

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**EU MIFID II**"); (ii) a customer within the meaning of Directive 2016/97/EC, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MIFID II or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the domestic law by virtue of the EUWA (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of the domestic law of the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of the domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**EU MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines on EU MiFID II product governance requirements published by ESMA dated 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in EU 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 target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

## Final Terms dated 11 August 2021

### REGIE AUTONOME DES TRANSPORTS PARISIENS

Issue of €100,000,000 0.640 per cent. Notes due 13 August 2041  
under the Euro 7,000,000,000  
Euro Medium Term Note Programme

**Legal Entity Identifier (LEI): 969500K59E47ULNCAQ69**

### PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 28 July 2021 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (as may be amended from time to time) (the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the EU Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and the Issuer (<https://www.ratp.fr/groupe-ratp/newsroom/corporate/publications-legales> and <https://www.ratp.fr/groupe-ratp/presentation-du-groupe/documents-de-reference>).

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|----|--|--|
| 1. | (i) Issuer:                                    | Régie Autonome des Transports Parisiens          |
| 2. | (i) Series Number:                             | 46   |
|    | (ii) Tranche Number:                           | 1  |
|    | (iii) Date on which the Notes become fungible: | Not Applicable                                   |
| 3. | Specified Currency or Currencies:              | Euro ("€")                                       |
| 4. | Aggregate Nominal Amount of Notes:             |  |
|    | (i) Series:                                    | €100,000,000                                     |
|    | (ii) Tranche:                                  | €100,000,000                                     |
| 5. | Issue Price:                                   | 99.963 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations:                       | €100,000   |
| 7. | (i) Issue Date:                                | 13 August 2021                                   |
|    | (ii) Interest Commencement Date:               | Issue Date                                       |

8.	Maturity Date:	13 August 2041
9.	Interest Basis:	0.640 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Date Board approval for issuance of Notes obtained:	14 April 2021
14.	Method of distribution	Non syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.640 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	13 August in each year commencing on 13 August 2022 and ending on the Maturity Date
	(iii) First Interest Payment Date:	13 August 2022
	(iv) Fixed Coupon Amount:	€640 per €100,000 Specified Denomination.
	(v) Broken Amount:	Not Applicable
	(vi) Day Count Fraction:	Actual/Actual-(ICMA)
	(vii) Determination Dates:	13 August in each year
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Fixed to Floating Rate Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

20.	Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
23.	Early Redemption Amount	
	(i) Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required):	€100,000 per Note of €100,000 Specified Denomination
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates:	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only):	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
25.	Financial Centre or other special provisions relating to payment dates:	Not Applicable
26.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
27.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to	Not Applicable

forfeit the Notes and interest due on late payment:

28. Details relating to Instalment Notes: Not Applicable
29. Representation of holders of Notes/Masse: Condition 10 applies
- The Initial Representative shall be:
- SELARL MCM AVOCAT  
Represented by Me Antoine LACHENAUD  
10, rue de Sèze 75009 Paris  
Tel : +33 1 53 43 36 00  
Fax : +33 1 53 43 36 01

The Alternative Representative shall be:

Maître Philippe MAISONNEUVE  
Avocat  
10, rue de Sèze 75009 Paris  
Tel : +33 1 53 43 36 00  
Fax : +33 1 53 43 36 01

The Representative will be entitled to a remuneration of EUR 350 (VAT excluded) per year.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

## **DISTRIBUTION**

30. (i) If syndicated, names of Dealers: Not Applicable
- (ii) Stabilising Manager (if any): Not Applicable
31. If non-syndicated, name of Dealer: Morgan Stanley Europe SE
32. Dealer's Commission: 0.30 per cent.
33. U.S. Selling Restrictions: Reg. S Category 2; TEFRA not applicable

34. Prohibition of Sales to EEA Retail Applicable Investors

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Maurice Jarlier  
Head of Treasury and Finance  
.....  
Duly authorised



## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) 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 with effect from 13 August 2021.
- (iii) Estimate of total expenses related to admission to trading: €13,925
- (iv) Regulated markets or equivalent Euronext Paris markets on which to the knowledge of the Issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading:

### 2 RATINGS

- Ratings: The Notes to be issued have been rated:  
Fitch: AA  
Fitch Ratings Ireland Limited ("**Fitch**") is established in the European Economic Area and is registered under the EU CRA Regulation.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for the financing of the Issuer's investment programme.
- (ii) Estimated net proceeds: €99,663,000.00

### 5 YIELD

- Indication of yield: 0.642 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 6 OPERATIONAL INFORMATION

ISIN Code: FR00140052L9

Common Code: 237609751

Depositories:

(a) Euroclear France to act as Common Depository: Yes

(b) Euroclear Bank and Clearstream Banking Société Anonyme to act as Common Depository: No

Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

## 7 GENERAL

The aggregate principal amount of Notes has been translated into Euro at the rate of [●], producing a sum of (for Notes not denominated in Euro): Not Applicable