Negotiable Medium Term Notes

(Negotiable European Medium Term Notes - NEU MTN-)[1]

Not guaranteed programme

Information Memorandum (IM)	
Name of the programme	SFIL, NEU MTN
Name of the issuer	SFIL
Type of programme	NEU MTN
Programme size	EUR 500,000,000
Guarantor(s)	None
Rating(s) of the programme	Not rated
Arranger(s)	SFIL
Issuing and paying agent(s) (IPA)	NATIXIS
Dealer(s)	BNP Paribas, Crédit Agricole Corporate And Investment Bank, Natixis, Société Générale, BRED Banque Populaire, ING BANK N.V
Date of the information memorandum	22/11/2018
Update by amendment (if appropriate)	None

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

A copy of the information memorandum is sent to :

BANQUE DE FRANCE
Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
21-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

Warning *: as this information memorandum is issued in a customary language in the financial sphere other than French, the issuer invites the investor, when appropriate, to resort to a French translation of this documentation.*

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

https://www.banque-france.fr/en/monetary-policy/monitoring-and-development-market-financing/commercial-paper-and-medium-term-note-market-neu-cp-neu-mtn

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

1. DESCRIPTION OF THE ISSUANCE PROGRAMME		
Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments		
1.1	**Name of the programme**	SFIL, NEU MTN
1.2	**Type of programme**	NEU MTN
1.3	**Name of the issuer**	SFIL
1.4	**Type of issuer**	Monetary Financial Institution (credit institution) in accordance with Article L. 213-3 of the French monetary and financial code
1.5	**Purpose of the programme**	In order to meet the general corporate purposes of SFIL (the "Issuer") and its subsidiary, the Issuer will issue from time to time NEU MTN
1.6	**Programme size (maximum outstanding amount) in Euro**	The maximum outstanding amount of NEU MTN issued under the Programme shall be Euro 500,000,000 or its equivalent value at the date of issue in any other authorized currencies.
1.7	**Form of the notes**	The NEU MTN are Negotiable Debt Securities issued in bearer form and recorded in the books of authorised intermediaries (book entry system) in accordance with applicable French laws and regulations.
1.8	**Yield basis**	The remuneration of the NEU MTN is unrestricted. However, the Issuer commits himself informing the Banque de France when remuneration is related to an index or varies pursuant to a clause of adjustment which does not relate to a usual rate of the interbank market, monetary or bond. The Program also allows the issuance of NEU MTN whose remuneration can be related to a formula of indexing which does not guarantee the refunding of the capital in their term, including when a credit event occurs. The confirmation of the Issuer relative to such an issue will explicitly mention the formula of refunding and the fact that part or all of the capital of the NEU MTN whose issued under this Programme is not guaranteed. The NEU MTN may be issued at par or a price other than par, and may comprise a redemption premium. They may also be issued under the form a of zero coupon or provide for a single coupon. The remuneration of the NEU MTN may be negative depending on the fixed rates or the trend of the usual money market indexes applicable to the calculation of the remuneration. In this case, redemption amounts of the NEU MTN may be below par. The conditions of remuneration of such NEU MTN will be set up when the said NEU MTN will be initially issued.

		In the case of an issue of NEU MTN embedding a possibility of early redemption, extension or repurchase, the conditions of remuneration of such Medium term notes will be set out when the said Medium term notes will be initially issued and shall not be further modified, including when such extension or repurchase will be exercised..
1.9	**Currencies of issue**	The NEU MTN are issued in Euro, in United-States dollars or in any other currency authorized by laws and regulations in force in France at the time of the issue
1.10	**Maturity**	The term (maturity date) of the NEU MTN shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the NEU MTN shall not be shorter than one year (365 days or 366 days in a leap year). The NEU MTN may be redeemed before maturity in accordance with the laws and regulations applicable in France. The NEU MTN issued under the Programme may carry one or more embedded possibility(ies) of extension of the term (hold by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder). The NEU MTN issued under the Programme may also carry one or more embedded possibility(ies) of repurchase before the term (hold by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder). A possibility of early redemption, extension or repurchase of the Medium-term notes, if any, shall be explicitly specified in the confirmation form of any related issuance of Medium-term notes. In any case, the overall maturity of any NEU MTN embedded with one or several of such clauses, shall always - all possibilities of early redemption, extension or repurchase included – conforms to laws and regulations in force in France at the time of the issue..
1.11	**Minimum issuance amount**	The NEU MTN shall be issued for a nominal amount at least equal to Euro 200,000 or its equivalent in other currencies at the date of issue.
1.12	**Minimum denomination of the notes**	200 000 Euros By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this programme is 200 000 Euros or the equivalent in the currencies selected at the time of issuance.
1.13	**Status of the notes**	The NEU MTN shall constitute direct, unsecured and unsubordinated obligations of the Issuer, ranking at least pari passu with all other current and future direct, unsecured, unguaranteed and unsubordinated indebtedness of the Issuer.
1.14	**Governing law that applies to the programme**	The NEU MTN issued under the Programme shall be governed and construed in accordance with French law. All potential disputes related to the issuance of the

		NEU MTN shall be governed and construed according to French law.
1.15	**Listing of the notes/Admission to trading on a regulated market**	Yes, All, or part only, of the NEU MTN issued under the Programme may be admitted to trading on Euronext Paris in accordance with Directive 2003/71/EC of the European Parliament and of the Council dated 4 november 2003. You can verify whether an issue of NEU MTN is admitted to trading on Euronext Paris on the website of Euronext Paris (https://www.euronext.com/).
1.16	**Settlement system**	The NEU MTN will be issued in Euroclear France.
1.17	**Rating(s) of the programme**	Not rated
1.18	**Guarantor**	None
1.19	**Issuing and Paying Agent(s) (IPA) - exhaustive list -**	The Issuer has appointed NATIXIS as its Issuing and Paying Agent in relation to the Programme.
1.20	**Arranger**	SFIL
1.21	**Placement method**	The NEU MTN will be placed by the following Dealers: BNP Paribas, Credit Agricole Corporate & Investment Bank, Natixis, BRED Banque Populaire, ING BANK N.V and Société Générale. The Issuer may however elect to replace the Dealers or appoint other Dealers; an updated list of such Dealers shall be disclosed to investors upon request to the Issuer.
1.22	**Selling restrictions**	General selling restrictions The Issuer, each Dealer, any initial subscriber or any further holder of the NEU MTN issued under the Programme shall not take any action that would allow a public offering of the NEU MTN or the possession or distribution of the Information Memorandum or any other document relating to the NEU MTN in any jurisdiction where it is unlawful for such documents to be distributed and shall not offer, sell or deliver, whether directly or indirectly, the NEU MTN in any jurisdiction where such action is unlawful. The Issuer, each Dealer, any initial subscriber has agreed, and any further holder of the NEU MTN will be deemed to have represented and agreed on the date on which he purchases the Medium-term notes, to comply with all applicable laws and regulations in force in the jurisdiction in which it offers or sells the NEU MTN or hold or distribute the Information Memorandum and to obtain any consent, approval or permission required for the offer or sale by it of NEU MTN under the laws and regulations in force in any jurisdiction to which it is subject or in which it will make such offers or sales and neither the Issuer, nor any Dealer nor any subscriber nor any initial subscriber nor any further holder shall have responsibility therefore or in respect thereof. France

		The Issuer, each Dealer, any initial subscriber has represented and agreed, and any further holder of the NEU MTN will be deemed to have represented and agreed on the date on which he purchases the Medium-term notes, to comply with applicable laws and regulations in force regarding the offer, the placement or the re-sale of the NEU MTN or the distribution of documents with respect thereto, in France United States The NEU MTN have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any other laws or regulations of any state of the United States of America, and may not be offered or sold within the United States of America, or to, or for the account or benefit of, U.S. persons (as defined in accordance with Regulation S under the Securities Act). Any initial subscriber, any Dealer and any further holder of the NEU MTN has represented and agreed, that it has not offered, sold, or delivered, and will not offer, sell or deliver, whether directly or indirectly, any NEU MTN within the United States of America or to, or for the account or benefit of, any U.S. person (i) as part of their distribution at any time and (ii) otherwise until the day immediately following 40 days after the later of (y) the day on which such NEU MTN are offered and (z) the issue date of such NEU MTN (the "Distribution Compliance Period"). In addition, until 40 days after the commencement of the offering of the Medium-term notes, an offer or sale of NEU MTN within the United States by an initial subscriber or any further holder of the Medium-term notes, whether or not participating in the offering, may violate the registration requirements of the Securities Act. Any initial subscriber, any Dealer and any further holder of the NEU MTN has also agreed that it will send to each distributor, initial subscriber or person to which it sells NEU MTN during the 40-day period (as referred to here above) a notice setting out the selling and offering restrictions of the NEU MTN in the United States of America or to, or for the account or benefit of, US persons. The NEU MTN will be offered and sold only outside the United States to persons other than US persons (as defined in accordance with Regulation S under the Securities Act).
1.23	**Taxation**	The Issuer is not bound to indemnify any holder of the NEU MTN in case of taxes which are payable under French law or any other foreign law in respect of the principal of, or the interest on the Medium-term notes, except for any stamp or registration taxes payable by the Issuer under French law.

1.24	**Involvement of national authorities**	Banque de France
1.25	**Contact details of the person(s) in charge of the issuing programme**	The person in charge of the Programme : Gonzague Veillas Head of Funding and Treasury SFIL 1-3 rue du passeur de Boulogne 92130 Issy les Moulineaux - France Tél : + 33.(0)1.30.13.39.09 mail address : gonzague.veillas@sfil.fr The person in charge of the update of the Programme is : Legal Department- Capital Market SFIL 1-3 rue du passeur de Boulogne 92130 Issy les Moulineaux – France Tél : + 33.(0)1.73.28.89.47/+ 33.(0)1.73.28.89.77 mail address : DJMF@SFIL.FR
1.26	**Additional information on the programme**	Optional *****[1]
1.27	**Language of the information memorandum which prevails**	English

*[1] **Optional : information that the issuer may not provide because it is not required by French regulation**

2. DESCRIPTION OF THE ISSUER		
Article D. 213-9, 2° of the French monetary and financial code and Article 7, 3° of the Order of 30 May 2016 and subsequent amendments		
2.1	**Legal name**	SFIL
2.2	**Legal form/status, governing law of the issuer and competent courts**	SFIL is a limited liability company (société anonyme) with a Board of Directors, as governed by the French Code de Commerce, the French Monetary and Financial Code and the French law n° 83-675 dated July, 26, 1983 (démocratisation du secteur public). Any action against the Issuer may be brought before the jurisdiction of the competent court of the jurisdiction of the Nanterre Court of Appeal of Hauts-de-Seine, France.
2.3	**Date of incorporation**	29/12/1999
2.4	**Registered office or equivalent (legal address) and main administrative office**	SFIL 1-3, rue du Passeur de Boulogne 92130 Issy-les-Moulineaux, France Phone : +33 (1) 73 28 90 90
2.5	**Registration number, place of registration**	The company is registered in the Registre du Commerce et des Sociétés de Nanterre with Registration Number 428 782 585. Legal entity identifier (LEI): 549300HFEHJOXGE4ZE63
2.6	**Issuer's mission summary**	The company is a credit institution, licensed by the Autorité de Contrôle Prudentiel and which purpose is to perform, on a regular basis, any banking operations within the meaning of article L-311-1 of the French Monetary and Financial Code , and this in connection with the granting of credits to the French local public sector. In order to reach its purpose, the company will be able, within the framework of conditions laid out by the current French banking and financial regulation, to procure all adequate resources.
2.7	**Brief description of current activities**	The SFIL Group successfully discharged its key responsibilities: • refinancing, within a strictly defined framework, loans initially granted by La Banque Postale to eligible local government entities and public hospitals via Caisse Française de Financement Local "CAFFIL" issued Obligations Foncières; • refinancing large export credit contracts; • SFIL's provision of specialized services to La Banque Postale and CAFFIL to enable the system to function correctly; • reducing the sensitivity of certain structured loans listed as assets on CAFFIL initial balance sheet, in line with the objectives defined by the State in terms of the management of public finances and in accordance with SFIL's strategic interests Detailed information about the Issuer's business activity can be found on pages 8 to 10 of the 2017 Financial Report of SFIL.

2.8	**Capital**	As at the date hereof, SFIL's issued share capital amounts to 130,000,150 euros divided into 9 285 725 shares of 14 euros of nominal value. The shares are divided into two categories: - 7 428 580 ordinary shares, and - 1 857 145 preference shares issued pursuant to the provisions of Articles L. 228-11 of the French Code de Commerce whose rights and obligations are set out in the Articles of Association of SFIL
2.8.1	**Amount of capital subscribed and fully paid**	The capital is fully paid-up
2.8.2	**Amount of capital subscribed and not fully paid**	Not applicable
2.9	**List of main shareholders**	As at the date hereof, the shareholders of SFIL are: - The French Government, through the Agence des Participations de l'Etat, up to 75%, i.e 6 964 293 ordinary shares, - Caisse des Dépôts et Consignations, up to 20%, i.e. 1 857 145 preference shares, and - La Banque Postale, up to 5%, i.e. 464 287 ordinary shares.
2.10	**Regulated markets on which the shares or debt securities of the issuer are listed**	The shares of SFIL are not listed on any Stock Exchange. Notes under Euro Medium Term Notes Programme may be listed on Euronext Paris».
2.11	**Composition of governing bodies and supervisory bodies**	SFIL is managed by Chantal Lory, Présidente du Conseil d'Administration Philippe Mills, Directeur Général François Laugier, Directeur Général Adjoint The following Board of Directors: Chantal Lory, Présidente du Conseil d'Administration Philippe Mills, Directeur Général L'Etat representé par Schwan Badirou Gafari Jean-Pierre Balligand Serge Bayard Pascal Cardineaud Gabriel Cumenge Marion Domalain Virginie Fernandes Frederic Guillemin Catherine (Cathy) Kopp Thomas Morisse Françoise de Panafieu Sandrine Peraud-Chemla Pierre Sorbets
2.12	**Accounting method for consolidated accounts (or failing that, for the annual accounts)**	SFIL's consolidated financial statements have been prepared in accordance with all IFRS regulations published and endorsed by the EU up to the accounts closing. The consolidated financial statements are stated

		in millions of euros (EUR) unless otherwise specified. They are compliant with CNC Recommendation 2009 R04 published on July 2, 2009.
2.13	**Accounting year**	Starting on 1/01, ending on 31/12
2.13.1	**Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts**	29/05/2018
2.14	**Fiscal year**	Starting on 1/01, ending on 31/12.
2.15	**Auditors of the issuer, who have audited the issuer's annual accounts**	
	2.A.15.1 Auditors	Principal Statutory Auditors : **DELOITTE & ASSOCIES** 185 avenue Charles de Gaulle 92524 Neuilly-sur-Seine Represented by Sylvie Bourguignon, Partner **ERNST&YOUNG et AUTRES** Tour First-TSA 14444 92037 Paris La Défense Represented by : Vincent Roty, Partner **Substitute Statutory Auditors :** **BEAS** Represented by Mireille Berthelot, Associée
	2.A.15.2 Auditors report on the accuracy of the accounting and financial information	The 2016 financial statements of SFIL have been certified by the statutory auditors on 29 March 2017. The report of the statutory auditors on the 2016 financial statements can be found on page 120 of the 2016 Financial Report of SFIL. The 2016 consolidated financial statements of SFIL have been certified by the statutory auditors on 29 March 2017 The report of the statutory auditors on the 2016 consolidated financial statements can be found on page 100 of the 2016 Financial Report of SFIL. The 2017 financial statements of SFIL have been certified by the statutory auditors on 3 April 2018. The report of the statutory auditors on the 2017 financial statements can be found on page 122 and 123 of the 2017 Financial Report of SFIL. The 2017 consolidated financial statements of SFIL have been certified by the statutory auditors on 3 April 2018.

		The report of the statutory auditors on the 2017 consolidated financial statements can be found on page 100 to 102 of the 2017 Financial Report of SFIL.
2.16	**Other equivalent programmes of the issuer**	A Euro Medium Term Notes (“EMTN”) Programme updated on 15th May 2018 for a maximum global amount of EUR 10 billion.
2.17	**Rating of the issuer**	Rated. The Issuer is rated by the following rating agencies: Moody’s, DBRS,, Standard & Poor’s and Fitch.
2.18	**Additional information on the issuer**	As of December 31, 2017, SFIL signed a memorandum of understanding governing its relations with 20 commercial banks, thereby ensuring established relationships with almost all the banks active in the French export credit market. After a first year of activity in 2016, SFIL carried out four new transactions in 2017 for a total amount of EUR 2.6 billion, two related to cruise ships and the other two to the energy and oil and gas sectors. As for geographic distribution, one cruise ship transaction was for a European borrower and the other an American borrower, while the other two transactions were in Africa. In total, since June 2016 SFIL has refinanced EUR 3.3 billion in six transactions representing EUR 6 billion in export credits with nine banks. SFIL has thus become the sector's leading provider of liquidity, with an average market share of more than 50%. With regard to future projects, discussions have been held regarding transactions corresponding to roughly 70 potential deals for a total of EUR 23 billion. In order to ensure the effectiveness of the refinancing scheme, SFIL maintains stable partnerships with the major French exporters, assisting them in these initial stages. On their request, SFIL issues letters of interest in their commercial offers to support those that Bpifrance Assurances Export issues. Since the activity's launch, SFIL has issued 18 letters of support for 11 large exporters. In 2017, despite the termination of the French government’s assistance fund, SFIL continued with its program to reduce the sensitivity of loans held on the initial balance sheet of its subsidiary, Caisse Française de Financement Local. Sensitive outstanding assets include those classified as outside of the Gissler Charter (code of good conduct signed between banks and local

		governments in December 2009) and assets labeled 3E, 4E and 5E in accordance with that Charter. The method used by the SFIL Group consists in definitively reducing the sensitivity of loans by converting them into fixed rate loans. To this end, it may, if so required, allocate new liquidity to borrowers in the form of additional funding or refinancing of the early repayment indemnity. In this context, sensitivity reduction activity in 2017 involved 58 transactions, fully eliminating the sensitivity of 46 customers and EUR 320 million of loans. Meanwhile, the number of lawsuits continued to fall. As of December 31, 2017, there remained 25 customers in litigation regarding one or more structured loan agreements from CAFFIL. Thus, since the creation of SFIL, a negotiated settlement has been found with 198 borrowers. Based on the transactions completed as of December 31, 2017, after deduction of outstanding loans for which the customers chose to keep the sensitive loan temporarily while still having the possibility of receiving assistance from the fund in the event the structured component of their loan becomes active, sensitive outstanding loans as of end-2018 should come to a maximum of EUR 1.2 billion (a decrease of more than EUR 7.3 billion since December 31, 2012, i.e. 86%) for 211 customers (a decrease of 76%). Lastly, 93% of the borrowers who initially had outstanding loans in EUR/CHF no longer have them. As of 15 November 2018, the French Ministry for the Economy and Finance and Caisse des Dépôts (CDC) announced that they have entered into discussions on the transfer of control of SFIL to CDC. The full press release of SFIL is available on the Appendix IV on pages 13 and 14.

CERTIFICATION OF INFORMATION FOR THE ISSUER		
Article D. 213-9, 4°of the French monetary and financial code and subsequent amendments		
3.1	**Person(s) responsible for the information memorandum concerning the programme of medium term notes**	Full name(s) and position within the issuer
3.2	**Declaration of the person(s) responsible for the information memorandum concerning the programme of medium term notes**	To my knowledge, the information contained in this Information Memorandum,is accurate and precise and does not contain misrepresentation which would make it misleading
3.3	**Date, place of signature, signature**	SFIL Au service des territoires et des exportations Immeuble Bords de Seine II 1-3 rue du Passeur de Boulogne 92130 Issy-les-Moulineaux Mr Francois Laugier Deputy Managing Director Executed in Issy les Moulineaux, on 22nd November 2018

APPENDICES		
Appendice I	**Rating(s) of the programme**	None
Appendice II	**Documents available to the shareholders annual general meeting or the equivalent body[2]**	SFIL 2017 Financial Report : https://sfil.fr/en/financial-informations/publications/ SFIL 2016 Financial Report: https://sfil.fr/en/financial-informations/publications/
Appendice III	**Amendment, if appropriate, under electronic and paper form (signed)**	None
Appendix IV	The press release of SFIL regarding the transfer of control of SFIL to CDC	Paris, 15th of November 2018 Press release The French government has entered into discussions with Caisse des Dépôts (CDC) regarding the transfer of control of SFIL to CDC The French Ministry for the Economy and Finance and CDC announced that they have entered into discussions on the transfer of control of SFIL to CDC. For SFIL, the public development bank created in 2013, this change in controlling shareholder would mark a new phase in its young history promoting local investment and exports. SFIL takes pride in its proven success, which for several years has been reflected by its excellent creditworthiness recognized in financial markets, a strengthened balance sheet, leadership positions in its two business activities and sustained profitability going forward. The bank is pleased to contribute to the establishment of a major public financial unit within the CDC group, which has served the public interest and the economic development of our country and territories for more than two centuries. SFIL, the seventh largest French bank and largest issuer of public-sector covered bonds in Europe, would complement this major public-sector finance division by contributing its extensive and effective access to financial markets.

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

		SFIL's teams appreciate the importance of the missions they have been entrusted with and will continue to fulfill them with the same level of high professional standards and commitment that enabled the company to successfully establish itself as a major driving force behind the competitiveness of our economy and territories.