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**THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE "DEUXIEME SUPPLEMENT" PREPARED BY ACTION LOGEMENT SERVICES SAS. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THESE DOCUMENTS, THE RELEVANT STATEMENTS OR ITEMS OF THE FRENCH LANGUAGE "DEUXIEME SUPPLEMENT" SHALL PREVAIL.**

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*Second supplement dated 24 October 2024*

*to the Information Memorandum dated 26 September 2024*



## **Action Logement Services**

(A French simplified joint stock company)

### **Sustainable Euro Medium Term Note Programme**

**of EUR 9,500,000,000**

This supplement constitutes a second supplement (the “**Second Supplement**”) and must be read in conjunction with the information memorandum dated 26 September 2024 (the “**Information Memorandum**”) and the first supplement to the Information Memorandum dated 21 October 2024 (the “**First Supplement**”), prepared by Action Logement Services SAS (the “**Issuer**” or “**Action Logement Services**”) in relation to its EUR 9,500,000,000 Sustainable Euro Medium Term Note Programme (the “**Notes**”). Terms defined in the Information Memorandum have the same meaning when used in this Second Supplement.<sup>o</sup>

This Second Supplement, the First Supplement and the Information Memorandum have been approved by (i) the Luxembourg Stock Exchange in its capacity as operator of the Euro MTF market (the “**Euro MTF market**”) and (ii) Euronext Paris in its capacity as operator of the Euronext Growth market in Paris (the “**Euronext Growth market**”). The Euro MTF market and the Euronext Growth market are not regulated markets within the meaning of Directive 2014/65/EU, as amended.

This Second supplement has been prepared in order to amend the cover pages, the “**Risk Factors**”, the “**General Description of the Programme**” and the “**Description of the Issuer**” sections of the Information Memorandum.

A copy of this Second Supplement will be published on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)), on the website of Euronext Paris ([www.euronext.fr](http://www.euronext.fr)) and on the Issuer's website ([www.actionlogement.fr](http://www.actionlogement.fr)) and copies will be available, upon publication, during normal business hours on any day of the week (except for Saturdays, Sundays and public holidays) at the Issuer's registered office and at the designated offices of the Paying Agents.

## **DISCLAIMER**

This Information Memorandum together with the First Supplement and the Second Supplement, do not constitute a prospectus or a base prospectus within the meaning of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the “**Prospectus Regulation**”).

The listing of the Notes on the Euro MTF market and/or the Euronext Growth market does not give rise to a prospectus submitted for approval to the *Commission de Surveillance du Secteur Financier* in Luxembourg (the “**CSSF**”) or the French *Autorité des Marchés Financiers* (the “**AMF**”). Consequently, neither the CSSF nor the AMF assume any consequences relating to the issuance of the Notes listed on the Euro MTF and/or Euronext Growth markets.

The Euronext Growth market is operated by Euronext. Companies of which the securities are listed on the Euronext Growth market are not subject to the same rules as companies of which the securities are listed on the regulated market. Instead, they are subject to a set of rules that are less extensive. As a result, the risk of investing on the Euronext Growth market may be higher than the risk of investing in securities of a company listed on a regulated market.

The Notes have a denomination of €100,000 each, they are only offered to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation, and in accordance with Articles L.411-1 and L.411-2 of the French Monetary and Financial Code for France and Section 19 of the UK Financial Services and Markets Act 2000 for the United Kingdom.

## **IMPORTANT NOTICE**

The Issuer accepts responsibility for the information contained in this Second Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement contained or incorporated by reference in the Information Memorandum, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there is no significant new fact, material mistake or inaccuracy relating to the information included in the Information Memorandum since its publication.

## COVER PAGE

The cover pages 1 to 5 of the Information Memorandum are amended as follows:

1. The fifth paragraph on page 1 of the Information Memorandum is deleted in its entirety and replaced by the following:

“The Issuer's long-term debt is currently rated Aa2, stable outlook, and AA-, ~~stable~~ **negative** outlook, by Moody's France S.A.S. (“**Moody's**”) and Fitch Ratings Ireland Limited (“**Fitch**”) respectively. As of the date of this Information Memorandum, the Programme is rated Aa2, stable outlook, and AA-, ~~stable outlook~~, by, respectively, Moody's and Fitch. The Notes issued under the Programme may or may not be the subject of one or several ratings. The rating(s) of the Notes shall, as the case may be, be specified in the relevant Final Terms. The rating(s) of the Notes will not necessarily be identical to the Issuer's rating. A rating is not a recommendation to buy, sell, or hold the Notes. It may, at any time, be suspended, modified, or withdrawn by the rating agency concerned.”

## RISK FACTORS

The section “*Risk Factors*” appearing on pages 8 to 29 of the Information Memorandum is amended as follows:

1. The first paragraph of the risk factor entitled “6.2 *The Issuer is subject to risks linked to any deterioration of its credit ratings*”:

“The Issuer's long-term debt is rated Aa2, stable outlook, by Moody's and AA-, ~~stable~~ **negative** outlook by Fitch as at the date of this Information Memorandum. It could in the future be rated by other rating agencies. This rating is based on the Issuer's ability to meet its repayment obligations, its liquidity, certain financial ratios, its operating profile, its financial position, as well as its relationship with the government (see “3.1 *Risks related to the development of unfavourable macroeconomic conditions in France*”) and other factors considered significant for its sector and, more generally, for its future economic outlook.”

## GENERAL DESCRIPTION OF THE PROGRAMME

The section “*General Description of the Programme*” appearing on pages 28 to 31 of the Information Memorandum is amended as follows:

1. The paragraph “Rating” appearing on page 30 of the Information Memorandum is deleted in its entirety and replaced with the following:

**Rating:**

The Issuer's long-term debt is rated Aa2, stable outlook, and AA-, ~~stable negative~~ outlook by Moody's and Fitch respectively. The Programme is rated Aa2, stable outlook, and AA-, ~~stable outlook~~ by, respectively, Moody's and Fitch. The Notes issued under the Programme may or may not be rated.

Moody's and Fitch are established in the European Union and are registered in accordance with Regulation (EC) 1060/2009 of the European Parliament and Council of 16 September 2009 as amended (the “**CRA Regulation**”). They are included in the list of registered credit rating agencies as published on the European Securities and Markets Authority (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation.

The applicable Final Terms will specify (i) the rating, if any, and (ii) whether or not the rating has been issued by a credit rating agency established in the European Union, registered in accordance with the CRA Regulation and listed as a registered rating agency as published on the website of the European Securities and Market Authority (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the CRA Regulation. A rating is not a recommendation to buy, sell or hold Notes. It may, at any time, be suspended, modified or withdrawn by the rating agency concerned.

## DESCRIPTION OF THE ISSUER

The section “*Description of the Issuer*” appearing on pages 50 to 104 of the Information Memorandum is amended as follows:

1. The paragraph entitled “8.9 Rating assigned to the Issuer” appearing on page 102 of the Information Memorandum is deleted in its entirety and replaced with the following:

“The Issuer's long-term debt is rated Aa2, stable outlook, by Moody's and AA-, **stable negative** outlook, by Fitch, as at the date of this Information Memorandum as amended by supplement. It could in the future be rated by other rating agencies. A rating is not a recommendation to buy, sell or hold securities. It may, at any time, be suspended, modified or withdrawn by the rating agency concerned.

~~As the Issuer is likely to be considered as part of the French “Government Related Entities”(entités du secteur public français liées à l'État français) within the meaning of the rating methodology applied by Fitch, a review of the outlook associated with the Issuer's rating by Fitch, from “stable” to “negative”, may be notified to the Issuer, as a consequence of the review of the outlook associated with the sovereign rating that occurred on 11 October 2024.~~

Given the macroeconomic and political context in France, Moody's could lower the French government's rating or outlook during its next review, scheduled for 25 October 2024<sup>1</sup>. As the rating assigned to the Issuer by Moody's is aligned with France's rating, such a review would automatically result in a downgrade of the Issuer's rating.”

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<sup>1</sup> <https://www.aft.gouv.fr/fr/calendrier-notations-france>