95
YNCREA OUEST	1 598 400.00	1 534 032.47	1 468 237.14
Total for loans contracted for housing aided by the state	5 802 757.67	5 372 909.54	4 948 699.48
SCI POLE COIFFURE	1 792 882.67	1 699 172.57	1 671 260.36
INSTITUT CANCEROLOGIE OUEST	693 000.00	657 000.00	621 000.00
INSTITUT CANCEROLOGIE OUEST	1 575 000.00	1 491 000.00	1 407 000.00
AIR PAYS DE LA LOIRE	249 794.72	224 786.71	194 562.82
AIR PAYS DE LA LOIRE	75 273.83	49 940.81	18 628.73
SCI POLE COIFFURE	1 850 944.81	1 763 115.44	1 603 044.76
Total for other loans	6 236 896.03	5 885 015.53	5 515 496.67
General total	54 156 598.56	56 793 438.70	52 210 036.09

V.2.2 – Administrative presentation

➤ Regional expenses

Real expenses by type			
<i>In millions of euros</i>	2021	2022	2023
Operations	1,130.43	1,140.07	1,175.29
General expenses	290.33	302.88	302.39
Staff costs and related expenses	173.75	180.62	186.59
Other operational expenses	563.69	558.06	576.78
Financial expenses	26.80	27.96	35.99
Extraordinary expenses	16.40	10.67	12.83
Reductions in income	59.45	59.88	60.70
Investment	784.34	731.74	722.58
Investment provisions and subsidies	413.81	436.85	425.08
Intangible fixed assets	3.24	3.46	3.37
Tangible fixed assets	42.15	44.29	43.71
Fixed assets in progress	149.28	103.57	104.05
Loans (other than accounting movements for loans)	143.71	123.60	124.85
Accounting movements for loans	22.13	13.43	17.92
Other (holdings, other fixed assets, etc.)	10.01	6.54	3.61
TOTAL	1,914.76	1,871.81	1,897.87

Real investment expenditure by allocation

<i>In million euros</i>	2021	2022	2023
Operations	1130.43	1140.07	1175.30
0 – General services	95.05	100.39	105.59
1 – Education, vocational training and apprenticeships	421.46	416.56	417.44
2 – Culture, sport and leisure	33.40	32.71	32.04
3 – Health and social services	6.31	7.19	6.60
4 – Territorial planning	1.18	1.14	0.71
5 – Management of European funds	6.19	4.03	11.33
6 – Environment	9.72	9.18	10.21
7 – Transportation	401.59	415.37	429.73
8 – Economic action	52.01	54.07	51.12
Not broken down – Debt expenses	27.34	28.49	36.51
Not broken down – Other	76.18	70.95	74.02
Investments	784.34	731.74	722.58
0 – General services	26.16	14.50	11.06
1 – Education, vocational training and apprenticeships	188.70	183.99	188.11
2 – Culture, sport and leisure	34.05	17.89	16.16
3 – Health and social services	2.30	3.07	2.81

5 – Territorial planning	72.78	63.89	50.43
6 – Management of European funds	103.24	111.39	122.27
7 – Environment	19.68	21.17	20.39
8 – Transportation	92.15	80.84	86.13
9 – Economic action	108.31	111.41	96.86
Not broken down – Debt reimbursement and other financial operations	136.96	123.59	128.36
TOTAL	1914.77	1871.81	1897.88

Expenses of the 2023 Budget

INVESTMENT 2023	Commitment authorisations		Payment credits	
	Amount (in €M)	% of total	Amount (in €M)	% of total
Financing, human resources, regional affairs, public procurement, European affairs and external relations	31.86	6.01%	261.09	36.13%
Enterprise, international development, digital, green growth, tourism, innovation, higher education and research	114.53	21.61%	86.76	12.01%
Youth, Employment, Vocational training and orientation	174.41	32.92%	171.94	23.80%
Infrastructures, Sustainable transport and mobility	92.60	17.48%	86.13	11.92%
Territories, Rurality, Environment, ecology and energy transition, water, housing, digital infrastructures, safety and health	65.53	12.37%	81.61	11.29%
Agriculture, food industry, forestry, fishing and the sea	30.23	5.70%	18.36	2.54%
Culture, sports, community life, volunteering, solidarity, civism and gender equality	20.72	3.91%	16.69	2.31%
TOTAL not including accounting movements on loans	529.87	100%	722.58	100.00%
Accounting movements on loans				
TOTAL	529.87	100%	722.58	100.00%

OPERATIONS 2023	Commitment authorisations		Payment credits	
	Amount (in €M)	% of total	Amount (in €M)	% of total
Financing, human resources, regional affairs, public procurement, European affairs and external relations	5.45	0.64%	345.64	29.41%
Enterprise, international development, digital, green growth, tourism, innovation, higher education and research	33.31	3.90%	47.00	4.00%
Youth, Employment, Vocational training and orientation	336.24	39.33%	305.03	25.95%
Infrastructures, Sustainable transport and mobility	425.44	49.76%	425.34	36.19%
Territories, rurality, environment, ecology and energy transition, water, housing, digital infrastructures, safety and health	14.40	1.68%	13.11	1.12%
Agriculture, food industry, forestry, fishing and the sea	6.84	0.80%	7.83	0.67%
Culture, sports, community life, volunteering, solidarity, civism and gender equality	33.33	3.90%	31.35	2.67%
TOTAL not including accounting movements on loans	855.02	100.00%	1,175.30	100.00%
Accounting movements on loans				
TOTAL	855.02	100.00%	1,175.30	100.00%

For operating expenditures, excluding order movements, authorisations issued amounted in 2023 to €175.30 M, broken down into 70% public policy expenditure (€829.66 M) and 29% for general administration expenses and interest on debt of €345.64 M.

As in previous years, the transport sector was the leading field of action in the Region in 2023 with 36% of expenditure mainly devoted to operation of the regional transport network.

The youth, employment, training, secondary schools and orientation sector is the second biggest item with €305.03 M in payment credits consumed in 2023 for the operation of the system.

The expenses related to these two major components alone account for nearly 62% of the total operating credits consumed in 2023.

Investment expenditure amounted to €722.58 M (excluding active debt management) and €603.49 M for non-debt amortisation expenses alone.

The public youth and training (secondary schools) policy represents 23.8% of payment credits consumed for a total amount of €171.94 M.

The policy to promote economic development (companies, tourism, innovation, education and research) accounts for 12.01% of 2023 investment expenditures, *i.e.* an overall amount of €86.76 M.

The Region repaid €119.09 M of its debt stock in 2023.

➤ **Regional resources**

Actual revenue by nature

<i>In million euros</i>	2021	2022	2023
Operations	1,345.99	1,414.69	1,456.48
Income from services and sales	25.20	22.82	34.33
Taxes and duties	710.59	780.46	794.81
Direct taxation	404.00	388.01	416.99
Allocations, participating interests and subsidies	175.75	184.88	169.96
Other income from activity	12.69	7.25	13.34
Reduction of expenditures	0.33	0.73	0.42
Financial income	2.71	2.91	5.40
Extraordinary income	12.22	22.16	15.22
Provisions and other combined operations	2.51	5.46	6.02
Investment	567.35	522.67	376.78
Allocations and miscellaneous funds	76.98	85.93	77.94
Subsidies	154.45	165.81	153.97
Loans and similar debts	301.44	239.59	110.00
Subsidies for equipment paid	7.72	1.11	8.63
Intangible fixed assets			
Tangible fixed assets	1.00	0.06	0.06
Fixed assets in progress	2.40	0.21	0.39
Other financial fixed assets	13.92	27.17	22.56
Operations on behalf of third parties	9.43	2.80	3.24
Income from disposal of fixed assets			
Accounting movements on loans			
TOTAL	1,913.34	1,937.36	1,833.26
TOTAL (except accounting movements on loans)	1,913.34	1,937.36	1,833.26

The operating and investment budgets do not follow the same logic: while operating revenue is generally of a recurrent nature, the financing of investments is more characterised by the pace of expenditure that vary with the electoral cycle.

In addition, investment revenue can show change significantly between two financial years as a result of the volume of accounting movements on loans.

An analysis of the budgetary revenue by function is less relevant than for expenditure. Consequently, an analytical presentation of the corresponding evolution is given by source.

Across operating and investment sections, the five major budgetary resources of the Region are: **tax revenue**, **State assistance** (allocations and various participations), **revenues associated with public policies**, **revenues dedicated to European funds** and finally **loans**.

The regional taxation:

<i>In million euros</i>	2021	2022	2023
Tax revenues	1151.2	1208.9	1250.8
Direct or reformed taxation	50.9	35.0	37.3
Internal tax on consumption of energy products (TICPE)	235.9	249.3	253.6
Tax on registration certificates	136.6	111.1	135.9

VAT	694.7	780.5	794.8
Tax resources substituting for vocational training and apprenticeship receipts	33.1	33.1	29.1

** From 2021, the regional portion of CVAE (value added business tax) will be abolished. In 2021, the Regions will collect a fraction of VAT equal to the amount of CVAE collected in 2020.

- Direct taxation

Until 2021, direct regional taxation consisted mainly of two taxes:

- the Cotisation sur la Valeur Ajoutée des Entreprises (CVAE). This was a business tax that replaced the former *taxe professionnelle* in 2011; and
- the “*Imposition Forfaitaire sur les Entreprises de Réseaux*” (lump sum tax on network companies) (IFER) IFER tax on telecommunications distributors and on rolling stock used on the national rail network for passenger transport.

As part of the reform of production taxes, the government has decided to abolish the regional part of the CVAE in 2021 and to replace it with a new VAT part.

From now on, regional taxation will be limited to the IFER. In 2023, this revenue will represent a total of €37.29m.

- Indirect tax revenues

✓ The Value Added Tax (VAT)

Since 2021, VAT has accounted for 65.6% of regional tax revenues. It is made up of two distinct components:

- VAT “ex DGF”

With effect from 2018, the regions have ceased to receive the “*dotation globale de fonctionnement*” (global operating grant) (the State’s main financial contribution), a resource that has been replaced by a share of value added tax (a general and indirect tax on consumption). This reform safeguards the amount of the global operating grant received in 2017 as a floor amount. In addition, it enables the Region to benefit from the dynamism of VAT, unlike the DGF, which was a structurally declining revenue due to the State’s decision to freeze and then reduce its financial assistance to local authorities. This kind of reform has strengthened the financial autonomy of the regions and boosted their tax revenues. In 2023, the Region collected €236.46 M from this VAT fraction.

- VAT “ex CVAE”

In 2021, the regional share of the CVAE was abolished and replaced by a fraction of VAT (State-Regions method agreement signed on 30 July 2020 and art 8 IV B of the Finance Act 2020-1721 of 29 December 2020). Under this fraction of VAT, the Region will have received revenue of €558.35 M in 2023.

In total, in 2023 the Region collected €794.81 M in VAT.

✓ The Internal Energy Consumption Tax (TICPE)

In compensation for the transfers of jurisdiction organized by Act No. 2004-809 of 13 August 2004, the State allocated to the regions a fraction of the TICPE tariff (known as the “fraction share”). Since 2006, this fraction has been different from one region to another. The fraction of the tariff for the Region has been set from 2021 at €6.21 per hectolitre for lead free supercarburant and €4.38 per hectolitre for diesel fuel.

If the TICPE product allocated for a given year to a Region under the fractions of tariffs it receives for that same year represents an amount less than its entitlement to compensation for the given year, the difference is allocated up to a portion of the TICPE product accruing to the State.

Between 2007 and 2016, the Regions were able to adjust this rate within a certain limit (known as the “modulation share”). The Region then decided to apply the maximum modulation upwards, *i.e.* an increase of €1.77/hl on supercarburant and an increase of €1.15/hl on diesel fuel.

Article 89 of the Amending Finance Law for 2016 put an end to the modulation scheme by the regions, setting the amount of fractions at the ceiling level. The TICPE fraction share and modulation share are allocated in the operating section. In 2023, they amounted to a volume of €199.03 M.

The Region moreover received, as rights to compensation the result of the MAPTAM and NOTRe laws and that on the liberty to choose your professional future €3.23 M of TICPE called “national” for the 2023 financial year. In addition to this, there is €12.38 M from the SEGUR TICPE (under the effect of the perpetuation of the financial compensation mechanism provided for under the *Sécur de la Santé*).

In total, €214.64 M of TICPE was received as operating revenue in 2023.

The Finance Law for 2010 (amended by the Amending Finance Law for 2011) also introduced a new option to increase the TICPE regional tariff (+€0.73/hl on supercarburant and +€1.35/hl on diesel fuel) provided that the proceeds of this surcharge are allocated to financing a sustainable, rail or inland waterway transport infrastructure, referred to in Articles 11 and 12 of Act No. 2009-67 of 3 August 2009 on programming for the implementation of the Grenelle environment or the improvement of the urban transport network in Ile de France. The Region has adopted this new share of TICPE known as “Grenelle” at maximum tariffs. The Grenelle TICPE is allocated in the investment section and represented a volume of €38.98 M for 2023.

✓ Tax on vehicle registration certificates

It is a tax based on the tax power of vehicles sold and whose tax horsepower tariff is decided by the Regional Council. At its October 2022 session, the regional council decided to increase the rate per fiscal horse from €48 to €51 as of January 1, 2023. This increase, combined with a +3.7% increase in registrations in the Pays de la Loire region in 2023 compared with 2022, has enabled the Region to collect revenue of €135.93 M for the 2023 financial year.

- **Substitute resources for vocational training**

Since 2020, vocational training has been financed by three sources of income, two of which are of a fiscal nature:

- a share of TICPE (domestic tax on petroleum products), the amount of which has been fixed since its creation in 2014, with, however, a flat-rate revaluation of this revenue of €5 M since 2022. This “bonus” from the State is intended to compensate for the increase in the remuneration of vocational training trainees. The amount received by the Region in this respect is **€18.99 M** for the 2023 financial year;
- the granting of management fees collected by the State under local direct taxation. However, the abolition of the housing tax and the CVAE (value added business tax) has led the State to compensate for the loss of management fees by creating an endowment (see below). In fact, the residual share of management fees has been reduced to **€10.13 M** for 2023.

In total, the taxation linked to the financing of professional training represents an amount of **€29.13 M**. In addition, the State pays an endowment to compensate for the management costs linked to the regional part of the CVAE (see developments below relating to State endowments).

Financial contributions from the State:

Financial contributions from the State

<i>In million euros</i>	2021	2022	2023
Financial Contributions from the State	139.7	148.5	135.0
General Decentralisation Allocation	19.1	19.1	19.4
Regional School Equipment Allocation	23.1	23.1	23.1
Allocations to compensate taxation	3.0	1.1	1.1
Compensation allocation for loss of management fees on the council tax	13.6	18.5	22.7
Complementary DCRTP allocation	7.4	5.9	5.9
VAT Compensation Fund	23.7	28.8	22.3
Apprenticeship Allocation	39.1	39.1	39.1
<i>DRI Relaunch 2021</i>	10.6	12.2	0.2
<i>Environmental Allocation</i>	-	-	1.1
<i>Agriculture Allocation</i>	-	0.5	0.0

***The regional investment grant introduced in 2021 is designed to support investment projects undertaken by regional councils.*

The financial contributions from the State essentially correspond to allocations made due to transfers of expenditure by the State to the Region.

The Dotation Générale de Décentralisation (DGD) is up very slightly for the 2023 financial year, to €19.4 M. An additional sum of €0.23 M has been allocated to the Regions in anticipation of the transfer of competences planned for January 1, 2024 concerning the management of non-surface aid from the EAFRD, so that they can anticipate the necessary recruitment.

As a result, from 2020, the Regions will lose their income from learning related taxes. However, in order to enable them to take over the residual competence, the legislator has planned to grant the Regions an operating and investment allocation. A ministerial decree dated 21 October 2019 sets the total amount of the operating allocation at €138 M for all Regions. For the Region, this operating allocation amounts to €11 M. The investment amount is €17 M.

Moreover, the Finance Act for 2020 provides for a levy on State revenue to help cover the costs of apprenticeships and the remaining expenditure on the "apprenticeship bonus" to be paid by the regions from 1 January 2020 to 2021. The Region will receive €11 M in this respect.

In total, the apprenticeship allocations total €39.1 M.

Allocations to compensate for losses in administrative costs total €22.7 M (up €4.19 M on 2022), corresponding to the municipal share of administrative costs associated with the CVAE, previously included in professional training revenues (see above). These allocations also include compensation for the loss of management costs associated with:

- *taxe d'habitation*, which remains stable compared with the previous year (€13.58 M),
- the regional share of the CVAE, amounting to €4.96 M.

A new allocation of €1.1 M will be received by the Region from 2023 (and until 2027) as part of the transfer of management of the Natura 2000 network, in application of Law no. 2022217 of February 21, 2022 relating to differentiation, decentralization, deconcentration and various measures to simplify local public action.

The compensation allocation for the business tax reform (DCRTP) will remain at €5.9 M for the 2023 financial year, as will the compensation allocation for tax exemptions, which amounts to €1.1 M.

The amounts of the Regional School Equipment Grant (DRES, €23 M) and the Apprenticeship Grant (€17 M) remain fixed each year by regulation.

The amount of the Investment Recovery Grant (DRI), established by the State in the post-health crisis context, depends on the progress of eligible projects in the field of energy renovation of buildings or mobility. In view of delays in implementation, the State services have confirmed the extension of the scheme, making it possible to justify the corresponding expenditure beyond December 31, 2023, and thus postpone the collection of this revenue until 2025. In 2023, this revenue thus represented only €0.2 M, compared with €12 M in 2022.

The VAT compensation fund amounts to €22.3 M in 2023.

Revenue linked to regional policies:

Revenue linked to public policies

In million euros	2021	2022	2023
Miscellaneous revenue	185.4	206.4	173.7
Teaching and vocational training revenues	88.1	89.0	37.2
Transport revenues	45.1	43.7	58.8
Economic action revenues	23.6	22.5	29.4
Ségur de la Santé		10.0	0.02
Other revenues	28.6	41.2	48.2

European Funds

In million euros	2021	2022	2023
Management of European structural funds	147.0	138.4	163.8

Regional loans:

Loan

In million euros	2021	2022	2023
Loans mobilised	265.0	235.0	110.0
Outstanding debt at 31/12	1,969.4	2,080.1	2,072.8

In order to finance its investments, the Region is able to self-finance from financing surplus, equipment allocations and subsidies received and loans. The form of hedging investment expenditures varies considerably between financial years. Despite these variations in volume terms, borrowing is always used as a supplementary resource after determining the available financing (own resources and external subsidies) and depending on the amount of expenditures on equipment for each financial year.

V.3 – Presentation of the 2025 Budget and the 2025-2027 financial trajectory

V.3.1 –The main thrusts of the financial strategy 2025-2027

The Region has made an unprecedented effort in the 2020 and 2021 financial years to combat the effects of the health crisis and boost the economy, making a deliberate choice, through its recovery plan of nearly €500 M, to temporarily deviate from its financial trajectory to support the territory and the players of the Loire.

From now on, the regional community is no longer designed to support such a high level of public expenditure for much longer. Since 2022, the Region has been engaged to a process of returning to a long-term sustainable trajectory. Benefiting from an economic rebound in 2022, it was then able to take advantage of this to increase its tax revenues. At the same time, the control of operating expenses and the termination of exceptional investment measures enabled a return to satisfactory ratios, with a level of gross savings for the 2022 financial year (€275 M) comparable to the years 2015-2018. The 2023 financial year was a continuation of this trend and despite a context of high inflation, it made it possible to show an improvement in the financial situation. Dynamic revenues (thanks in particular to the increase in the registration tax rate), and the control of operating costs, once again made it possible to increase gross savings. In addition, the strategy of anticipating the rise in interest rates had led to a significant increase in working capital at the end of 2022; its use made it possible in 2023, when rates exceeded 4% over 20 years, to limit recourse to borrowing to €110 M and to slightly reduce the stock of debt.

The Regional Council met in plenary session on October 17, 2024, to discuss the budgetary guidelines for the year 2025. During this debate, the Region presented its new financial trajectory, developed in a particular political context, with the absence of a finance bill for 2025 initially, then the government censure rendering all the envisaged budgetary measures null and void, including those strongly impacting the revenues of local authorities.

Faced with these institutional and budgetary uncertainties and given the sharp slowdown in VAT revenues observed in 2024 and the prospects for weak growth in 2025, the Region has decided to pursue the efforts already undertaken in an even more demanding manner. These efforts will even be amplified by the implementation in the 2025 Original Budget of a €100 M savings plan in order to contribute to the inevitable participation that will be expected from local authorities in the recovery of public finances.

In order to meet the regulatory requirements of the timetable, the budget trajectory for 2025-2027 has been adopted without incorporating this savings plan. This trajectory will be updated in October 2025. However, it has been drawn up with financial sustainability as a priority, to enable the Region to pursue its missions without renouncing its ambitions and thus prepare for the future.

The budgetary trajectory is based on the following fundamentals:

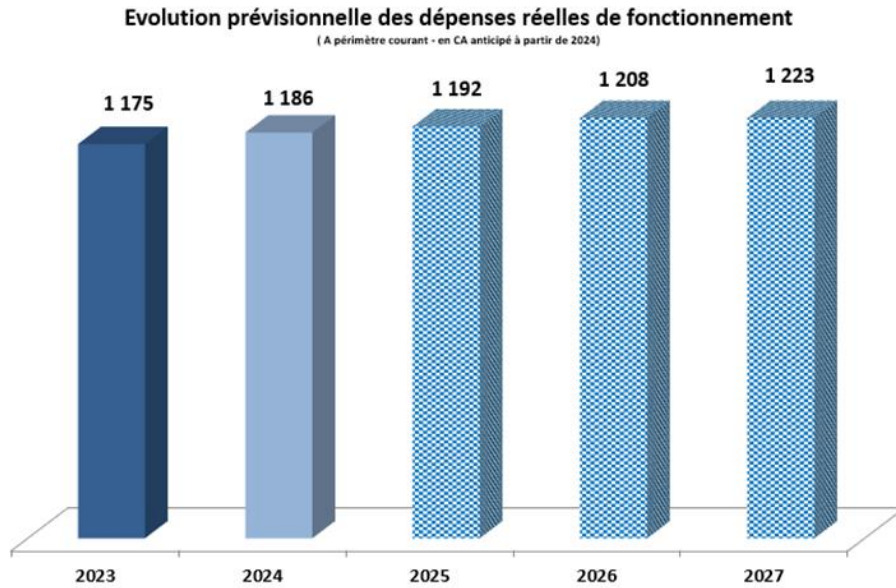
1. Controlling operating expenditure

Between 2022 and 2023, the increase in operating expenditure has been limited to 3.1% (IPCH index), while inflation stood at 5.7% and this increase should be less than 1% in 2024. The Region has thus outperformed inflation by controlling its costs. The trajectory envisaged for the period 2025-2027 is in line with this same requirement, with limited growth in real operating expenditure, which will remain well below the inflation forecast.

	2024	2025	2026	2027*
Inflation forecasts (HICP) - Banque de France projections - September 2024	2.5%	1.5%	1.7%	1.7%
Forecast change in DRF - ROB 2024 Pays de la Loire	0.9%	0.5%	1.4%	1.3%

* Forecast 2026 extended to 2027

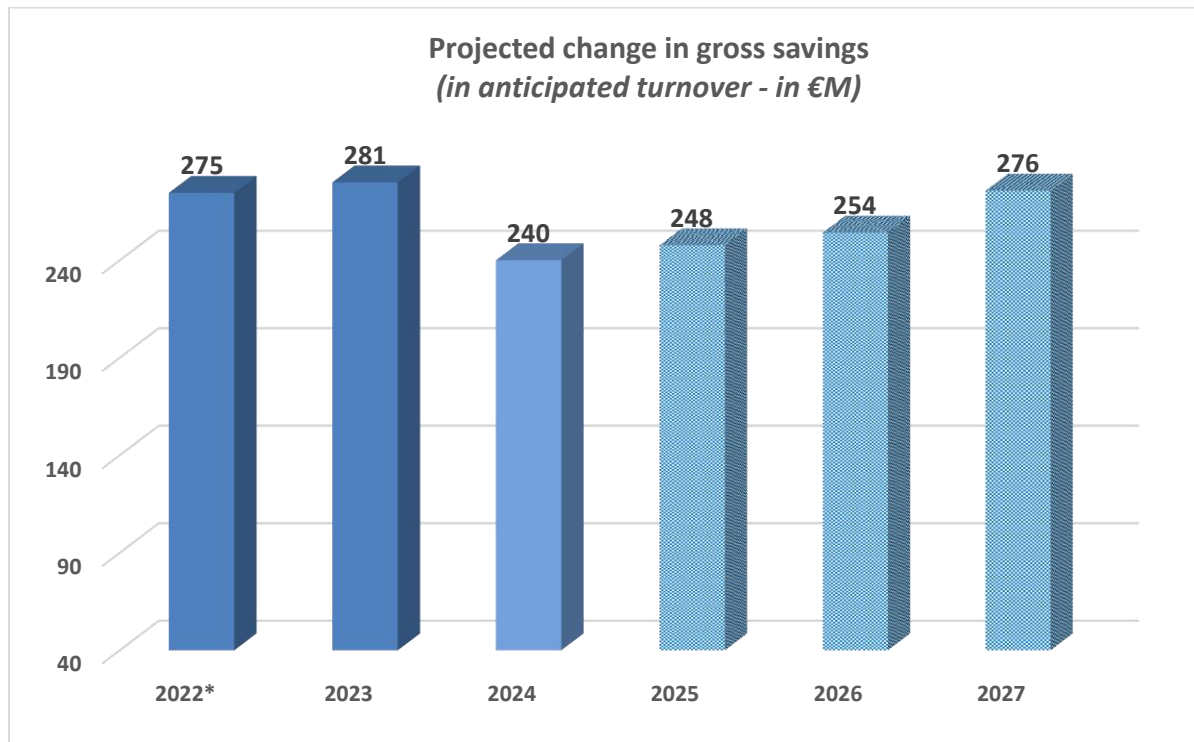
**Forecast change in actual operating expenses
(At current scope - in anticipated turnover from 2024)**



This projected increase in operating expenses, presented during the vote on the budgetary orientation report in October, is already demanding. However, it does not include the €100 M savings plan, voted on as part of the 2025 original budget in December.

2. Maintaining a high level of gross savings

By controlling its operating expenditure and despite the significant slowdown in VAT revenues, which should weigh on the result and the financial ratios for 2024, the Region hopes to generate gross savings (cash flow) of close to €248 M and return to a level close to €276 M by 2027.

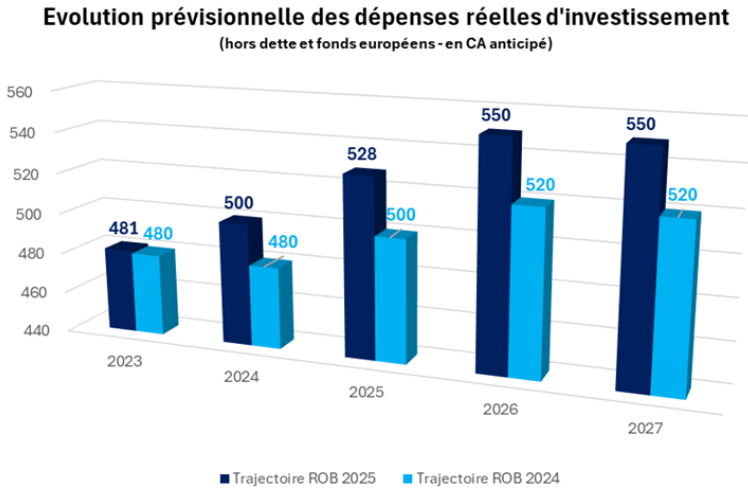


Similarly, this forecast of gross savings does not take into account the €100 M savings plan voted through after the budget guidelines.

3. Continuing to invest in the Pays de la Loire territory.

Guaranteeing a high level of gross savings means giving the Region the capacity to increase its self-financing and therefore to invest even more in its territory. While previous budget guidelines indicated a gradual increase in investment expenditure (excluding debt and European funds) to reach €520 M, this target should now be projected at around €550 M per year (a level well above that of before the crisis). Through this strong commitment, the Region wishes to provide the best possible support to those involved in the Loire region in their transitions (ecological, digital, demographic, etc.).

**Forecast change in actual operating expenses
(at current scope - in anticipated turnover)**

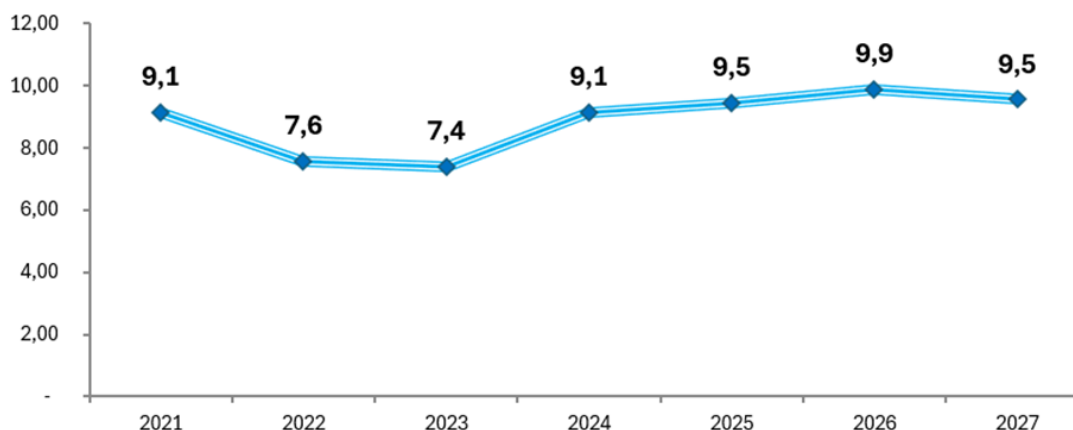


4. Controlling debt

In terms of its debt reduction capacity, the Region was able to quickly return to a level close to 7.5 years, thus demonstrating its ability to create room for maneuver to be able to make the necessary investments. The trajectory presented as part of the budgetary guidelines incorporates the impact of a sharp slowdown in VAT revenues and aims to contain the evolution of the debt ratio. The €100 M savings plan voted on subsequently, on the occasion of the 2025 original budget, will bring this ratio back to around 8.8 years from 2025.

Forecast Evolution of debt reduction capacity (in forecast turnover)

Evolution prévisionnelle de la capacité de désendettement (en CA anticipé)



V.3.2 - Presentation of the 2024 budget priorities

The Plenary meeting of the Regional Council met on 19 and 20 December 2024 to adopt the 2025 original budget (the "2025 Original Budget").

The vote on the 2025 Original Budget took place in a very particular context, with no visibility on the national budget for the coming year. However, while taking this uncertainty into account, the Region has chosen to maintain its commitment to a high level of investment while at the same time stepping up its efforts on operating expenses by implementing a savings plan of €100 M by 2028, including €82 M from 2025. This savings plan remains necessary to take into account:

- the slowdown in VAT revenue, which is expected to continue in 2025,
- the effort that will be required, sooner or later, from local authorities to help restore public finances,
- the scissor effect between falling revenue on the one hand and the significant investment needed on the other to support local stakeholders in their transitions and prepare for the future.

The Region's financial strategy therefore remains the same: it is by controlling real operating expenditure (DRF) and the authority's self-financing capacity that the Region will be able to remain ambitious for the territory and increase its level of investment. Thus, the 2025 budget aims to:

- preserve a sustainable budgetary trajectory and limit the use of borrowing,
- create financial leeway to focus or even step up efforts on the priorities of the term of office: employment, youth, and the major transitions, whether climatic or technological,
- accelerate investments to prepare for the future.

Thus for the operating sector, it is proposed to record **real operating expenditure (DRF) of €1,195.66 M**, compared with €1,216.89 M in the 2024 Original Budget.

At constant scope, i.e. excluding the contribution to any new reserve fund and the increase in employer contributions planned for the CNRACL, and based on the trend in expenditure for 2025, taking into account inflation,

the indexation of the Region's contracts, projects already underway, etc., the DRF are thus down by – **€82.01 M in 2025**. Savings of €19 M have been recorded for 2026-2028, making a total savings plan of more than €100 M.

It is also proposed to record real operating revenue of **€1,419.53 M**, compared with €1,453.32 M in the 2024 Original Budget, a reduction of almost €33.8 M.

These figures generate gross savings of €223.87 M (€236.43 M on the 2024 BP).

For the investment sector, the years 2021 and 2022 bear witness to the Region's determination to invest in order to speed up the recovery, with amounts up to €601 M and €538 M respectively. The year 2023 marked the end of the exceptional measures, while maintaining a high level of investment in a context weakened by the war in Ukraine and inflation (€495 M). This effort was maintained in the 2024 financial year at €507.24 M.

On the occasion of the 2025 Original Budget, it is proposed to amplify these investment efforts.

The anticipated decline in tax revenues, coupled with the desire to further strengthen investment in the region, will result in greater recourse to borrowing of €287.06 M, compared with €264.48 M in the 2024 BP, an increase of €22.58 M.

2025 Budget : €1,989.2 M



V.3.2.1- Regional spending in 2025 BP

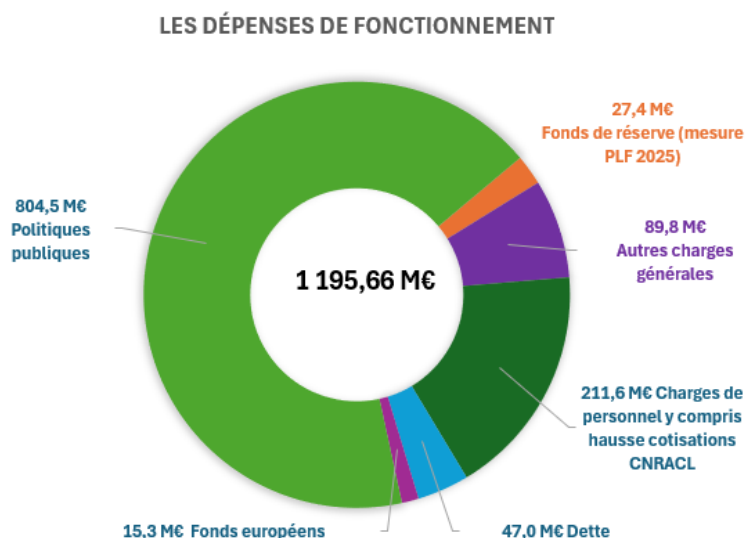
It is proposed to include in the Original Budget 2025 a total amount of real expenditure of **€1,989.23 M**, compared with €2,047.23 M in the 2024 Original Budget, of which:

- **€1,195.66 M** for the operating section, a reduction of –€21.23M compared with the 2024 BP;

- **€793.57 M** for the investment section, a reduction of -€36.77M compared with the 2024 BP (including -€45.73 of European funds), excluding European funds and debt amortization, the DRI for 2025 are proposed to increase by +€9.82M.

1. Operating expenditures

The real operating payment appropriations proposed in the 2025 Original Budget amounts to €1,195.66 M (€1,102.32 M excluding European funds and financial costs). They break down as follows:



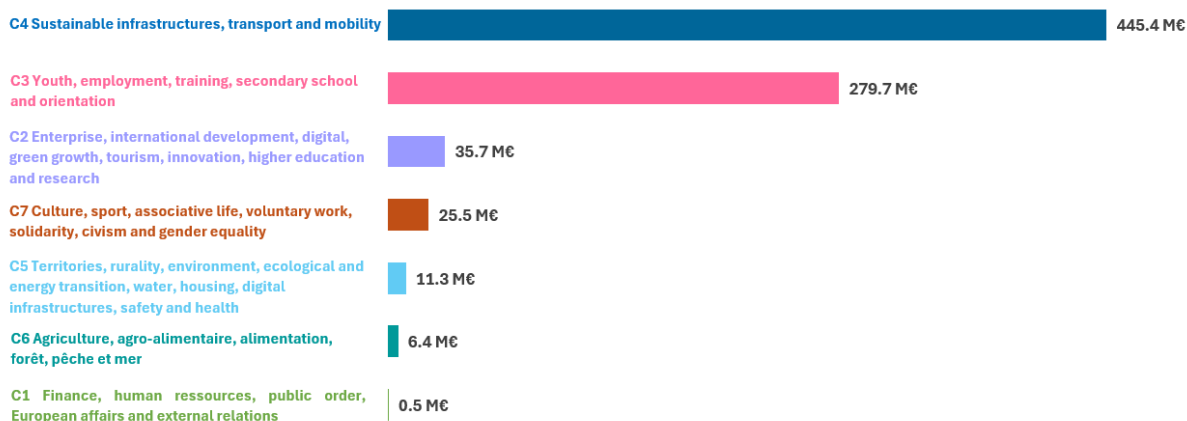
Politiques publiques	Public policies
Fonds européens	European funds
Dette	Debt
Charges de personnel y compris hausse cotisations CNRACL	Personal costs including increase in CNRACL contributions
Autres charges générales	Other general costs
Fonds de réserve (mesure PLF 2025)	Reserve fund (2025 PLF measure)

European funds, personnel costs and administrative resources are presented separately to make the budget easier to understand. However, it should be remembered that these items of expenditure also contribute to the implementation of public policies and the quality of regional public services.

Operating expenditures dedicated to public policies

Public policy expenditure amounts to **€804.5 M** and accounts for 67.29% of the Region's operating budget.

Actual Operating Expenditure - Public policies 804,5 M€



The Region will mobilize payment appropriations for its strategy in favor of:

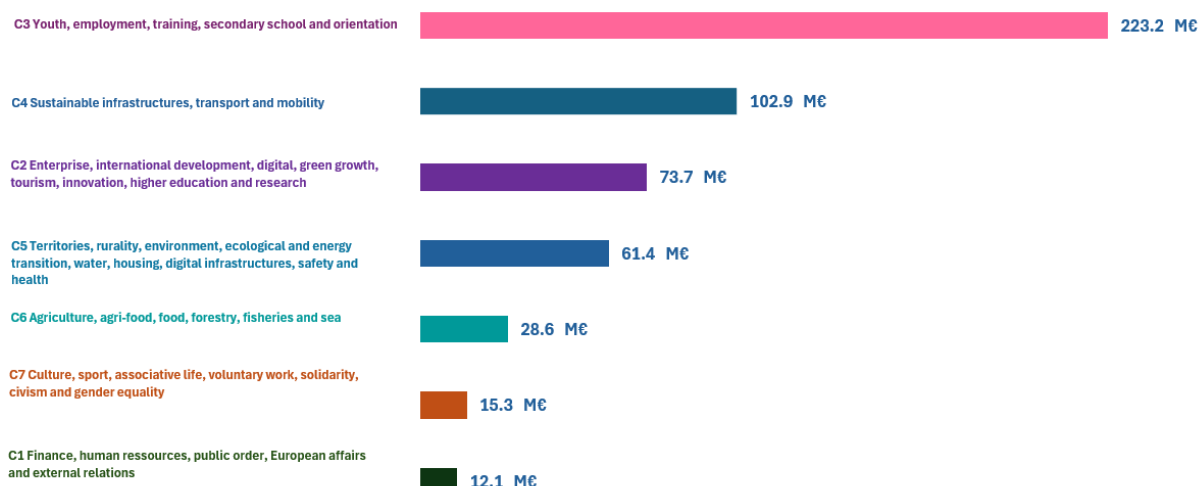
- **mobility**, in order to continue, for example, the implementation of the first year of the operating contract for the Nantes-Clisson and Nantes-Chateaubriant tram-train lines, the process of opening up to competition, the development of school transport and the offer of regular lines, or even the operation, for the first full year, the new express line connecting Fontenay-le-Comte to La Roche-sur-Yon. It should also be noted that the budget for on-demand transportation has been ring-fenced;
- **youth**, with, in addition to support for the operation of secondary schools (€90.4 M compared to €89.3 M in BP 2024), the safeguarding or development of its proactive interventions, and the continuation of its actions in favor of guidance, in particular with the continuation of the Big Bang de l'Emploi and Orientibus, support for the various competitions and contests that showcase skills and trades;
- **employment** by refocusing and strengthening the "1 job = 1 training" and "Prépa Clés d'avenir" schemes or by deploying health and social training, including the opening of 100 additional places for educational and social support workers.

2. Investment expenditures:

The investment payment appropriations proposed in the 2025 Original Budget amount to **€793.57 M**, compared with €830.34 M in the 2024 Original Budget, of which €517.1 M is dedicated to financing public policies (an increase on the €507.24 M voted in the 2024 BP).

The distribution of investment appropriations by sector commission is presented in the diagram below.

Dépenses réelles d'investissement - Politiques publiques (517,1 M€)



Investment efforts in 2025 will focus mainly on the following policies:

- €120 M for the implementation of the investment strategy in secondary schools
- €103 M for transport, in particular to finance the mid-life renovation of certain TER trains, the transformation and modernization of maintenance workshops, and to continue the process of opening up Lot 2, "Etoile mancelle", to competition,
- €67 M to accelerate the ecological and technological transformation of the Region's economic fabric and help companies turn these transitions into real growth opportunities. This is the whole point of the acceleration strategy voted by the regional assembly at its session last October, with the ring-fencing of the budgets dedicated to interventions in favor of companies in all sectors (including agriculture and fishing),
- €44 M for digital infrastructure and equipment in secondary schools, including €24 M to provide a laptop for every student,
- Almost €32 M to finalize the signing of regional strategic pacts and regional contracts,
- €14 M for the construction of a center of excellence for social and health care training in Le Mans, plus €5.6 M in aid for health and social care establishments and €17 M in support for apprenticeship training structures,
- €11.66 M for the continuation of the construction of the University Hospital District (UHD) in Nantes.

V.3.2.2 - Regional revenue in 2025 BP

The total amount of revenue proposed for 2025 Original Budget amounts to **€1,702.17 M** (excluding debt):

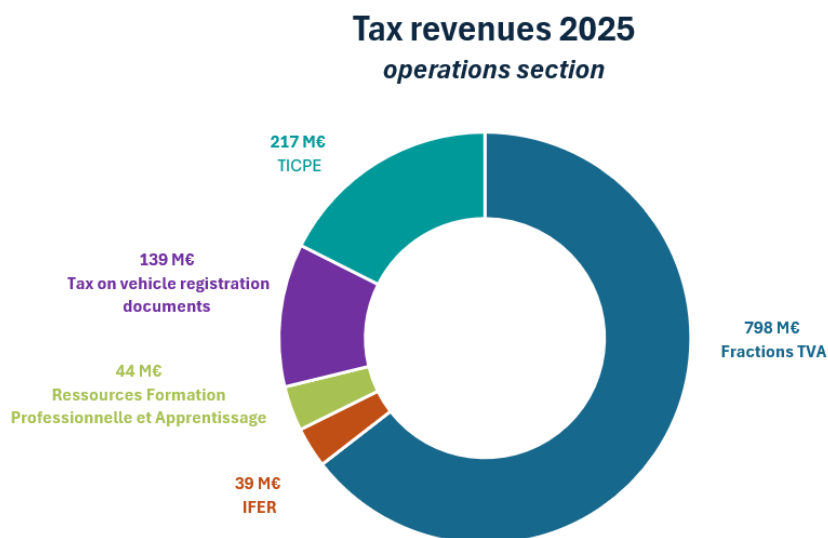
- operating revenue is **€1,419.53 M**, compared with €1,453.32 M in the 2024 Original Budget, a fall of €33.8 M;
- for capital expenditure, it is proposed to enter **€282.64 M** compared with €329.43 M in the 2024 Original Budget, a reduction of -€46.8 M.

a) Revenues of the operating section

The operating revenues of the Region are composed of tax revenue, State financial assistance, European funds and other revenues generated in the framework of the implementation of regional policies.

i. Tax revenues

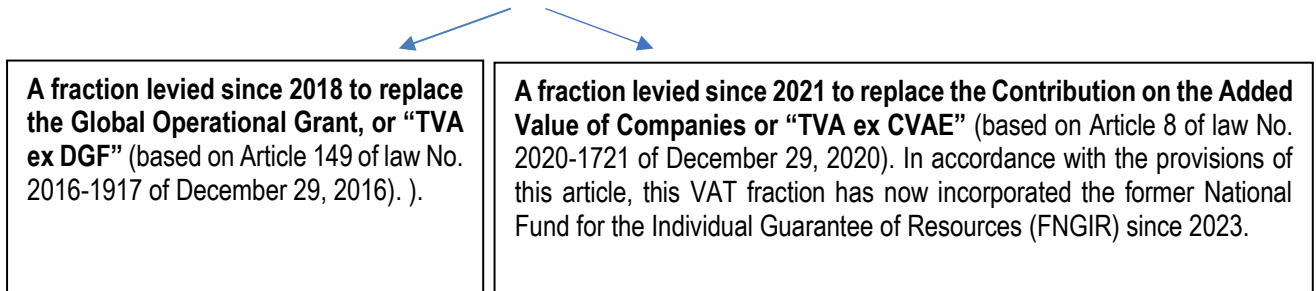
The product of expected local taxation amounts to **€1,237.43 M** compared with €1,247.28 M in the 2024 BP, an increase of +€9.85 M.



The tax revenues of the Region are composed of Value Added Tax (VAT), the Internal Energy Consumption Tax (TICPE), Tax on vehicle registration documents, Lump Sum Tax on Network Companies (IFER) and tax resources allocated to the financing of vocational training and apprenticeships (tax management fees + TICPE).

Value Added Tax (VAT)

As a reminder, the Region collects two VAT fractions :



A fraction levied since 2018 to replace the Global Operational Grant, or “TVA ex DGF” (based on Article 149 of law No. 2016-1917 of December 29, 2016).

A fraction levied since 2021 to replace the Contribution on the Added Value of Companies or “TVA ex CVAE” (based on Article 8 of law No. 2020-1721 of December 29, 2020). In accordance with the provisions of this article, this VAT fraction has now incorporated the former National Fund for the Individual Guarantee of Resources (FNGIR) since 2023.

The Value Added Tax (VAT) is the main regional tax revenue since alone it represents more than 65% of the tax basket of the Region and 57% of its operating revenue. Each year, the Regions are thus allocated approximately 2.5% of national

In view of the dynamism observed at the end of October (+0.34%) and while the various institutions (e.g. OECD) are already beginning to downgrade the already weak growth prospects for 2025, the Region has decided to build its budget on the basis of an amount identical to that envisaged in the 2024 landing, i.e. **€798.15 M**:

- Revenue of **€237.41 M** for the ex-DGF VAT fraction (€249.35 M in the 2024 budget),
- Revenue of **€560.74 M** for the ex-CVAE VAT fraction (€588.80 M in the 2024 budget).

Internal Energy Consumption Tax (TICPE)

In the operating section, the TICPE is composed of two main parts: the flat rate TICPE that constitutes the bigger of the 2 parts (80%) and the modulation TICPE (20%).

- Flat rate TICPE:

Transfers of skills from the "Local Liberties and Responsibilities" law (LRL) of 2004 were financially compensated for by the granting of a unique fraction of the TICPE tariff concerning diesel and unleaded supercuburant. It involves a flat rate share that evolves with the transfers of skills. Since 2023, financial compensation for the *Séгур de la Santé* has been included in this flat-rate share, which also includes:

- the portion received as compensation for the Natura 2000 Act;
- the 3DS part relating to differentiation, decentralisation and deconcentration;
- the "DRONISEP" share, which is linked to the transfer of guidance responsibilities.

Overall, the flat-rate portion of the TICPE is expected to rise to €176.13 M in 2025 BP from €172.83 M in 2024 BP, an increase of +€3.3 M mainly due to the *Séгур* portion (€17.01 M instead of €14.3 M in 2023, an increase of +€2.71 M, in accordance with the Protocol signed on March 14, 2022 between the State and Regions of France in favor of social health facilities).

- **The TICPE known as "modulation"**

The amount of this revenue depends on applicable tariffs by type of fuel and the regional fuel consumption. Article 89 of the Amended 2016 Finance Law sustainably fixed the amount of these tariffs at the maximum of previously authorised caps when the Regions still had a power of modulation, €1.77/hl for supercuburants and €1.15/hl for diesel.

For 2025, this revenue is forecast at €41.3 M, stable compared to 2024. Contrary to the forecasts of a drop in yield anticipated by the Court of Auditors in its latest report on public finances published on July 15, at the end of October there was a very slight increase in fuel consumption (+1%) and in the dynamics of this revenue (+0.25%).

Tax on vehicle registration certificates ("cartes grises")

Tax on vehicle registration certificates is established on the number of registrations from the sale of vehicles recorded in the Loire territory. The amount of this tax is correlated with the taxable horsepower of the vehicle, its type (personal vehicle, motorcycle, tractor etc.) and its age (new vehicle or used vehicle more than 10 years old).

The French automotive market experienced contrasting developments at the national level in 2024, with a rather positive balance of sales of new vehicles (+6%) and used vehicles (+3.1%) in the first half of the year compared to the previous year. From June onwards, however, the automotive market experienced a significant turnaround. At the end of September, the sales dynamics for passenger cars and light vehicles were now very slightly negative (-0.5%). After the recovery in deliveries in 2023 and 2024, "it is now the weakness of orders that is limiting volumes and already directing the market downwards over the first nine months of the year" according to experts from AAA DATA. In terms of energy, gasoline vehicles accounted for 31.8% of the market in the first 9 months of 2024, down from 37.9% in 2023. Diesel vehicles now account for only 7.8% of sales (10.3% in August 2023). Hybrid vehicles (all categories) have risen to 40.4% of the market (32.6% over the same period in 2023), and electric vehicles now account for 17.2% of the new car market, compared with 15.4% in August 2023.

The data at the end of October in the Pays de la Loire region remain rather favorable, contrary to the national context. There was an increase of 1.1% in the number of registrations at the end of October (529,765 in 2024 compared with 524,111 in the same period in 2023), and a slight increase (+1.85%) in the cumulative amount of revenue from this tax product. Of these registrations, fully exempt electric vehicles represent a share of 4.56%, compared with 3.8% in the same period in 2023 (the cost of this exemption is estimated at €6.4 M in 2024). Despite the slowdown felt in the automotive market at the national level, the government predicted in the PLF 2025 a stagnation of the corresponding transferred tax resources (€2.13 billion).

The Region has therefore decided to include a projected revenue of €138.99 M in the 2025 Budget (stable compared with the expected revenue in 2024, but up compared with the amount voted in the 2024 BP of €130 M).

Lump sum tax on Network Companies (IFER)

In the framework of the 2025 Original Budget, revenue up to €39.36 M is expected, an increase of €3.5 M compared to the 2024 BP. It should be noted that the amount notified by the State in March 2024 for the 2024 financial year (€38.21 M) was higher than the amount anticipated and voted on in the budget (€35.87 M). The real increase forecast for 2025 is therefore reduced to €1.15 M, corresponding to a dynamic of around 3%.

This contribution is made up of two distinct parts:

- Rail IFER, for which it is proposed to register revenue of €18.87 M is expected, an increase of +€1.30 M compared to the amount notified in 2024.
- Telecom IFER, for which it is proposed to register revenue of €20.49 M is expected, down by -€0.15 M compared to the amount notified in 2024, to anticipate the downturn of its tax base based on the number of main distributors of the copper wire local loop, now in competition with optical fibre.

Vocational training resources

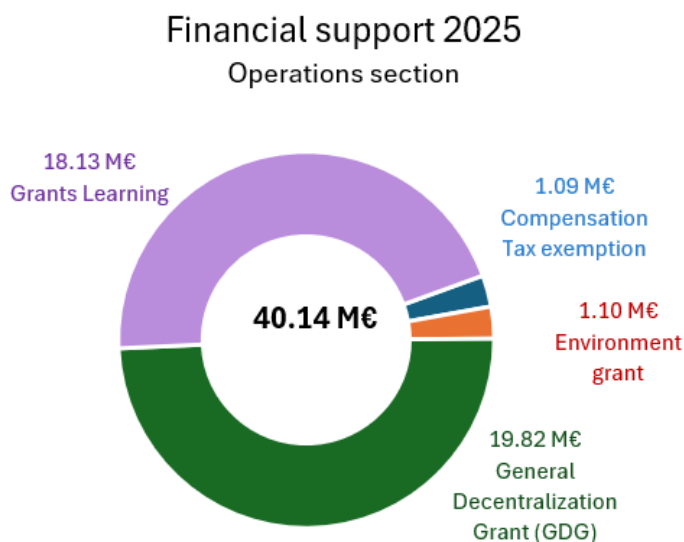
With a view to simplification and better understanding, Article 133 of the LFI for 2024 reformed the methods of financing and compensation for this competence by grouping the five financial vectors into a single, fixed share of the revenue from the energy excise tax, amounting to €43.5 M.

This amount of revenue has therefore been renewed for the BP 2025.

ii. State financial assistance

In the operating section, financial assistance is anticipated up to €40.14 M, compared with €70.76 M in the 2024 original budget, a decrease of €30.62 M. This change is largely due to the reform introduced by the LFI 2024 on resources for vocational training, and the switch from allocations to compensate management costs to a single share of tax revenue (-€22.73 M). Without this reform, the decrease amounts to -€8.7 M compared to the BP 2024 due to:

1. the reduction in funding for apprenticeships - €4 M,
2. the abolition of the DCRTP - €4.7 M.



Apprenticeship grants: Following the budget cuts made as part of the State's €10 billion savings plan in the first half of 2024, the decree of May 13, 2024 defined the new amount and the distribution of the apprenticeship support fund to the regions and the Corsican authority. The Region has been allocated an amount of €13.01 M (-€4 M compared with previous years), to which is added €11.11 M for the financial neutralization of the apprenticeship reform (amount stable compared with 2024), i.e. a total amount of €18.13 M for the 2025 financial year.

General Decentralisation Provision (DGD): An amount of €19.82 M is entered in the 2025 Original Budget in operation. This amount is in line with that charged in 2024 but slightly higher than that entered in the 2024 Original Budget (€19.14 M) due to the inclusion of compensation of €0.68 M for the fare reductions on regional rail services granted to military personnel, their families and beneficiaries.

The Environment Grant: This grant, the amount of which has been set at €1.1 M, is intended to compensate the transfer of the management of the Natura 2000 network, provided in accordance with the Law n° 2022-217 of 21 February 2022, known as the "3DS" law. This compensation is not permanent and will end in 2027.

The local tax exemption compensation allowance (DTCE): as the DCRTP, the DTCE is one of the "adjustment variables". However, the PLF 2025 provides that the reduction of these "adjustment variables" will only affect the DCRTP. The DTCE is maintained at the level of 2024, i.e. an amount of €1.08 M for the Region for the financial year 2025.

iii. European funds

The European funds are proposed at €32.04 M in BP 2025, an increase of €6.81 M compared to 2024 BP. The 2014-2020 program is being finalized, but the EAFRD will continue into the 2025 financial year. Also, only technical assistance revenue for the management of this fund is planned for an amount of €2.09 M under this program.

Regarding the 2021-2027 program, the first reports of expenditure on ERDF, ESF+ and, to a lesser extent, JTF funds to the European Commission should generate revenues of €10.80 M, €10.20 M and €0.10 M respectively in 2025. Technical assistance for all these funds is budgeted at €2.58 M.

iv. Other revenues

Under the 2025 Original Budget, the Region has decided to include €109.91 M of other revenue in the operating section, a very slight decrease of €0.14 M compared with the 2024 BP.

The multi-year memorandum of understanding of the regional skills investment pact for the period 2024-2027 aims to promote access for priority groups to certified training courses preparing them for jobs in shortage occupations and then a return to employment at the end of these courses. The upcoming agreement for 2025 should be established under the same conditions as the 2024 agreement and trigger an initial payment from the State of around **€20 M** in 2025. This amount is similar to the 2024 agreement. However, the overall revenue forecast will be down by almost €8 M compared with the 2024 BP as no further interim payments are anticipated. Furthermore, in 2025, no further revenue is expected from Ségur, nor from various repayments linked to under-execution of professional training programs. The revenue injected under the Health SEGUR is now collected in the form of TICPE (see above) and the use of agreements is now limited.

Major changes are expected in the revenues of the regional transportation system.

The new Naolib/Aléop pricing agreement for regional express trains will now enable the Region to record the proceeds collected when users purchase a TAN ticket or pass used on the Aléop regional express train network. The Region will then reimburse the portion due to Naolib. This new revenue is set at €3.2 M and complements the existing arrangements for Métrocéane, the “historic” bus routes and the various contributions received for the operation of the Destineo platform. These various revenues represent an amount of **€4.42 M** in 2025.

The opening up to competition of the South Loire Tram Train line leads to the recording of new accounting flows since they are no longer part of the former TER operating agreement with the SNCF. Thus, new operating revenues for this line are expected to reach nearly **€4.64 M** from 2025.

Finally, contract changes have been made in recent months for the operation of road transport, thus generalizing the delegation of public services with fixed charges. This new formula makes the Region the owner of more revenue. Thus, overall, the proceeds from school, intercity and maritime transport are respectively entered in 2025, amounting to **€26.79 M, €9.82 M and €1.30 M**.

The academic fund for the remuneration of boarding school staff (FARPI) is entered in the 2025 Original Budget at **€9.50 M**.

Revenues from regional economic action are proposed at a level of **€0.63 M** in BP 2025 for the subsidy paid by the State for the operation of competitiveness clusters alone. Interest received from loans paid to the territory's economic actors is recorded at **€1.43 M** in 2025 BP, up €0.17 M compared to 2024.

In terms of the environment, a subsidy from the Water Agency is expected in 2025 for an amount of **€0.05 M**, and the closure of the SARE program (energy renovation support service) should make it possible to benefit from nearly **€3.22 M** in energy saving certificates next year.

Revenue generated by the cultural and sporting policy is forecast at **€1.32 M** in 2025 BP. This includes the expected revenue from Ma Région Virtuouse, the partnership with the Centre national du Cinéma and the expected subsidies from the cities and departments that are stopovers on the Pays de la Loire Tour.

Finally, **the green fund revenue** granted in 2024 for the carpooling scheme will be settled in 2025 for an amount of **€0.94 M**.

The financial products entered in BP 2025, amounting to **€5.20 M**, result from debt management mechanisms.

The various recoveries of fees and rents are expected to amount to **€6.37 M**.

Finally, some **accounting entries** are anticipated for **€1 M** in 2025.

Several items of revenue are also carried over to the Original Budget for 2025 at a level similar to 2024:

- **the “agriculture” allocation**, which was introduced by the 2023 finance law for a lump sum of **€9.27 M** per year between 2023 and 2027. It is used to compensate for the transfer of non-area-based measures from the EAFRD to the regions;
- **general administration revenue** of around **€0.83 M**; this mainly consists of disaster compensation, property tax refunds and proceeds from the sale of the cafeteria;
- revenue received for **communication operations** of **€0.34 M**;

- revenue related to **personnel management** for **€2.51 M** (agents' share of holiday vouchers, luncheon vouchers, reimbursement in the context of the provision of agents, etc.);
- revenue from the **e.pass culture** for **€0.24 M**.

b) Investment revenues

Investment revenues of the Region are composed of tax revenues, State financial assistance in investment, European funds and other revenues (including loans).

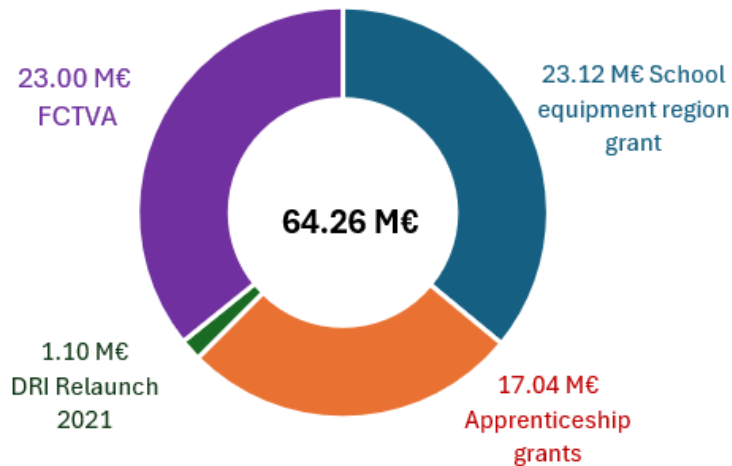
i. Tax revenues

The product of the local taxation expected in the investment section, composed of the sole Internal Energy Consumption Tax (TICPE) "Grenelle share" amounts to €37.44 M.

ii. Financial assistance

In the investment section, the **State financial assistance** is registered on the 2025 Original Budget to **€64.26 M** compared with €68.92 M in the 2023 Original Budget. The reduction of -€4.7 M is explained by the reduction in expected allocations under the 2021 DRI Relaunch (-€7.5 M), partly offset by the increase in revenue envisaged under the FCTVA (+€2.8 M).

State financial assistance 2025 Investment section



In detail, the State's financial assistance corresponds to:

- **The "France reliance" fund:** In the framework of the State-Regions agreement signed in the summer of 2020, the Government undertook to pay Regions an envelope of €600 M attributable to the investment section, in order to finance a part of the expenses incurred by the Regions to fight against the crisis. This envelope was distributed between the regions depending on their respective demographic weight. For the Pays de la Loire, the expected revenue amounts to €33.7 M. The projects to renovate the energy efficiency of the lycées eligible for this allocation have not yet been completed. A revenue of €1.1 M has been entered in the 2025 Original Budget.
- **The Regional School Equipment Grant (DRES)** that is estimated at €23.12 M in the framework of the 2025 Original Budget, an amount identical to previous financial years.
- **The apprenticeship grant** that will also be identical to that of the previous financial year, registered for an amount of €17.04 M in the 2024 BP.
- **The VAT Compensation fund (FCTVA)** with the registration of €23 M, up +€2.8 M in relation to the 2024 Original Budget and in connection with the increased investment expenditure in secondary schools in 2024.

iii. **European Funds**

In the investment section, the effects of the closure of the 2014-2020 programme are more visible than in the operating section since the 2025 forecasts stand at **€147.23 M** compared with €189.94 M in the 2024 BP. The last payments on this 2014-2020 still represent €83.75 M for the FEADER but only €6.38 M for the ERDF (initial programming and REACT EU supplement).

The forecasts for the new program for 2021-2027 are up by almost €26 M compared to the 2024 BP and are broken down as follows:

- FEADER: €25.11 M
- FEAMPA: €2.29 M
- FEDER: €20.70 M
- JTF: €9.00 M

i. **Other revenues**

In the investment section, other revenue generated by public policies is proposed at €33.71 M, an increase of €1.36 M compared with the 2024 BP.

Repayments of loans or advances granted to the territory's economic players represent more than 42% of this revenue. They are entered in the amount of €14 M in the 2025 BP in view of the expected maturities, but down €2.96 M compared to the 2024 BP.

Estimated revenue from the construction project for the university hospital district (UHD) is budgeted at €7.80 M in 2025. The evolution of this revenue follows the overall financing plan annexed to the addendum to the framework agreement defining the principles and governance of the project.

Revenue from green funds is included in the amount of €1.72 M in the 2025 BP, a slight increase of €0.22 M compared to the previous budget. These funds, granted by the State services since 2023 under the green fund and the chêne fund, concern energy renovation projects and, in particular for the chêne fund, energy renovation projects of local authorities for their tertiary building stock.

The expected revenue from the various economic measures is set at €2.55 M, almost stable compared to the 2024 BP (+€0.1 M). This revenue relates to various contributions from partners to the construction projects of ENSAM or the acoustic technocampus in Le Mans, as well as to the repayment of surpluses on schemes carried out with BPI France.

In the field of vocational training and apprenticeships, €2.36 M in revenue is anticipated as funding for the Pôle du Mans and the CFA URMA.

In the field of higher education, some contributions to the Polytech construction project, to that of the IUT in Le Mans for example, are also entered, to the tune of €2.00 M.

In terms of transport, €2 M has been registered for the reimbursement of the FEDER share advanced by the Region for work to create a technical terminus at Ancenis.

Finally, the Pays de la Loire Region, in its capacity as the sole executor of all the regionalised of the FEAMPA measures, is responsible for advancing the funds to the beneficiaries on behalf of the co-financers (the department of Vendée and the mixed union of the ports of fishing of Loire-Atlantique and the State). The compensation from these co-funders is expected in 2025 in the amount of €1.04 M.

V.3.2.3 - The priorities of the 2025 BP

Our societies are facing profound changes that will disrupt the way we live and work. The ecological transition and the emergence of artificial intelligence are just two examples of these upheavals.

In this context, the Region must face an unprecedented need for investment to support the people of the Loire region in these transitions.

All the actions presented as part of the 2025 budget session reflect the desire to drive virtuous and sustainable regional action in support of the regional priorities of employment, youth and the major transitions, whether climatic or technological.

1. Employment and business:

The Region has set itself a target: to target full employment. Achieving this objective requires supporting the development of skills to cope with transitions and supporting the Region's economic fabric to anticipate and maintain its competitiveness through innovation.

In a context where an unprecedented economic downturn since COVID is taking shape, with an acceleration of social plans such as those of MICHELIN or CORDEMAIS, the Region reaffirms its unwavering support for the competitiveness of businesses and the sustainability of jobs in the region, via the diversification of the economic fabric towards new markets, in France and internationally. Furthermore, the economy, and regional industry in particular, are undergoing significant change with the need to innovate, particularly in order to adapt to environmental imperatives.

The 2025 budget aims both to continue efforts to reduce the budget deficit and, at the same time, to remain consistent with the new impetus that the Region wishes to give to its economic fabric around four axes: Employment & Skills, Innovation, Transitions, Attractiveness-Outreach.

For each of these axes, the objectives are as follows:

Employment & Skills

- developing skills to target full employment with
 - o a refocusing of action towards the training of job seekers, and a priority: to meet both the needs of employers looking for candidates and those of job seekers undergoing retraining or looking for their first job,
 - o the deployment of high-quality health and social training and the completion of the deployment plan initiated for 100 places for educational and social support workers, 500 places for nursing assistants and 700 places for first-year nursing students,
 - o apprenticeship support to offer the 6,000 apprentices in the Region a quality training offer in the professional sectors that are recruiting,
 - o the development of skills and the enhancement of the attractiveness of the professions, the basis of the green transition of the Region's 5 energy sectors with the creation of the Sustainable Energy Campus,
 - o maintaining support for the local economy to secure jobs in the regions,
- continuing to support the "student experience" through support for student entrepreneurship, international openness (ENVOLEO mobility) and support for student involvement in associations through the "Impulsion" scheme
- maintain support for the installation of young people and the renewal of generations in agriculture,
- continue the deployment of the new policy of support for entrepreneurship.

Transitions

- accelerate the decarbonization of the Loire economy and make transitions the driving force behind tomorrow's competitiveness: 100% of the companies supported by the Region committed to a TE approach by the end of the mandate,

- strengthen support for the digitization and robotization of companies (AMI IDF in particular) through support for large contractors (GDO), the driving force behind a new competitiveness in subcontracting, with the deployment of GDO/Region programs involving SMEs/SMLs in a process of transforming their production tools, and strengthen the confidence of companies to integrate AI as a new lever for competitiveness,

Innovation: ring-fencing of €300 M for innovation over the next four years

- boosting R&D in Loire companies to accelerate innovation towards the Region's future markets, in particular through the launch of a new AMI (Calls for Interest) "J'innove avec la Région" (I innovate with the Region) to source projects addressing the markets of tomorrow and to set up proactive and tailor-made support at each phase of project development, by continuing to support links between businesses and academics, as well as support for scientific employment and theses,
- accelerate innovation in agriculture and food by strengthening the link between the agricultural world and research stakeholders while ensuring an effective transfer of results to the field with the call for projects "Experimental development in agriculture", by renewing the AGROECOLOGY partnership, within the framework of European funds, by accelerating the deployment of new technologies (agri-voltaics, robotics, sensors, connected objects, etc.) and the amortization of prospecting costs, the deployment of loans to support the export development of industrial companies, or even the establishment of "regional task forces" to boost innovative companies and develop the reputation of the Region's sectors of excellence internationally.

Attractiveness and influence

- facilitate the establishment of new businesses through turnkey sites and a new land engineering offer
- boost exports and target 2000 new exporters with support focused on the recruitment of export resources for businesses (VIE, Emplois Export, etc.) and the amortization of prospecting costs, the deployment of loans to support the export development of industrial companies, or even the establishment of "regional task forces" to boost innovative companies and develop the reputation of the Region's sectors of excellence internationally.

ii. Young people

In 2025, the Region has chosen to refocus on its mandatory responsibilities by guaranteeing a framework conducive to the success of young secondary school students, by continuing to support them in their training and professional integration, and by maintaining a cultural and sporting ambition conducive to their development throughout the Region.

Providing a framework conducive to the success of secondary school students

- by focusing the Region's action on the investment and operating needs of secondary schools
 - o with a 6% increase in the annual allocation of operating appropriations (DACF), bringing the budget to €41 M,
 - o a budget of €6.5 M for the financing of educational equipment, in line with the needs of the educational sectors,
 - o an investment of €5.9 M to upgrade IT infrastructure to meet the objectives of the lycée 4.0 (high school 4.0) in a logic of optimizing the services provided to establishments.
 - o by also pursuing, for a fifth year, its digital ambition for young people with the provision of a laptop, in order to enable high school students in both public and private education to contribute to their academic success as well as to prepare for further studies or entry into the workforce: an investment of €15 M for public institutions.
 - o finally, since the start of the 2024 school year, the Region has been encouraging and developing "homemade" and local products on the plates in its canteens, with the "Ici, on cuisine!" (We cook here!) operation: enhanced training, partnership with 3-star chef Alexandre Couillon, recruitment of nutritionists, etc.
- by supporting secondary school pupils throughout their education to promote academic success for all: this involves a commitment by the Region to reduce inequalities in access to education by reducing education-related expenses (funding for teaching resources, professional equipment loans, regional

secondary school social funds and the fight against period poverty) and by supporting school retention by supporting the initiatives implemented by schools (€120k) and production schools (with increased support of €2.165m for 2025) and the continuation of educational assistance

Supporting the people of the Loire region in their training and professional integration pathways

- by opening up the range of possibilities for everyone (all groups and especially the most isolated groups)
 - o through its guidance initiatives; the Orientibus (itinerant buses) will always be present at events and in schools.
 - o By encouraging young people who work during their studies through the “student job” scheme (€200 bonus)
 - o by providing financial support to the Campus des Métiers et des qualifications (Careers and Qualifications Campus) that help bring schools and businesses closer together (for example, the Region has supported the creation of a 9th Campus des Métiers et des Qualifications Energies Durables (Sustainable Energies Careers and Qualifications Campus), which is in the process of being accredited and will facilitate adaptation to the ecological transition).

- reaching out to everyone throughout the region; 2025 will be marked in particular by the 48th regional phase of the Skills Competition and the third edition of the Région Big Bang Emploi. These events aim to encourage meetings throughout the year between job seekers, young people in guidance and dynamic companies in the region. The Region also supports the territorial network with 5 Guidance Advisors, the support of the Platforms for the follow-up and support of dropouts (PSAD) and the strengthening of partnerships with the Local Employment Committees.

Making culture, heritage and sport factors for the development of young people in the Region's territories

- by maintaining a high level of ambition for the regional heritage inventory,
- with reaffirmed support for CREPS and sporting excellence,
- by continuing a diverse artistic and cultural program offered at the Royal Abbey of Fontevraud,
- by continuing to support the major regional cultural operators such as the ONPL, the FRAC, Angers Nantes Opéra, and the Mission Val de Loire - Unesco, of which the Region will assume the presidency on January 1, 2025,
- by accelerating the deployment of regional touring through major unifying events such as Ma Région Virtuouse, the great musical event of excellence accessible to all, but also the Région des Pays de la Loire Tour, a popular sporting event promoting the entire region.
- by maintaining its statutory commitment to various stakeholders in the region.
- and finally, by continuing to invest heavily in major structuring projects for culture, heritage and sport, following the example of the 20 investment projects planned under the CPER 2021-2027; with two strong priorities around film creation and heritage restoration.

iii. Promoting positive ecology and facilitating mobility

A reaffirmed ambition for mobility

The Region's action must be carried out in close cooperation with all the territories and be based on a transport offer structured around the rail network, express and regular coach lines, and local transport solutions with a view to providing regional metropolitan express services around the major conurbations.

The Region's commitment to mobility in 2025 is also based on two major ambitions:

- the continued development of the
 - o regional rail networkcontinuing the gradual opening up of the regional TER network to competition by 2032 (building on the success of the first “Tram-Train Sud-Loire” lot, the Region will pursue this strategy with the launch of the tender for the Etoile Mancelle lot), the acquisition of new equipment (acquisition of dozens of new-generation trainsets) and the construction of two new maintenance workshops.
- continuation, within the framework of the 2021-2027 State-Region Planning Contract (CPER), of studies aimed at improving service to Nantes Atlantique airport and actions to improve the capacity of the Nantes - Angers - Sablé structuring axis
- o of the regional road network

In 2025, it will focus its efforts on improving services, journey times and the use of regular lines. This work will be accompanied by a particular focus on intermodality: links with urban networks and active

modes of transport. Offered in addition to the Aléop bus and TER regional express train networks, the Transport on Demand (TAD) service provides better coverage of the region. 24 public establishments of intermunicipal cooperation are already covered by this TAD service. Finally, the 3,250 school routes that criss-cross the region and transport 140,000 pupils per day will continue to supplement the regional offer.

- the Île d'Yeu-mainland network

Transport between the island of Yeu and the mainland will also see an improvement in its offer through the launch of competitive dialogue for the order of 2 new high-speed ships.

- the regional express services of the Loire metropolitan area (SERM), the Region with a label

The year 2025 will be devoted to the preparation of the SERM prefiguration dossier in the context of close cooperation between the services of the three main organizing authorities involving the State but also the territories concerned and their elected representatives with a view to obtaining SERM status in due course by order of the Minister of Transport, which should entitle them to specific State funding.

- reaffirmed cooperation with the territories

The Region is continuing its close cooperation with the territories and is developing mobility services to enable everyone in the Loire region to use the regional transport network with ease.

- services for a seamless journey with the deployment of new physical and digital services (passenger information (including in real time), multi-modal route planning (including for modes of transport for which the Region is not the organizing authority), booking, payment, etc.); this ambition will be very concretely deployed through a regional system for the distribution of multi-modal tickets (TER, coach, boat). Practical and accessible to all, this unique digital platform will gradually come into service from 2026.

- a new operational governance to deploy a transport offer adapted to the needs of the territories. The Region is the first region in France to have signed an Operational Mobility Contract, and is using this cooperation and planning tool to work hand in hand with the territories and to propose mobility solutions adapted to each of them.

In light of the new economic, ecological and social challenges, and to implement its reinforced ambition in terms of mobility offers and services, the Region will strive to develop an operational mobility management structure at the regional level: Pays de la Loire Mobilités, a tool for the concrete implementation of the regional ambition in terms of multimodality and intermodality.

actions in the service of ecological transition

The Region will also continue its facilitation and planning work within the framework of its responsibilities for waste and energy, air and climate, in order to contribute to the ambitions set out in the Regional Planning and Sustainable Development Scheme (SRADDET). The Region will also facilitate structuring projects around hydrogen and the development of renewable energies.

The Region's commitment in this area will therefore be divided into three major ambitions in 2025:

- support the decarbonization of activities

- of the Grand Port Maritime Nantes Saint-Nazaire as a strategic low-carbon energy hub on the Atlantic.
- MRE, as the primary source of renewable energy by 2050; the Region is committing all its skills to making Marine Renewable Energy (MRE) the primary source of renewable energy in the Pays de la Loire region by 2050. It is implementing a comprehensive policy combining active participation in maritime strategic planning, the integration of MRE into the Region's energy planning, the transformation of GPM infrastructure, support for R&D and innovation projects, and support and assistance for the economic sector, exports and training.
- the development of mobility in the service of decarbonization; the aim is to reduce GHG emissions by 16,000 tons of CO2 equivalent by 2030 by reducing the use of private cars.

- preserving the Region's resources through

- the recovery of water resources with the objective of reducing the use of phytosanitary products in catchment areas by 60% by 2030 and an unprecedented commitment to work to rebalance the bed of the Loire upstream from Nantes. 2025 will thus see the completion of the restoration of the Loire in the Oudon sector and major works at Sainte-Luce-sur-Loire in Bellevue.
- the preservation of biodiversity and the coordination of 4 regional nature parks (13% of the territory), 23 regional nature reserves and 41 Natura 2000 land sites. Two areas are due to be re-designated by the

- State as regional nature parks, Normandie Maine et Loire Anjou Touraine, and the Region will designate a twenty-fourth regional nature reserve, the Marais du Bout du Sac in Beauvoir sur Mer.
- its mobilization for the Loire estuary, this natural area with major ecological functions, in order to establish a form of governance that will enable a joint project for the estuary to be defined
- the preservation of hedgerows the 187,600 km of hedgerows already in place and planting an additional 500 km of hedgerows every year

iv. Local action for balanced regional development

Ensuring equitable development of the territories through

finalising the roll-out of the 2023-2026 regional policy, in particular the signing of regional strategic pacts and regional contracts currently being finalised in 21 regions,

structuring and deploying a range of engineering and local development services to support local authorities' development strategies and projects, particularly in the area of land conservation,

support for inter-municipal authorities in the reindustrialisation of their areas by mobilising a Region-State task force for the creation of regional turnkey sites;

the creation of a regional mission to understand regional dynamics, which is necessary to assert the Region's role as a planning authority.

Working with local players to promote health

2025 will be marked by the implementation of concrete solutions in the regions, foremost among them Doctobus. Doctobus will be rolled out in November 2025 in the Sarthe region, in a trial area that will be the subject of close collaboration with all the players involved.

Enabling the territories and actors of the Region to benefit from European funds

While the 2014-2022 programming period for the European Funds is in its closing phase, with a significant reduction in the amount of funds allocated compared with the 2024 Budget, the 2021-2027 programming period is entering its development and implementation phase. In this respect, the Region is maintaining an ambitious consumption trajectory, which explains why the level of appropriations entered in the BP 2025 is significant for European funds.

In addition to Europe's commitment to the transition to carbon neutrality through the ERDF, the Region has obtained additional European funding through the Just Transition Fund (FTJ), focused on the Cordemais Pact area, which has been affected by the closure of the Cordemais coal-fired power station. The first selection phase for projects submitted under the November 2022 Call for Expressions of Interest resulted in 11 projects being selected by the end of 2023. These are now being analysed and the first programmes have been drawn up (20% selection rate). The year 2025 will therefore be devoted to accelerating the programming of projects and making the first payments.

In addition, the Region is working to facilitate access to all European opportunities, in particular programmes managed directly by the European Commission (ERASMUS+, Horizon Europe, LIFE, etc.) or other managing authorities in Europe (INTERREG in particular).

V.4 – Debt and cash flow

V.4.1 – Debt situation and management strategy

For debt management issues, two financial constraints which prohibit them from borrowing to reimburse debt principal are imposed on territorial authorities:

- the budget must be shown to balance upon voting: "*The budget of a local authority is effectively balanced when the operating section and the investment section are respectively approved, with expenditures and revenue having been assessed accurately, and when the transfer of revenue from the operating section to the investment section, added to internal revenue of that section, without any income from loans and any allocations from depreciation and provision accounts, provide sufficient resources to cover the repayment of annuity principal maturing during the financial year.*" (Art. L. 1612-4 of the CGCT).

- the expenditures related to repayment of the debt in principal and interest are mandatory expenditure (Art. L. 4321-1, para 6 of the CGCT) entering into the definition of "expenditures required for settling due debts and expenditures upon which the law has expressly ruled." (Art. L. 1612-15 of the CGCT).

Ignorance of these constraints constitutes grounds for bringing the matter before the judge of the Court of Auditors, who can take all of the measures necessary for re-establishing a balanced budget or automatically register the mandatory expenditures in the budget of the local authority.

Debt ratios	2021	2022	2023
Total outstanding debt at 31/12 (in € million)	1969.4	2081.0	2073.0
Outstanding debt with a residual term of less than 1 year at 31/12 (in € million)	52.4	40.0	52.0
Debt repayment capacity (in years)	9.1	7.6	7.4
Outstanding debt/actual operating revenue	145.9%	147.1%	142.3%
Outstanding debt per inhabitant (€/inhabitant)	513.1	530.5	528.0

➤ Structure of the debt on 31 December 2023

At 31 December 2023 (latest available situation from the single administrative account), the amount of the outstanding debt for the Region was €2,072,952,213.44, or €528 per inhabitant.

The Region has no outstanding debts in foreign currency.

Loan number	Interest rate type	Rate	Outstanding capital	Residual term	
Residual term of less than 1 year as at 31/12/2023					51 999 999.95
20105	VARIABLE	0.35%	2 666 666.48	11 months	
20194	VARIABLE	-0.32%	10 000 000.00	2 months	
20174	FIXE	0.72%	10 000 000.00	3 months	
20092	FIXE	3.55%	1 666 666.86	5 months	
20132	FIXE	2.57%	25 000 000.00	5 months	
20082	FIXE	2.79%	2 666 666.61	6 months	
Residual term between 1 and 5 years as at 31/12/2023					238 625 000.00
20131	FIXE	2.73%	40 000 000.00	1 year, 5 months	
20175	FIXE	1.01%	10 000 000.00	1 year, 9 months	
20172	FIXE	1.17%	10 000 000.00	2 years, 3 months	
20143	FIXE	2.06%	5 000 000.00	2 years, 6 months	
20163	FIXE	0.65%	10 000 000.00	2 years, 7 months	
20165	FIXE	0.60%	20 000 000.00	2 years, 7 months	
20173	FIXE	1.28%	10 000 000.00	3 years, 3 months	
20182	FIXE	0.98%	40 000 000.00	3 years, 5 months	
20205	FIXE	0.00%	20 000 000.00	4 years, 1 months	

20211	FIXE	0.00%	10 000 000.00	4 years, 1 months
20086	VARIABLE	2.26%	1 250 000.00	4 years, 11 months
200871	VARIABLE	1.83%	16 500 000.00	4 years, 11 months
20177	FIXE	1.08%	10 000 000.00	4 years, 11 months
20084	VARIABLE	0.00%	9 000 000.00	4 years, 3 months
20195	FIXE	0.52%	15 000 000.00	4 years, 3 months
20085	VARIABLE	1.00%	11 875 000.00	4 years, 7 months
Residual term between 5 and 10 years as at 31/12/2023				587 182 770.86
200877	VARIABLE	0.65%	5 250 000.00	5 years, 2 months
20141	FIXE	3.00%	53 000 000.00	5 years, 3 months
20101	VARIABLE	1.07%	1 894 292.05	6 years, 2 months
20102	VARIABLE	0.99%	2 208 281.25	6 years, 2 months
20103	VARIABLE	-0.54%	1 638 671.60	6 years, 2 months
20152	FIXE	1.34%	16 509 433.92	6 years, 2 months
20181	FIXE	1.22%	10 000 000.00	6 years, 5 months
20183	FIXE	1.22%	50 000 000.00	6 years, 9 months
20061	FIXE	3.90%	16 000 000.00	7 years, 10 months
20063	FIXE	3.87%	16 000 000.00	7 years, 11 months
20167	FIXE	0.90%	26 666 666.72	7 years, 11 months
20168	FIXE	0.99%	18 461 538.40	7 years, 11 months
20178	FIXE	1.33%	10 000 000.00	7 years, 11 months
20196	FIXE	0.43%	25 000 000.00	7 years, 11 months
20197	FIXE	0.44%	10 000 000.00	7 years, 11 months
20213	FIXE	0.25%	15 000 000.00	7 years, 2 months
20161	FIXE	0.81%	28 846 153.88	7 years, 4 months
200733	VARIABLE	4.05%	10 800 000.00	8 years, 11 months
20146	FIXE	2.00%	30 000 000.00	8 years, 11 months

20171	FIXE	0.98%	13 846 153.92	8 years, 11 months
20071	VARIABLE	1.00%	26 020 408.32	8 years, 4 months
20203	FIXE	0.45%	20 000 000.00	8 years, 4 months
20234	VARIABLE	3.49%	20 000 000.00	8 years, 5 months
20145	FIXE	1.93%	16 406 250.00	8 years, 7 months
20133	VARIABLE	0.00%	38 888 888.96	9 years, 11 months
20144	FIXE	2.52%	15 000 000.00	9 years, 11 months
20186	FIXE	1.22%	12 857 142.88	9 years, 11 months
20214	FIXE	0.33%	10 000 000.00	9 years, 2 months
201710	FIXE	1.35%	16 888 888.96	9 years, 5 months
20164	FIXE	0.97%	25 000 000.00	9 years, 7 months
20184	FIXE	1.39%	25 000 000.00	9 years, 9 months
Residual term between 10 and 15 years as of 31/12/2023				
				661 819 442.63
20147	FIXE	1.51%	24 444 444.32	10 years, 11 months
20215	FIXE	0.43%	10 000 000.00	10 years, 2 months
20142	FIXE	3.15%	50 000 000.00	10 years, 4 months
20162	FIXE	1.13%	20 000 000.00	10 years, 7 months
201511	FIXE	1.36%	52 666 666.72	11 years, 11 months
201510	FIXE	1.55%	9 473 684.24	11 years, 2 months
20193	FIXE	1.20%	20 000 000.00	11 years, 2 months
20216	FIXE	0.45%	30 000 000.00	11 years, 2 months
20151	FIXE	0.80%	28 356 164.28	11 years, 3 months
20157	FIXE	2.02%	20 000 000.00	11 years, 8 months
20158	FIXE	1.39%	9 473 684.24	11 years, 9 months
38	VARIABLE	0.75%	65 361 111.10	12 years, 10 months
20166	FIXE	0.00%	21 666 666.65	12 years, 11 months
20212	FIXE	0.57%	30 000 000.00	12 years, 2 months

20202	FIXE	0.73%	50 000 000.00	12 years, 4 months
20225	FIXE	2.08%	65 000 000.00	13 years, 5 months
20176	FIXE	0.00%	27 222 222.24	13 years, 6 months
20179	FIXE	1.39%	16 470 588.28	13 years, 9 months
20191	FIXE	1.15%	23 684 210.56	14 years, 11 months
20206	FIXE	0.45%	48 000 000.00	14 years, 11 months
20231	VARIABLE	3.26%	10 000 000.00	14 years, 3 months
20235	FIXE	4.22%	30 000 000.00	14 years, 9 months
Residual term of more than 15 years as at 31/12/2023				
533 325 000.00				
20233	FIXE	3.70%	20 000 000.00	15 years, 5 months
20198	FIXE	0.71%	12 375 000.00	16 years, 3 months
20201	FIXE	0.47%	16 500 000.00	16 years, 3 months
20204	FIXE	0.45%	82 000 000.00	16 years, 8 months
20185	FIXE	1.70%	25 000 000.00	16 years, 9 months
20217	FIXE	0.88%	100 000 000.00	17 years, 9 months
20223	FIXE	2.11%	35 000 000.00	18 years, 5 months
20224	FIXE	2.10%	50 000 000.00	18 years, 5 months
20232	FIXE	3.74%	30 000 000.00	19 years, 3 months
20218	FIXE	0.92%	50 000 000.00	20 years, 10 months
20207	FIXE	0.55%	26 700 000.00	22 years, 2 months
20221	FIXE	1.00%	28 250 000.00	28 years, 2 months
20222	FIXE	1.06%	28 250 000.00	28 years, 2 months
20226	FIXE	2.28%	29 250 000.00	29 years, 1 months
Total				
2 072 952 213.44				

Price risk (currencies and commodities)

The Region is not exposed to changes in prices of commodities and currencies.

Indeed, the Region has rejected any matching involving exposure to an exchange risk (currencies) or a price risk (commodities). On 2 July 2021, the Regional Council excluded this kind of position from its delegation to the President for borrowings for the financing of investments included in the budget, for the entire duration of the mandate.

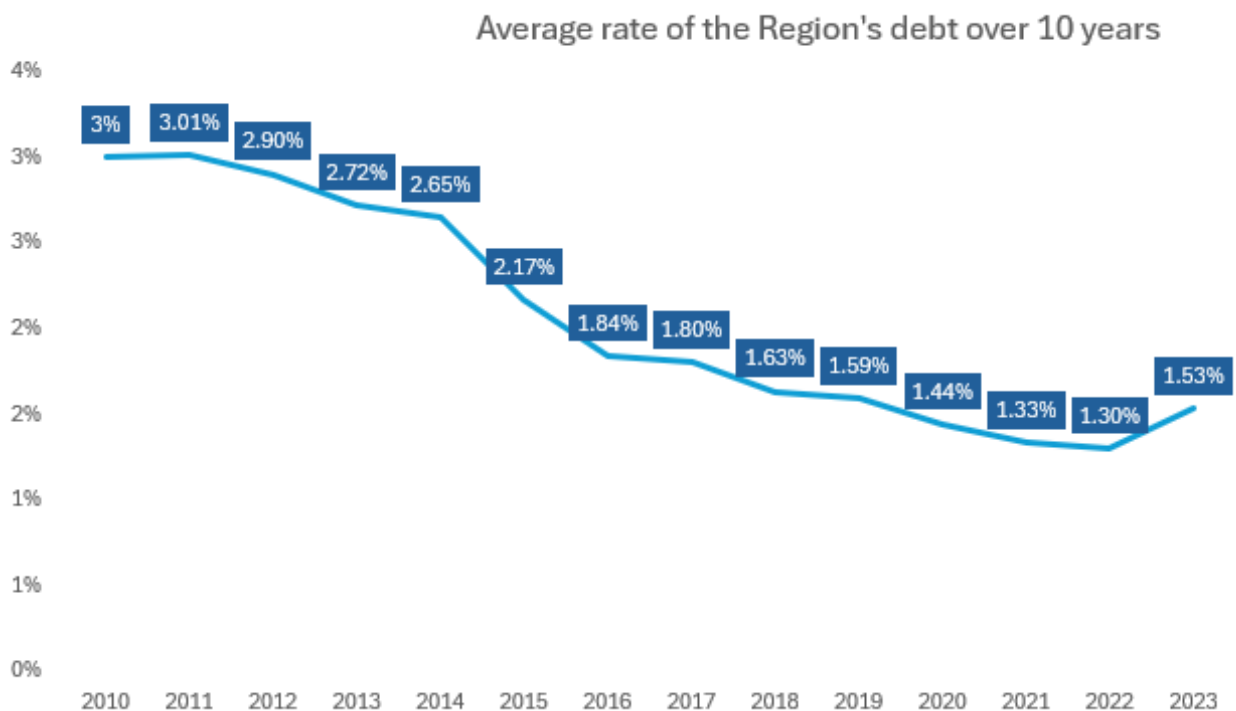
Interest rate risk

The strategy adopted for interest rate risk management is essentially guided by detection of market opportunities, as financing is to a very large extent globalised and not matched to the duration of the life of the assets.

At the end of 2023, 92.6% of the debt stock consisted of fixed and zero interest rates, which limited the impact of rising interest rates on the Region's financial costs. The Region's desire to give priority to security over performance has led it to set a long-term target of 70% fixed-rate debt.

The average rate for new loans taken out by the Region in 2023 was 3.92%, compared with 1.87% in 2022 and 0.68% in 2021.

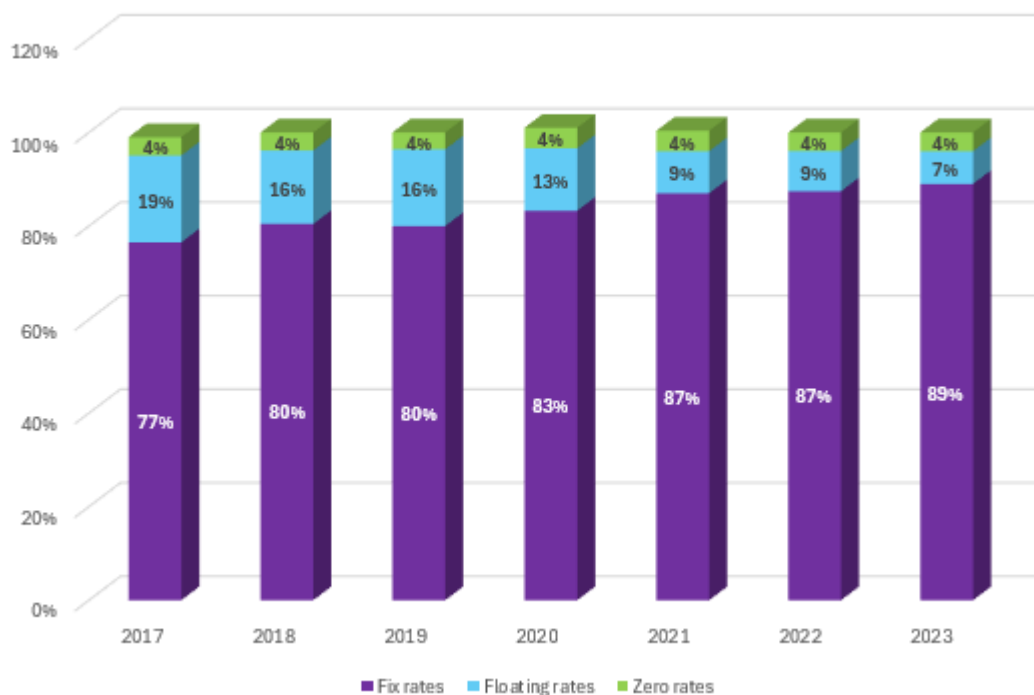
The average level of the regional debt has developed as follows:



All borrowing combined, the average level of the debt is 1.53% against 1.30% in 2022 an increase not seen since 2010: this rate is obtained by weighting each of the loans by integrating the hedging operations which play a full role in the strategy for controlling interest rate risks.

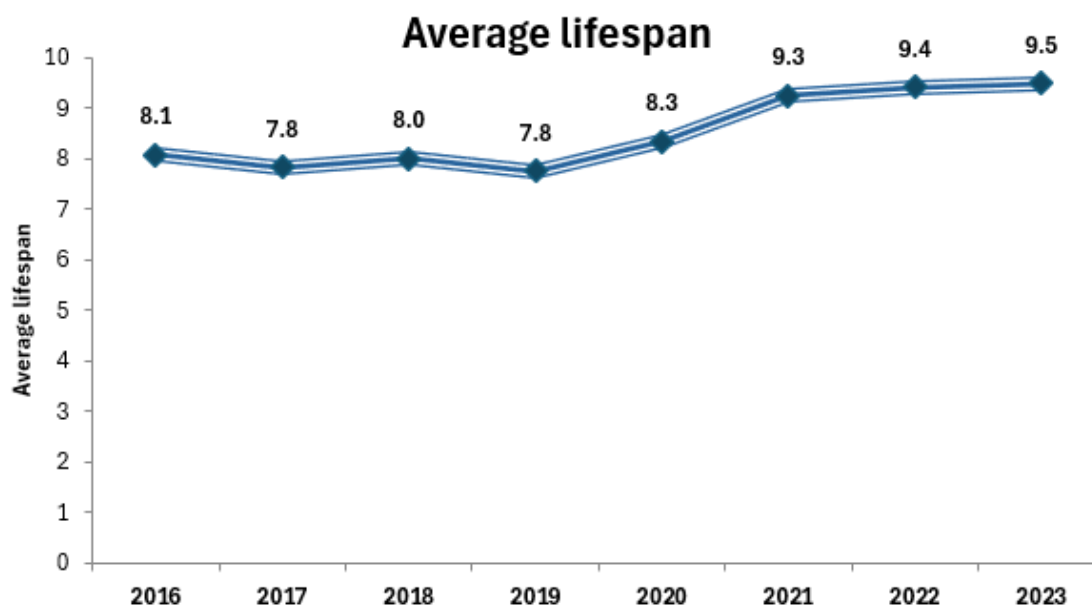
The proportion of fixed rates and indexed rates in the outstanding regional debt has evolved as follows since 2012(including revolving and market operations):

Distribution of the debt by type of rate



In addition to the average rate, the maturity of the regional debt is a relevant indicator to assess the debt burden. The average life of Region's debt rise from 9.4 years in 2022 to 9.5 for the financial year 2023. This slight change reflects the Region's desire to strike the right balance in order to limit the spread and cost of its debt, while leaving itself sufficient investment capacity to meet the needs of the region.

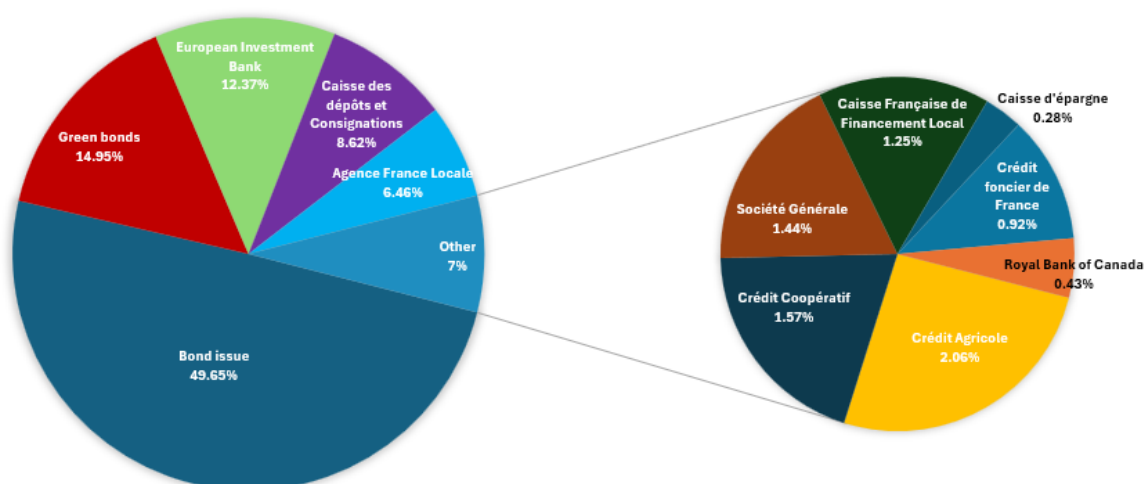
Whilst the cost of a debt is closely linked to its duration, the Region has benefited from low interest rates, thereby limiting the cost of its debt despite the slight increase in its duration.



As at 31 December 2023, the regional outstanding debt reflects the Region's decision to diversify its sources of debt:

- ✓ 64,6% (€1,339.5 M) composed of bonds issued to investors, 14.95% of which are green bonds.
- ✓ 21% (€435.03 M) composed of loans granted by banking institutions (12.37% of which to the European Investment bank and 8.62% to the *Caisse des Dépôts*).
- ✓ 6.46% (€133.83 M) with *Agence France Locale*;
- ✓ 7.95% (€164.84 M) with various historic lenders.

DISTRIBUTION OF THE DEBT BY LENDERS AS AT 31/12/2023

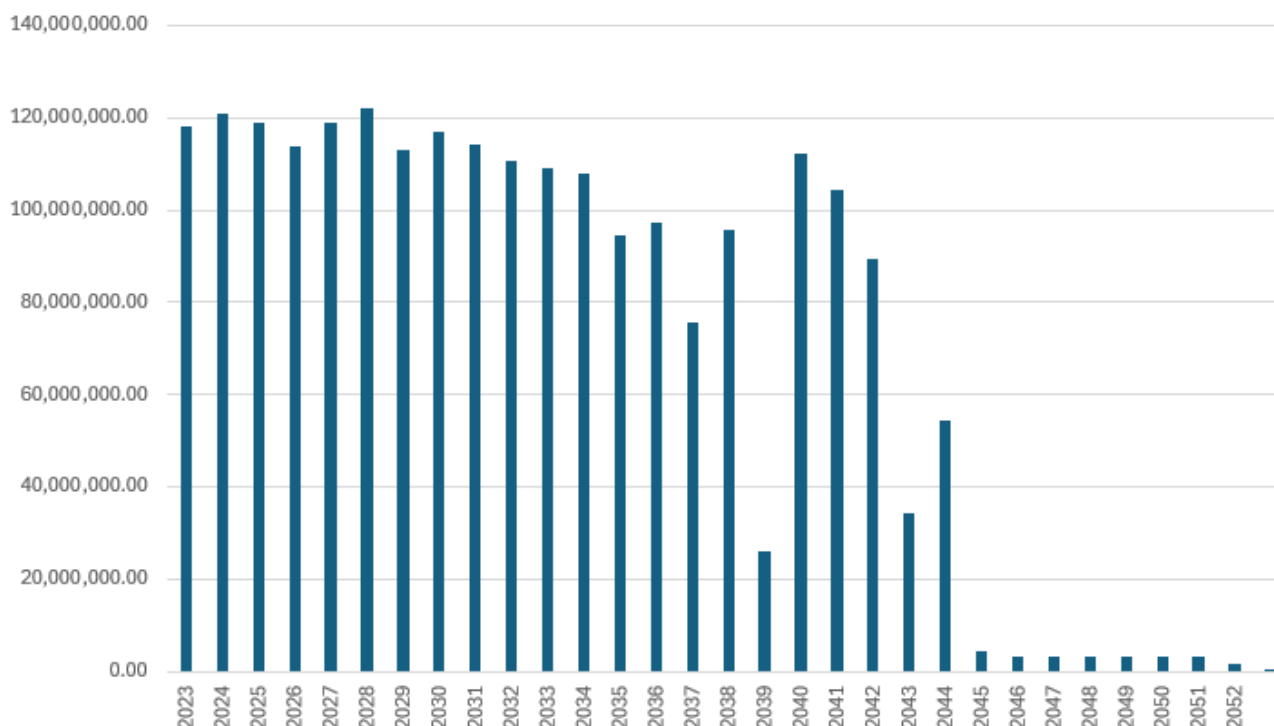


Summary items for the regional debt:

	As of 31/12/2017	As of 31/12/2018	As of 31/12/2019	As of 31/12/2020	As of 31/12/2021	As of 31/12/2022	As of 31/12/2023
Total outstanding debt (in € million)	1617.8	164944	1647.12	1816.3	1969.37	2080.98	2,072.95
Average rate	1.80%	1.63%	1.59%	1.44%	1.33%	1.30%	1.53%
Average lifespan	7 years and 8 months	8 years	7 years and 8 months	8 years and 3 months	9 years and 3 months	9 years and 4 months	9 years and 5 months

Fluctuations in debt annuity (excluding revolving amounts) taking into consideration the characteristics of the outstanding debt at 31/12/2023

Amortization of the capital of the debt as at 31/12/2023



While the debt amortisation profile was structurally regular and decreasing (the Region has always favoured straight-line amortisation methods as part of its bank borrowing), the development of the use of bond financing was accompanied by a change in the way regional debt is amortised. In order to straighten out its debt extinguishment profile, the Region is dividing its bond issues into several tranches with different maturities.

V.4.2 – Cash flow management

A regional programme of short-term marketable securities (formerly called treasury notes) was implemented in May 2010 and has been subject to six updates since then.

Before the implementation of the treasury note program, the cash flow requirements of the Region were essentially covered by the mobilisation of adjustable (excluding revolving) variable capital loans. The contractual extinction of their drawdown capacity, the progressive consolidation and the current level of margins on the index proposed on the revolving and treasury lines gave rise to the need for a new short-term financing instrument.

In order to mitigate the gradual termination of new long-term loans, the ceiling of the Region's short-term marketable securities programme rose to €200 M in September 2016.

Since the second half of 2010, active cash flow management has been based on:

- priority issuance of treasury notes for volumes of several tens of millions of euros, giving priority to characteristics preferred by investors in terms of maturity and frequency;
- additional mobilisation of revolving loans and/or overdraft facilities for daily adjustments.

Articulation of instruments for covering requirements

Consideration of the potential risks of excess liquidity leads to a prudent policy for covering needs.

Since the implementation of the programme in May 2010, residual cash needs are covered primarily through the issuance of bonds.

The Region has other short-term financial products at its disposal: revolving loans and the cash flow lines. Given their management flexibility, these two products are used for the daily adjustment of the balance of the regional cash flow.

As interest rates begin to rise again in the summer of 2022, the Region has reviewed its cash management strategy, seeking now to make as little use as possible of cash management tools. The Region therefore only issues notes in the event of one-off cash requirements. This was the case for 4 periods in 2023, resulting in the issue of 6 commercial paper notes for a total amount of €160 M.

Available cashflow

		2023 drawdown cap (in € million)			
Lender	Nature of the contract	Q1	Q2	Q3	Q4
Société Générale	cashflow	90			
Société Générale	cashflow	25			
Crédit Mutuel	cashflow	25			
CACIB	cashflow	35	35		
Arkea	cashflow	25	25		
Banque Postale	cashflow	30	30		
Arkea	cashflow				30
Crédit Mutuel	cashflow			30	30
Société Générale	cashflow		90	90	90
Total		230	180	120	150

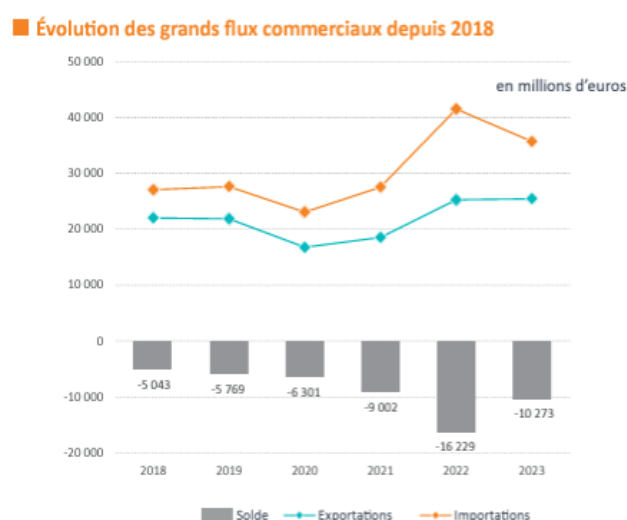
** These cash flow lines will be renewed at maturity

V.5 - Trade balance and balance of payments

The information presented below is sourced from regional economic and social observatory of the Region (source: <http://ores.paysdelaloire.fr/740-commerce-exterieur.htm>) and the 2023 Economic Report for the Pays de la Loire published on 13 June 2024 by INSEE. (source: <https://www.insee.fr/fr/statistiques/8198914?sommaire=7936552>).

In the Pays de la Loire, as in France, the commercial balance remains negative in 2023 (-€10.3 billion) but improves significantly but is clearly improving by compared with 2022 (-€16.1 billion) thanks to the fall of energy products prices (crude oil and natural gas) and cereals and the stabilisation of the euro-dollar exchange rate.

Evolution of major trade flows since 2018



	MONTANT MILLIONS €
Exportations	25 477
Importations	35 750
Solde commercial	-10 273

Source : Douanes

Exportations	Exports
Importations	Imports
Solde commercial	Trade balance

Once again, the Region's trade flows remain heavily dependent on imports linked to the activities of the Port of Nantes Saint-Nazaire, the Total refinery and the Cordemais power station. Exports, on the other hand, are very sensitive to the *Chantiers*

de l'Atlantique's workload, given the value of the ships sold, often in the region of one billion euros each. What's more, the opening in May 2018 of the transoceanic Milk Run Atlantic line, which transports Airbus aeronautical parcels between the Montoir-de-Bretagne and Mobile (Alabama) sites, also influences exports and therefore the Region's trade balance: Montoir-de-Bretagne is now a key hub in the Airbus group's international logistics.

The latest available data show a further improvement in the first half of 2024, with the trade balance falling below the €3 billion mark. In fact, the regional trade balance benefited from both an 18% rise in exports and a -6% fall in imports.

V.6 - Exchange reserve (including any potential encumbrances to such exchange reserves as forward contracts and derivatives)

Not applicable.

VI. - Notable changes / Recent events

Not applicable.

THIS DOCUMENT IS A FREE NON-BINDING TRANSLATION. FOR INFORMATION PURPOSES ONLY OF THE FRENCH LANGUAGE *CONDITIONS FINANCIERES* DATED [●] (THE "*CONDITIONS FINANCIERES*"). A FORM OF WHICH IS INCLUDED IN THE *DOCUMENT D'INFORMARION* DATED 4 MARCH 2025 (THE "*DOCUMENT D'INFORMATION*"). IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THE *CONDITIONS FINANCIERES* AND THIS DOCUMENT, THE RELEVANT STATEMENTS OR ITEMS OF THE *CONDITIONS FINANCIERES* SHALL PREVAIL. FOR THE AVOIDANCE OF DOUBT, REFERENCES IN THIS DOCUMENT TO THE "OFFERING CIRCULAR" OR THE "PRICING SUPPLEMENT" ARE RESPECTIVELY TO THE "*DOCUMENT D'INFORMATION*" OR THE "*CONDITIONS FINANCIERES*" AND DO NOT INCLUDE THEIR ENGLISH TRANSLATION.

FORM OF PRICING SUPPLEMENT

[MiFID II – Product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer[s/s'] (as defined in directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 (as amended, "**MiFID II**") product approval process, the target market assessment in respect of the Notes (as defined hereafter), taking into account the five (5) categories referred to in item 19 of the Guidelines on product governance requirements published by the European Securities and Markets Authority ("**ESMA**") on 3 August 2023, has led to the conclusion that (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer[s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[s/s'] type of clients assessment) and determining appropriate distribution channels.]³¹

[UK MIFIR – Product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer[s/s'] product approval process, the target market assessment in respect of the Notes (as defined hereafter), has led to the conclusion that (i) the target market for the Notes is eligible counterparties, as defined by the *FCA Handbook Conduct of Business Sourcebook*, and professional clients, as defined by Regulation (EU) No. 600/2014 as transposed into domestic law in the United Kingdom in accordance with the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"), only and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer[s/s'] target market assessment; however, a distributor subject to the *FCA Handbook Product Intervention and Product Governance Sourcebook* (the "**UK MIFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[s/s'] type of clients assessment) and determining appropriate distribution channels.]³²

OR

[MiFID II – Product governance / Retail investors, professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer[s/s'] (as defined directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 (as amended, "**MiFID II**") product approval process, the target market assessment in respect of the Notes (as defined hereafter), taking into account the five (5) categories referred to in item 19 of the Guidelines on product governance requirements published by the European Securities and Markets Authority ("**ESMA**") on 3 August 2023, has led to the conclusion that (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer[s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[s/s'] type of clients assessment) and determining appropriate distribution channels.]³³

³¹ To insert following completion of the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023, in case of professional investors and ECPs only target market.

³² To be inserted following completion of the target market assessment in respect of the Notes, for target markets only towards professional investors and eligible counterparties. The legend may not be necessary if the Notes dealers are not subject to Regulation (EU) No 600/2014 as transposed into UK domestic law pursuant to the European Union (Withdrawal) Act 2018 ("**UK MiFIR**") and there is therefore no UK MiFIR manufacturer. Depending on a manufacturer's location, there may be situations where either the MiFID II product governance legend, or the UK MiFIR product governance legend, or both, are included.

³³ To insert following completion of the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023 in case of retail investors, professional investors and ECPs target market.

Pricing Supplement dated [●]



REGION DES PAYS DE LA LOIRE

€2,000,000,000
Euro Medium Term Note Programme

[Brief description and amount of Notes]
(the "Notes")

Serie No.: [●]

Tranche No.: [●]

Issue price: [●] per cent.

[Name(s) of Dealer(s)]

PART A – CONTRACTUAL TERMS

[Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Offering Circular dated 4 March 2025 [as completed and/or amended by the amendment(s) to the Offering Circular dated [●]] relating to the Issuer's Euro Medium Term Note program of 2,000,000,000 euros ([together,] the "**Offering Circular**").

This document constitutes the pricing supplement (the "**Pricing Supplement**") relating to the issue of notes described hereafter (the "**Notes**") and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. The Offering Circular [and this Pricing Supplement] [is/are] published on the website of the Issuer (www.paysdelaloire.fr). [In addition, the Offering Circular [and this Pricing Supplement] [is/are] available for viewing [on/at] [●].]

(The following alternative language applies to the issue of Notes to be assimilated if the first tranche of an issue which is being increased was issued under a base prospectus or an offering circular with an earlier date.)

[Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") which are the [2013/2014/2016/2018/2019/2020/2021/2023/2024] Conditions and which are incorporated by reference in the offering circular dated 4 March 2025 [as completed and/or amended by the amendment(s) to the Offering Circular dated [●]] relating to the Issuer's Euro Medium Term Note program of 2,000,000,000 euros ([together,] the "**Offering Circular**").

This document constitutes the pricing supplement (the "**Pricing Supplement**") relating to the notes to be assimilated in accordance with Article 13 of the [2013/2014/2016/2018/2019/2020/2021/2023/2024] Conditions and described hereinafter (the "**Notes**") and must be read in conjunction with the Offering Circular (except chapter "Terms and Conditions of the Notes" which is replaced with the [2013/2014/2016/2018/2019/2020/2021/2023/2024] Conditions). Full information on the Issuer and the offer of the Notes is available solely on the basis of the combination of this Pricing Supplement, the [2013/2014/2016/2018/2019/2020/2021/2023/2024] Conditions and the Offering Circular (except chapter "Terms and Conditions of the Notes"). This Offering Circular [and this Pricing Supplement] [is/are] published on the website of the Issuer (www.paysdelaloire.fr). [In addition, the Offering Circular [and this Pricing Supplement] [is/are] available for viewing [on/at] [●].]

[Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or sub-paragraphs. Italics denote guidance for completing the Pricing Supplement.]

1. (i) Series No.: [●]
(ii) Tranche No.: [●]
[(iii) Date on which the Notes become fungible (Article 13): [The Notes will be assimilated, form a single series and be interchangeable with *[insert description of the relevant Series]* as from [[●] (*insert date*)/the Issue Date].] (the "**Existing Notes**")]
2. **Specified currency:** Euro (" € ")
3. **Aggregate Nominal Amount of Notes:** €[●]
(Insert amount or, in case of offer to the public to investors other than qualified investors, manner in, and date on which, such amount to be made public)
- [(i) Series: [●]
(ii) Tranche: [●]]
4. **Issue price:** [●] per cent. of the Aggregate Nominal Amount of the Tranche [plus accrued interest from *[insert date]* (if applicable)]
5. **Specified Denomination(s):** €[●] *(one (1) denomination only for Dematerialised Notes)*
(The rules and proceedings of the relevant Stock Exchange(s) and/or clearing system(s) shall be taken into account when choosing a Specific Denomination).
6. (i) **Issue Date:** [●]
(ii) **Interest Commencement Date:** [[●] (*Specify*)/Issue Date/Not Applicable]
7. **Maturity Date:** [●] [*Specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year*]
8. **Interest Basis:** [[●] per cent. Fixed Rate]
[[EURIBOR, EUR CMS or other] +/- [●] per cent. Floating Rate]
[Zero Coupon]
[Fixed Rate to Floating Rate Note]
[Other (*specify*)]
(further particulars specified below)
9. **Redemption/Payment Basis:** [Unless previously redeemed or purchased and cancelled, the Notes will be redeemed on the Maturity Date at [100] % of their Aggregate Nominal Amount.]
[Instalment]
[Other (*specify*)]
(further particulars specified below)

10. **Change of Interest Basis:** [Applicable/Not Applicable]
(other details specified below in paragraph 16 of this Pricing Supplement)
11. **Redemption Options:** [Noteholder Put]
 [Issuer Call]
 [Other *(specify)*]
(further particulars specified below)
 [Not Applicable]
12. **Date of authorisations for issuance of Notes:** Deliberation(s) of the Regional Council (*Conseil Régional*) of the Issuer dated [●]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Notes Provisions:** [Applicable/Applicable before the Switch Date/Applicable after the Switch Date/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/ other *(specify)*] in arrear]
- (ii) **Interest Payment Date(s):** [[●] in each year/ [●] and [●] in each year/ [●], [●], [●] and [●] in each year] up to and including the Maturity Date *(to be adjusted as the case may be)*
- (iii) **Fixed Coupon Amount(s):** €[●] per €[●] in Specified Denomination
- (iv) **Broken Amount(s):** [[●] *(Insert particulars of any initial or final broken interest amounts which do not correspond with the Fixed Coupon Amount(s) and the Interest Payment Date(s) to which they refer)*/Not Applicable]

- (v) Day Count Fraction: [Exact/365]
 [Exact/365 – FBF]
 [Exact/Exact – ISDA]
 [Exact/Exact – ICMA]
 [Exact/Exact – FBF]
 [Exact/365 (Fixed)]
 [Exact/360]
 [30/360]
 [360/360]
 [Bond Basis]
 [30/360 – FBF]
 [Exact 30A/360 (American Bond Basis)]
 [30E/360]
 [Eurobond Basis]
 [30E/360 – FBF]
 [Other (specify)]
- (vi) Determination Date(s): [●] 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)
- (vii) Other condition(s) relating to the method of calculating interest on Fixed-Rate Notes: [Not Applicable /(specify)]
- 14. Floating Rate Notes Provisions:** [Applicable/Applicable before the Switch Date/ Applicable after the Switch Date /Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
- (i) Interest Period(s): [●]
- (ii) Specified Interest Payment Dates: [[●] in each year / [●] and [●] in each year / [●], [●], [●] and [●] in each year up to and including the Maturity Date *(to be adjusted as the case may be)*]
- (iii) First Interest Payment Date: [●]
- (iv) Interest Period Date: [Interest Payment Date/Other (specify)]
- (v) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention/Other (specify)]
(Insert "unadjusted" if the application of the relevant business day convention is not intended to affect the Interest Amount)

- (vi) Business Centre(s) (Condition 5(a)): [●]
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: [FBF Determination/ ISDA Determination/ Screen Rate Determination]
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): [[●] (specify)/Not Applicable]
- (ix) FBF Determination: [Applicable/ Not Applicable]
- Benchmark (*Taux Variable*): [●] (specify Benchmark [EURIBOR, EUR CMS or other] and months [e.g. EURIBOR 3 months]) (additional information if necessary)
- (if the Rate of Interest is determined by linear interpolation in respect of the first and/or last long or short Interest Period, insert the relevant interest period(s) and the relevant rates used for such determination)
- Floating Rate Determination Date (*Date de Détermination du Taux Variable*): [●]
- (x) ISDA Determination: [Applicable/ Not Applicable]
- ISDA Definitions [2006 ISDA Definitions/2021 ISDA Definitions]
- Floating Rate Option: [●]
- (if the Rate of Interest is determined by linear interpolation in respect of a the [first/last] [long/short] Interest Period, insert the relevant interest period(s) and the relevant rates used for the determination described herein)
- Designated Maturity: [●]
- Reset Date: [●]
- (xi) Screen Rate Determination: [Applicable/ Not Applicable]
- Benchmark: [●] (specify Benchmark [EURIBOR, CMS or other]) (additional information if necessary)
- (if the Rate of Interest is determined by linear interpolation in respect of a [first/last] [long/short] Interest Period, insert the relevant interest period(s) and the relevant rates used for the determination described herein)
- Relevant Rate [●]
- Relevant Time: [●]
- Interest Determination Date(s): [●] – [TARGET] Business Days [specify the city] for Euro prior to [●]
- Primary Source: [Screen Page / Reference Banks]
- Screen Page (if the Primary Source is "Screen Page"): [●] (Specify the relevant screen page)
- Reference Banks: [(Specify four (4) banks)]/[Not Applicable]

- Relevant Financial Centre: [Euro Zone / [●] (*specify the financial centre most closely connected to the Benchmark*)]
 - Representative Amount: [●]
(*Specify if screen or Reference Banks quotations are to be given in respect of a transaction of a specified notional amount*)
 - Effective Date: [●]
(*Specify if quotations are not to be obtained with effect from commencement of Interest Accrual Period*)
 - Specified Duration: [●]
(*Specify period for quotation if not duration of Interest Accrual Period*)
 - (xii) Margin(s): [+/-] [●] per cent. *per annum*
 - (xiii) Rate Multiplier: [Not applicable/[●]]
 - (xiv) Minimum Rate of Interest: [0/[●] per cent. *per annum*]
 - (xv) Maximum Rate of Interest: [Not applicable/[●] per cent. *per annum*]
 - (xvi) Day Count Fraction: [Exact/365]
[Exact/365 – FBF]
[Exact/Exact – ISDA]
[Exact/Exact – ICMA]
[Exact/Exact – FBF]
[Exact/365 (Fixed)]
[Exact/360]
[30/360]
[360/360]
[Bond Basis]
[30/360 – FBF]
[Exact 30A/360 (American Bond Basis)]
[30E/360]
[Eurobond Basis]
[30E/360 – FBF]
[Other (*specify*)]
 - (xvii) Fallback provisions, rounding rules, denominator or other terms relating to the method of calculating interest on Floating Rate Notes, if different from those indicated in the Terms and Conditions of the Notes: [Not Applicable/(*specify*)]
- 15. Zero Coupon Notes Provisions:** [Applicable/Not Applicable]
(*If not applicable, delete the remaining subparagraphs of this paragraph*)
- (i) Amortisation Yield: [●] per cent. *per annum*

(ii)	Day Count Fraction:	[Exact/365] [Exact/365 – FBF] [Exact/Exact – ISDA] [Exact/Exact – ICMA] [Exact/Exact – FBF] [Exact/365 (Fixed)] [Exact/360] [30/360] [360/360] [Bond Basis] [30/360 – FBF] [Exact 30A/360 (American Bond Basis)] [30E/360] [Eurobond Basis] [30E/360 – FBF] [Other (<i>specify</i>)]
(iii)	Other formula/method for determining the amount payable:	[Not Applicable/(<i>specify</i>)]
16.	Fixed Rate/Floating Rate Notes Provisions:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i)	Issuer Change of Interest Basis:	[Applicable/Not Applicable]
(ii)	Automatic Change of Interest Basis:	[Applicable/Not Applicable]
(iii)	Rate of Interest applicable to the Interests Periods [before the Switch Date (excluded) (<i>if the Switch Date is an Interest Payment Date</i>)]/[before the Interest Period including the Switch Date/up to (and including) the Interest Period including the Switch Date] (<i>if the Switch Date is not an Interest Payment Date</i>):	Determined in accordance with [Condition 5(b), as though the Notes was Fixed Rate Notes/Condition 5(c) as though the Notes was Floating Rate Notes], as specified in paragraph [13/14] of this Pricing Supplement
(iv)	Rate of Interest applicable to the Interests Periods [following the Switch Date (included) (<i>if the Swicth Date is an Interest Payment Date</i>)]/[from the Interest Period including the Switch Date/right after the Interest Period including the Switch Date] (<i>if the Swicth Date is not an Interest Payment Date</i>):	Determined in accordance with [Condition 5(b) as though the Notes was Fixed Rate Notes/Condition 5(c) as though the Notes Floating Rate Notes], as specified in paragraph [13/14]] of this Pricing Supplement

- (v) Switch Date: [●]
- (vi) Minimum notice period required for notice from the Issuer: [[●] Business Days prior to the Switch Date/Not applicable (*for Automatic Change of Interest Basis*).
- (vii) Provisions relating to Fixed Rate/Floating Rate Notes, if different from those indicated in the Conditions of the Notes: [Not Applicable/(*specify*)]

PROVISIONS RELATING TO REDEMPTION

- 17. 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: €[●] per Note of Specified Denomination €[●]
- (iii) If redeemable in part: [Applicable/ Not Applicable]
- (a) Minimum Redemption Amount: [€[●] per Note of Specified Denomination €[●] / Not Applicable]
- (b) Maximum Redemption Amount: [€[●] per Note of Specified Denomination €[●] / Not Applicable]
- (iv) Option Exercise Date(s): [●]
- (v) Notice period (if different from the notice period specified in the Terms and Conditions): [●]
- 18. 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: €[●] per Note of Specified Denomination €[●]
- (iii) Option Exercise Date(s): [●]
- (iv) Notice period (if different from the notice period specified in the Terms and Conditions): [●]
- 19. Final Redemption Amount of each Note:** €[●] per Note of Specified Denomination €[●]
- 20. Instalment Amounts:** [Applicable/Not Applicable]
(If not applicable, delete the following sub-paragraphs)
- (i) Instalment Date(s): [●]
- (ii) Instalment Amount(s) in respect of each Note: [●] per Note of Specified Denomination €[●]
- (iii) Minimum Instalment Amount: [€[●]/[●] per Note of Specified Denomination [●]/Not Applicable]
- (iv) Maximum Instalment Amount: [€[●]/[●] per Note of Specified Denomination [●]/Not Applicable]

- (v) Additional provisions relating to redemption by Instalments: [[●]/Not Applicable]
- 21. Early Redemption Amount:** €[●] per Note of Specified Denomination €[●]
- Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)) or an event of default (Condition 9) or other early redemption and/or calculation method of this amount, if required or different from what is set out in the Conditions: €[●] per Note of Specified Denomination €[●]
- Redemption for taxation reasons:
- (i) Redemption at the Early Redemption Amount together with interest accrued to the date fixed for redemption (Condition 6(f)): [Yes/No]
- (ii) Redemption permitted on days others than Interest Payment Dates (Condition 6(f)(ii)): [Yes/No]
- 22. Purchases (Condition 6(g)):** The Notes purchased by the Issuer [may be held and resold or cancelled/shall be cancelled] as set out in Condition 6(g).
(Specify whether the Issuer may hold the purchased Notes pursuant to Condition 6(g))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 23. Form of Notes:** [Dematerialised Notes/ Materialised Notes]
(Materialised Notes are only in bearer form)
(Delete as appropriate)
- (i) Form of Dematerialised Notes: [Not Applicable/ In bearer form (*au porteur*)/ In registered form (*au nominatif*)]
- (ii) Registration Agent: [Not Applicable/ *(if applicable give name and address)*] *(Note that a Registration Agent can be appointed in relation to Dematerialised Notes in fully registered form only)*
- (iii) Temporary Global Certificate: [Not Applicable/Temporary Global Certificate exchangeable for Definitive Materialised Notes (the "**Exchange Date**"), being forty (40) calendar days after the Issue Date subject to postponement as specified in the Temporary Global Certificate]
- 24. Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(f):** [Not Applicable/ *(Specify)*]. *(Note that this paragraph relates to the date and place of payment, and not interest period and dates, to which sub-paragraphs 13(ii) and 14(ii) relate)*
- 25. Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):** [Yes/No/Not Applicable. *(If yes, give details)*] *(Only applicable to Materialised Notes)*

26. **Masse (Condition 11):**

Lead representative
[●] (specify name and details)
Alternative Representative
[●] (specify name and details)
Remuneration
[Applicable/Not Applicable] (if applicable, specify the amount and the payment date)

27. **Other financial terms:**

[Not Applicable/(specify)]

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required for issue [and] [offer to the public to investors other than qualified investors] [and] [admission to trading on [Euronext Paris/ [●] (specify relevant Regulated Market)]] of the Notes described herein pursuant to the €2,000,000,000 Euro Medium Term Note Programme of Région des Pays de la Loire.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. [(Relevant third party information) has been extracted from [●] (specify source). The Issuer confirms that such information has been accurately reproduced and that, so far as the Issuer is aware, and is able to ascertain from information published by (specify source), no facts have been omitted which would render the reproduced information inaccurate or misleading.]³⁴

Signed on behalf of Région des Pays de la Loire:

By:

Duly authorised

³⁴ Include if third party information is provided.

PART B – OTHER INFORMATION

1. RISK FACTORS SPECIFIC TO THE NOTES

[Insert any risk factors that are material to the Notes admitted to trading or offered to the public to investors other than qualified investors in order to assess the market risk associated with such Notes and that may affect the Issuer's ability to meet its obligations in relation to the Notes and would not be covered by chapter "Risk Factors" of the Offering Circular.]

2. LISTING AND ADMISSION TO TRADING

- (i) (a) Admission to trading: [Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on [Euronext Paris/[●] (specify relevant Regulated Market)] with effect from [●].] [Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on (specify relevant Regulated Market) with effect from [●].] [Not Applicable]
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: [[●]/Not Applicable]
(Where documenting a fungible issue need to indicate that Existing Notes are already admitted to trading.)
- (ii) Estimate of total expenses related to admission to trading: [[●]/Not Applicable]
- (vi) Additional publications of the Offering Circular and the Pricing Supplement: *(Specify the applicable additional publication methods in respect of the admission to trading on a Regulated Market other than Euronext Paris)*

3. RATING[S]

- Rating[s]: The Programme has been rated AA- by S&P Global Ratings Europe Limited.]
- [The Notes to be issued [have been / should be] rated:
- [S&P Global Ratings Europe Limited: [●]]
- [[Other]: [●]]
- [S&P Global Ratings Europe Limited] / [Each of the above agencies] is a credit rating agency established in the European Union registered under regulation (EC) No. 1060/2009 of the European Parliament and the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published on the website of ESMA (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation.]

4. [OTHER ADVISORS]

If advisors are mentioned in this Pricing Supplement, specify the capacity in which the advisors have acted.]

5. [INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER]³⁵

Need to include a description of any interest, including conflicting ones, that is material to the offer of the Notes, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:

"Apart from what is indicated in chapter "Subscription and Sale" of the Offering Circular, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer".

6. [USE OF PROCEEDS AND ESTIMATED NET PROCEEDS]

[(i)] Use of proceeds:

[Net proceeds will be used for the [financing of the Issuer's investments, without distinction as to projects.]/[specifically for the financing of Eligible Green Projects (as defined below) with an environmental focus, as more fully described in chapter "Use of Proceeds" of the Offering Circular (*insert description of the relevant Eligible Green Projects*)]/[specifically for the financing of Eligible Social Projects (as defined below) with a social focus, as more fully described in chapter "Use of Proceeds" of the Offering Circular (*insert description of the relevant Eligible Social Projects*)]/[specifically for the financing of Eligible Green Projects (as defined below) with an environmental focus and of Eligible Social Projects (as defined below) with a social focus, as more fully described in chapter "Use of Proceeds" of the Offering Circular (*insert description of the relevant Eligible Green Projects and Eligible Social Projects*)]/[Other (*specify*)]

[(ii)] Estimated net proceeds:

[●]

(Insert amount or, in case of offer to the public to investors other than qualified investors, manner in and date on which such amount to be made public)

(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.)

7. [Fixed Rate Notes only – YIELD]

Indication of yield:

[●] per cent *per annum*.

The yield is calculated as at the Issue Date on the basis of the Issue Price. It is not an indication of future yields.]

8. Floating Rate Notes only – BENCHMARK

Benchmark:

Amounts payable under the Notes will be calculated by reference to [●] which is provided by [●]. As at [●], [●] [appears/does not appear] on the register of administrators and benchmarks established and

³⁵ Required only for Notes which have a denomination of less than € 100,000.0.

maintained by ESMA pursuant to article 36 of Regulation (UE) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds, as amended [(the "Benchmark Regulation")]. [As far as the Issuer is aware, [[●] is not required to be registered under Article 2 of the Benchmark Regulation]/[the transitional provisions in Article 51 of the Benchmark Regulation apply, such that [●] is not currently required to obtain authorisation or registration or, if located outside the European Union, recognition, endorsement or equivalence].]

9. OPERATIONAL INFORMATION

- ISIN Code: [●]
- Common Code: [●]
- Depositories:
- (a) Euroclear France to act as Central Depository: [Yes/No]
- (b) Common Depository for Euroclear Bank and Clearstream Banking, S.A.: [Yes/No]
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification number(s): [Not Applicable/give name(s) and number(s) and address(es)]
- Delivery: Delivery [against/free of] payment
- Names and addresses of additional Paying Agent(s) (if any): [●]
- Name and address of the Calculation Agent designated in respect of the Notes (if any): [BNP PARIBAS/[●]]

10. PLACING [AND UNDERWRITING]

- (i) Method of distribution: [Syndicated/Not syndicated]
- (ii) If syndicated, names of the Manager(s): [●]
- (iii) Stabilising Manager(s) (if any): [Not Applicable / (give name(s))]
- (iv) If non-syndicated, name of the relevant Dealer: [Not Applicable / (give name(s))]
- (v) U.S. selling restrictions: [Reg. S Compliance Category 1; TEFRA C/ TEFRA D/ Not Applicable] (TEFRA are not applicable to Dematerialised Notes)
- (vi) Additional selling restrictions: [Not Applicable/(specify)]

11. [TERMS AND CONDITIONS OF THE OFFER TO THE PUBLIC TO INVESTORS OTHER THAN QUALIFIED INVESTORS

- Offer period [●] to [●]
- Total amount of the issue/the offer: [●]

- Expected price at which Notes will be offered or method of determining the price and method for its disclosure: [•]
- Description of the application process (including the time period during which the offer will be open and any possible amendments): [•]
- Details of the minimum and/or maximum amount of application (whether in number of securities or aggregate amount to invest): [•]
- Description of the possibility to reduce subscriptions and the manner for refunding excess amounts paid by applicants: [•]
- Method and time limits for paying up and delivery of the Notes: [•]
- Manner in and date on which results of the offer are to be made public: [•]
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: [•]
- Category of potential investors to whom the Notes are offered and if one or more Tranches are reserved for some countries: [•]
- Procedure of notification of the allocated amount and indication whether the distribution can begin before the notification is made: [•]
- Amount of any charge and tax supported especially by the subscriber or purchaser: [•]
- Name (s) and address (es), as they are known by the Issuer, the dealers in the various countries where the offer takes place: [•]

SUBSCRIPTION AND SALE

Subject to the terms and on the conditions contained in an amended dealer agreement in the French language dated 4 March 2025 between the Issuer, the Arranger and the Permanent Dealers (as amended from time to time as at the relevant issue date, the "**Dealer Agreement**"), the Notes will be offered by the Issuer to the Permanent Dealers. However, the Issuer has reserved the right to sell Notes directly on its own behalf to Dealers that are not Permanent 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 Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are jointly and severally underwritten by two or more Dealers.

The Issuer will pay each Dealer a commission (if any) as agreed between them in respect of Notes subscribed by it. The Issuer has agreed to reimburse the Arranger for its expenses incurred in connection with the update of the Programme and the Dealers for certain of their activities in connection with the Programme.

The Issuer has agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The 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

General

These selling restrictions may be completed and/or amended by the agreement of the Issuer and the Dealers in particular following a change in a relevant law, regulation or directive. Any such modification will be set out in an Amendment to this Offering Circular or in the Pricing Supplement related to the issue of Notes to which it relates.

Each Dealer has agreed that it will comply, and each Dealer subsequently appointed under the Programme will have agreed that it will comply to the best of its knowledge, with all relevant laws, regulations and directives in each jurisdiction or territory in which it purchases, offers, sells or delivers Notes or has in its possession or distributes the Offering Circular, any other offering material or any Pricing Supplement and neither the Issuer nor any other Dealer shall have responsibility for the actions of another Dealer.

The Materialised Notes will only be issued outside the territory of France.

European Economic Area

Without prejudice to the applicable laws and regulations of any Member State of the European Economic Area, the Issuer, as a local authority of a Member State, is not subject to the provisions of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market³⁶, as amended (the "**Prospectus Regulation**"), and is therefore not subject to the requirements relating to the preparation, approval and distribution of the prospectus laid down in the Prospectus Regulation.

United States of America

The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered, sold or, in the case of Materialised Notes, delivered within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

Materialised Notes having a maturity of more than one (1) year are subject to U.S. federal income tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

The Notes are being offered and sold outside the United States only to non U.S. persons. In addition, until forty (40) calendar 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 of such Tranche of Notes) may violate the registration

³⁶ Article 1.2 of the Prospectus Regulation.

requirements of the Securities Act.

This Offering Circular has been prepared by the Issuer for use in connection with the offer and sale of the Notes outside the United States. The Issuer and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason whatsoever. This Offering Circular does not constitute an offer to any person in the United States. Distribution of this Offering Circular by any person to any U.S. person or to any other person within the United States is unauthorised and any disclosure without prior written consent of the Issuer of any of its contents to any such U.S. person or other person within the United States, is prohibited.

United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that:

- (a) in relation to any Notes which have a maturity of less than one (1) year, (a) it is a person whose ordinary activities involve acquiring, holding, managing or selling financial products (as principal or as agent) for the purposes of its business and (b) it has not offered or sold and will not offer or sell any Notes to persons in the United Kingdom, other than to persons whose ordinary activities involve acquiring, holding, managing or selling financial products (as principal or as agent) for the purposes of their business or to persons who may reasonably be expected to acquire, hold, manage or sell financial products (as principal or as agent) for the purposes of their business where the issue of the Notes would otherwise constitute a violation of Section 19 of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not or will not apply to the Issuer; and
- (c) it has respected and will respect with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

GENERAL INFORMATION

- 1) The Issuer has obtained all necessary corporate and other consents, approvals and authorisations in France in connection with the update of the Programme which was the subject of a decision of the President of the Issuer dated 2 February 2025.

In accordance with the deliberation of the Regional Council (*Conseil Régional*) of the Issuer dated 2 July 2021, the Regional Council has authorised its President to realise issues of notes for the duration of her mandate and up to the limits of the amounts recorded in the Issuer's annual budget.

The Issuer's original budget for the year 2025, which was adopted by the deliberation of the Regional Council of the Issuer dated 19 and 20 December 2024 in accordance with the procedure laid down in Article L.4311-1 of the CGCT, authorises borrowings for the year 2025 up to a maximum amount of 287,058,703 euros.

- 2) The LEI (Legal Entity Identifier) of the Issuer is 969500DNY3JUKTC3Q023.
- 3) There has been no significant change in the Issuer's public finances and foreign trade since 31 December 2023, date on which the single financial accounts were closed for the financial year 2023 (last fiscal year for which the accounts have been closed as of the date of this Offering Circular).
- 4) The Issuer is not or has not been involved in a governmental, legal or arbitration proceedings (including any such proceeding which are pending or threatened of which the Issuer is aware), during a period covering the twelve (12) months preceding this Offering Circular which may have, or have had in the recent past, significant effects on the financial position of the Issuer.
- 5) Application may be made for Notes to be accepted for clearance through Euroclear France (10-12, place de la Bourse, 75002 Paris, France) and/or Euroclear (boulevard du Roi Albert II, 1210 Bruxelles, Belgique) and Clearstream (42 avenue JF Kennedy, 1855 Luxembourg, Luxembourg). The common code and the ISIN code (International Securities Identification Number) or the identification number(s) for any other relevant clearing system for each Series of Notes will be set out in the relevant Pricing Supplement.
- 6) In connection with the issue of any Tranche, the Dealer named as the stabilising manager and identified in the relevant Pricing Supplement (the "**Stabilising Manager**") (or any person acting on behalf of any Stabilising Manager) may 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 on the market (the "**Stabilising Operations**"). However, there is no assurance that the Stabilising Manager (or any person acting on behalf of a Stabilising Manager) will undertake such Stabilising Operations. Such Stabilising Operations may only begin as from the date on which the Pricing Supplement of the offer of the relevant Tranche have been made public and, if begun, may be ended at any time, but must end no later than the earlier of the following two (2) dates: (i) thirty (30) calendar days after the issue date of the relevant Tranche and (ii) sixty (60) calendar days after the date of the allotment of the relevant Tranche. Such Stabilising Operations shall be conducted by the Stabilising Manager (or any person acting on behalf of any Stabilising Manager) in accordance with all applicable laws and rules.
- 7) Amounts payable under the Notes may be calculated by reference to EURIBOR which is provided by the European Money Markets Institute ("**EMMI**"), EUR CMS which is provided by the ICE Benchmark Administration Limited ("**ICE**") or any other rate as indicated in the Pricing Supplement of the Notes. As at the date of this Offering Circular, (i) the EMMI appears on the register of administrators and benchmarks established and maintained by European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds, as amended (the "**Benchmark Regulation**") and (ii) ICE does not appear on the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmark Regulation. To the Issuer's knowledge, the transitional provisions of Article 51 of the Benchmark Regulation apply, so that ICE is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence). The Pricing Supplement applicable to an issue of Floating Rate Notes will specify the relevant benchmark, the competent administrator and if the administrator does or does not appear on the register of administrators and benchmarks established and maintained by ESMA. The registration status of any administrator under the Benchmark Regulation is publicly available and, except where required by law, the Issuer does not intend to update this Offering Circular or the applicable Pricing Supplement to reflect any change in connection with the registration status of any benchmark administrator.

- 8) In this Offering Circular, unless otherwise specified or the context otherwise requires, references to "€", "Euro", "euro" or "EUR" are to the lawful currency of the Member States of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Economic Community, as amended.
- 9) 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, the Notes may not be offered or sold or, in the case of Materialised Notes in bearer form, delivered within the United States or, in the case of certain Materialised Notes in bearer form, to, or for the account or benefit of, U.S. persons as defined in the U.S. Internal Revenue Code of 1986, as amended, and its implementing rules. The Notes are being offered and sold outside the United States of America to non-U.S. persons in reliance on Regulation S under the Securities Act ("Regulation S").
- 10) This Offering Circular, any Amendment related thereto (if any) and the Pricing Supplement of the Notes admitted to trading on a Regulated Market or offered to the public to investors other than qualified investors, will be published on the website of the Issuer (www.paysdelaloire.fr).
- 11) So long as Notes issued under this Programme are outstanding, copies of the following documents will, when published, be available, without charges, during normal business days and hours, at the registered office of the Issuer:
 - (i) the two most recent original budgets (*budgets primitifs*) (as amended, as the case may be, by any supplementary budget) and published administrative accounts (*comptes administratifs*) or single financial accounts (*comptes financiers uniques*) of the Issuer;
 - (ii) the Pricing Supplement related to Notes admitted to trading on Euronext Paris or on any other Regulated Market or offered to the public to investors other than qualified investors in one or several Member States of the European Economic Area;
 - (iii) this Offering Circular together with any Amendment related thereto or further offering circular;
 - (iv) the Agency Agreement in the French language (which includes the form of the *lettre comptable*, of the Temporary Global Certificates, of the Definitive Materialised Notes, of the Coupons, of the Talons and of the Receipts); and
 - (v) all reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Offering Circular or any Amendment related thereto.

RESPONSIBILITY OF THE OFFERING CIRCULAR

Persons responsible for the information given in this Offering Circular

In the name of the Issuer

I hereby accept responsibility for the information contained or incorporated (or deemed incorporated) by reference in this Offering Circular. To the best of my knowledge, having taken all reasonable measures in this regard, the information contained or incorporated (or deemed incorporated) by reference in this Offering Circular is a true representation of the facts and does not omit any elements likely to affect its interpretation.

Nantes, 4 March 2025

Région des Pays de la Loire

Hôtel de Région
1 rue de la Loire
44 966 Nantes Cedex 9
France

Represented by:

Mr Emmanuel Bernard
Director of finances and public purchasing
Telephone: +33 2 28 20 50 00

Issuer
Région des Pays de la Loire

Hôtel de Région
1 rue de la Loire
44 966 Nantes Cedex 9
France

Arranger

Crédit Agricole Corporate and Investment Bank

12, Place des Etats-Unis
CS 70052
92547 Montrouge Cedex
France

Permanent Dealers

BRED Banque Populaire

18 Quai de la Rapée
75012 PARIS
France

Crédit Agricole Corporate and Investment Bank

12, Place des Etats-Unis
CS 70052
92547 Montrouge Cedex
France

Crédit Mutuel Arkéa

1, rue Louis Lichou
29480 Le Relecq Kerhuon
France

HSBC Continental Europe

38, avenue Kléber
75116 Paris
France

La Banque Postale

115, rue de Sèvres
75275 Paris Cedex 06
France

Natixis

7, promenade Germaine Sablon
75013 Paris
France

Fiscal Agent, Principal Paying Agent and Calculation Agent

BNP PARIBAS

(Affiliated with Euroclear France under number 29106)

Les Grands Moulins de Pantin
9, rue du Débarcadère
93500 Pantin
France

Legal Advisers

to the Issuer
BENTAM Société d'Avocats

12, rue de la Boétie
75008 Paris
France

to the Arranger and the Dealers
CMS Francis Lefebvre Avocats

2, rue Ancelle
92522 Neuilly-sur-Seine Cedex
France