



CCF SFH (formerly HSBC SFH (France))

A French limited liability company (*société anonyme*)

with a share capital of €113,250,000

Registered office: 103, rue de Grenelle, 75007 Paris, France

480 034 917 (on-going transfer to the RCS Paris)

NOTICE

to the holders of the

€1,000,000,000 0.500 per cent. Covered Bonds due 17 April 2025 extendible as Floating Rate Covered Bonds up to 17 April 2026

(ISIN: FR0013329638)

of which €1,000,000,000 are currently outstanding

(the "**2025 Covered Bonds**")

issued by CCF SFH (formerly HSBC SFH (France))

(the "**Issuer**")

Paris, 2 January 2024

*Unless the context otherwise requires, terms and expressions used but not defined herein have the respective meanings given to them in the terms and conditions of the 2025 Covered Bonds set out in the Base Prospectus dated 23 November 2017 (as supplemented by a first supplement dated 16 February 2018) and the Final Terms dated 13 April 2018 (the "**2025 Conditions**").*

In a general meeting convened on 10 December 2021, the holders of the 2025 Covered Bonds (hereinafter, the "**2025 Bondholders**") approved the transfer by HSBC Continental Europe, subject to the satisfaction of certain conditions, of, among other things, its full ownership interest in the Issuer and of most of its rights and obligations under the Programme Documents to which it is a party, including, notably, in its capacity as borrower, administrator, issuer calculation agent and cash collateral provider, to (i) CCF (formerly Banque des Caraïbes SA) and/or (ii) to any other entity within My Money Group (the "**Transfer**"). As a consequence, the 2025 Bondholders also approved certain amendments to the Programme Documents and to the 2025 Conditions, all as more fully described in the consent solicitation memorandum dated 25 November 2021 (the "**Consent Solicitation Memorandum**").

These amendments were to take effect (i) immediately (*i.e.*, on 10 December 2021) in respect of the amendments to paragraph (vi) of Condition 5(g) (*Programme Documents*) and Condition 5(j) (*Rating of further Issuance*) and (ii) by the completion of the Transfer. The Issuer retained the right to withdraw such amendments at any time before the completion of the Transfer at its sole option and in its sole and absolute discretion (subject to a notification to the 2025 Bondholders in accordance with Condition 17).

Furthermore, the Issuer agreed to pay, at the latest 5 Business Days (as defined below) following the completion of the Transfer, an amount equal to 0.05 per cent. of the aggregate nominal amount of the 2025 Covered Bonds held by each 2025 Bondholder only if the Transfer is completed (the "**2025 Second Consent Fee**").

In accordance with Condition 17, the Issuer hereby notifies the 2025 Bondholders that:

- (i) the Transfer occurred on 1st January 2024 (the "Transfer Effective Date") following satisfaction of the Transfer Rating Condition (as defined in the Consent Solicitation Memorandum) on the Transfer Effective Date; and
- (ii) as a result of the foregoing:
 - (a) all amendments approved by the 2025 Bondholders at the general meeting held on 10 December 2021 and which were to take effect by the completion of the Transfer, subject to the Transfer Rating Condition being satisfied, took effect on the Transfer Effective Date;
 - (b) the 2025 Second Consent Fee will be paid by BNP Paribas (formerly BNP Paribas Securities Services) as Paying Agent, on behalf of the Issuer, to all 2025 Bondholders holding the 2025 Covered Bonds on 8 January 2024;
 - (c) the shareholders' extraordinary general meeting of the Issuer has decided on the Transfer Effective Date to, *inter alia*, change the name of the Issuer from HSBC SFH (France) to CCF SFH; and
 - (d) the amended and restated agency agreement dated 23 November 2017 was amended on the Transfer Effective Date by the execution of a principal supplemental agency agreement between the Issuer and BNP Paribas as Fiscal Agent, Principal Paying Agent and Calculation Agent (the "Principal Supplemental Agency Agreement"). Copies of the Principal Supplemental Agency Agreement are available during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Issuer and at the specified office of BNP Paribas.

We understand the importance of clear communication during such transitions, and we are committed to ensuring a seamless process for all our stakeholders. If you have any immediate concerns or require further information, please do not hesitate to contact our Investor Relations team at fady.wakil@mymoneygroup.com or bertrand.robequain@mymoneybank.com.

In this notice, "**Business Day**" means a day other than a Saturday or a Sunday, on which banks generally are open for business in Paris (France).