

## FINAL TERMS

**EU MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, 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 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**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 each 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 each manufacturer's target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE / TARGET MARKET ASSESSMENT** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution 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 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 target market assessment) and determining appropriate distribution channels.

**Final Terms dated 13 January 2025**

**Agence Française de Développement**



**Issue of TRY 1,500,000,000 35.00 per cent. Notes due 15 July 2026  
under the Euro 70,000,000,000  
Euro Medium Term Note Programme**

**Legal Entity Identifier (LEI): 9695008K5N8MKIT4XJ91**

**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 19 December 2024 which received approval number 24-528 from the *Autorité des marchés financiers* (the "**AMF**") on 19 December 2024 which constitutes a base prospectus for the purposes of the EU Prospectus Regulation (the "**Base Prospectus**"). The expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 as may be amended from time to time. 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 Final Terms and the Base Prospectus are available for viewing at and copies may be obtained from the Fiscal Agent and the Paying Agents and will be available on the Issuer's website ([www.afd.fr](http://www.afd.fr)) and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

<b>1</b>	<b>Issuer:</b>	Agence Française de Développement
<b>2</b>	<b>(i) Series Number:</b>	174
	<b>(ii) Tranche Number:</b>	1
	<b>(iii) Date on which the Notes become fungible:</b>	Not Applicable
<b>3</b>	<b>Specified Currency:</b>	Turkish Lira ("TRY")
<b>4</b>	<b>Aggregate Nominal Amount:</b>	
	<b>(i) Series:</b>	TRY 1, 500,000,000
	<b>(ii) Tranche:</b>	TRY 1, 500,000,000
<b>5</b>	<b>Issue Price:</b>	96.677 per cent. of the Aggregate Nominal Amount
<b>6</b>	<b>(i) Specified Denominations:</b>	TRY 5,000,000
<b>7</b>	<b>(i) Issue Date:</b>	15 January 2025
	<b>(ii) Interest Commencement Date:</b>	Issue Date
<b>8</b>	<b>Maturity Date:</b>	15 July 2026
<b>9</b>	<b>Interest Basis:</b>	35.00 per cent. Fixed Rate  <i>(further particulars specified below)</i>
<b>10</b>	<b>Redemption Basis:</b>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at 100 per cent. of their nominal amount on the Maturity Date.
<b>11</b>	<b>Change of Interest Basis:</b>	Not Applicable
<b>12</b>	<b>Put/Call Options:</b>	Not Applicable
<b>13</b>	<b>(i) Status of the Notes:</b>	Senior Notes
	<b>(ii) Date of Board approval for issuance of Notes obtained:</b>	Decisions of the Conseil d'administration no. C20240018 dated 25 January 2024 and no. C20241259 dated 12 December 2024

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

<b>14</b>	<b>Fixed Rate Note Provisions:</b>	Applicable
	<b>(i) Rate of Interest:</b>	35.00 per cent. per annum payable in arrear on the Interest Payment Date
	<b>(ii) Interest Payment Date:</b>	the Maturity Date
	<b>(iii) Fixed Coupon Amount:</b>	TRY 2,617,808.22 per Specified Denomination
	<b>(iv) Broken Amount:</b>	Not Applicable
	<b>(v) Day Count Fraction:</b>	Actual/Actual-ICMA

(vi) Determination Date: the Maturity Date

15 **Floating Rate Note Provisions:** Not Applicable

16 **Zero Coupon Note Provisions:** Not Applicable

17 **Currency Linked Interest Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18 **Call Option:** Not Applicable

19 **Put Option:** Not Applicable

20 **Final Redemption Amount of each Note:** TRY 5,000,000 per Specified Denomination

21 **Early Redemption Amount:**  
 Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: TRY 5,000,000 per Specified Denomination

Early Redemption Amount(s) of each Note payable on redemption upon the occurrence of a Capital Event (Condition 6(d)), a Withholding Tax Event (Condition 6(c)(i)), a Gross-Up Event (Condition 6(c)(ii)) or a Tax Deductibility Event (Condition 6(c)(iii)): Not Applicable

22 **Currency Linked Redemption Note:** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23 **Form of Notes:** Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer Notes (*au porteur*)

(ii) Registration Agent: Not Applicable

(iii) Temporary Global Certificate: Not Applicable

24 **Financial Centre:** Istanbul and T2 (TARGET)

25 **Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):** No

26 **Purchase in accordance with Article L.213-0-1 and D.213-0-1 of the *French Code monétaire et financier*:** Applicable

27 Possibility to request identification information of the Noteholders provided by Condition 1(a)(i): Applicable

28 Representation of Noteholder(s)/Masse Applicable

The Representative shall be:

Yann Billand, avocat  
99 rue de Prony  
75017 Paris France

billand@bm.legal [contact@bm.legal](mailto:contact@bm.legal)

The alternate Representative shall be :

Paul Messié, avocat  
99 rue de Prony  
75017 Paris France

[messie@bm.legal](mailto:messie@bm.legal)

The Representative will be entitled to a remuneration of EUR 300 per year (VAT excluded).

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

Signed on behalf of the Issuer

By: Thibaut Makarovsky  
*Responsable de la division Financement et Opérations de Marché*

Duly authorised

**PART B – OTHER INFORMATION**

**1 LISTING AND ADMISSION TO TRADING**

Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris with effect as from 15 January 2025

Estimate of total expenses related to admission to trading: EUR 2,300

**2 RATINGS**

Ratings: The Notes to be issued have been rated:

S&P: AA-

Fitch Ratings: AA-

The credit ratings referred to above have been issued by S&P Global Ratings Europe Limited, (“S&P”) and Fitch Ratings Ireland Limited, (“Fitch”), each of which is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the “EU CRA Regulation”) and is included in the list of credit rating agencies registered in accordance with the EU CRA Regulation published on the European Securities and Markets Authority’s website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>).

Pursuant to S&P rating explanations, AA ratings reflects a very strong capacity to meet financial commitments. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.

Pursuant to Fitch rating explanations, AA ratings denotes expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. The addition of the modifiers “+” or “-” are intended to denote relative status within major rating categories.

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

Save as discussed in section “Subscription and Sale” of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the issue. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

**4 USE AND ESTIMATED NET AMOUNT OF THE PROCEEDS**

Use of proceeds: The net proceeds of the Notes will be applied by the Issuer for its general corporate purposes

Estimated net amount of the proceeds: TRY 1,450,155,000

**5 Fixed Rate Notes only – YIELD**

Indication of yield: 38.50 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: FR001400WJZ1

Common Code: 297414879

FISN Code: AGENCE FRANCAIS/35 MTN 20260715 Sr

CFI Code: DTFNFB

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking SA 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 DISTRIBUTION**

(i) Method of distribution: Non syndicated

(ii) If syndicated:

(A) Name of Joint Bookrunners: Not Applicable

(B) Stabilisation Joint Bookrunner(s) (if any): Not Applicable

(iii) If non syndicated, name of Dealer: Goldman Sachs Bank Europe SE

(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 1 applies to the Notes; TEFRA not applicable to Dematerialised Notes