

MiFID II product governance / Professional investors and ECPs 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 (5) categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority ("**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 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (as amended, "**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 manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PRIIPs Regulation / Prohibition of sales to EEA 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 MiFID II or (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) no. 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the "**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 may be unlawful under the PRIIPs Regulation.

UK 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 (the "**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 Commission Delegated Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, 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 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of 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.

Final Terms dated 15 April 2024



ELO

**€750,000,000 5.875 per cent. Notes due 17 April 2028
Issued by ELO (the "Issuer")**

under the

**€6,500,000,000
Euro Medium Term Note Programme
of ELO**

LEI (Legal Entity Identifier): 969500ASEC557H5A4F22

**SERIES NO: 31
TRANCHE NO: 1**

Issue Price: 100.000 per cent.

BNP PARIBAS

NATIXIS

as Global Coordinators and Joint Bookrunners

and

CIC MARKET SOLUTIONS

CREDIT AGRICOLE CIB

DEUTSCHE BANK

SANTANDER CORPORATE & INVESTMENT BANKING

as Joint Bookrunners

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 December 2023 as supplemented by the supplement to the base prospectus dated 8 April 2024 (together the "**Base Prospectus**") which together constitute a base prospectus for the purposes of the Prospectus Regulation. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of the European Parliament and of the Council dated 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended.

This document constitutes the final terms (the "**Final Terms**") of the notes described herein (the "**Notes**") for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus and these Final Terms are available for viewing on the websites of (a) the Luxembourg Stock Exchange (www.luxse.com) and (b) the Issuer (<https://groupe-elo.com/finance/>).

1. (i) Series Number: 31
(ii) Tranche Number: 1
2. **Specified Currency:** Euro ("€")
3. **Aggregate Nominal Amount of Notes:**
 - (i) Series: €750,000,000
 - (ii) Tranche: €750,000,000
4. **Issue Price:** 100.000 per cent. of the Aggregate Nominal Amount of the Tranche
5. **Specified Denomination:** €100,000
6. (i) Issue Date: 17 April 2024
(ii) Interest Commencement Date: Issue Date
7. **Maturity Date:** 17 April 2028
8. **Interest Basis:** 5.875 per cent. Fixed Rate
(further particulars specified below)
9. **Redemption/Payment Basis:** Unless previously redeemed or purchased and cancelled, the Notes will be redeemed on the Maturity Date at 100 per cent. (100%) of their Specified Denomination
(further particulars specified below)
10. **Change of Interest Basis:** Not Applicable
11. **Put/Call Options:** Make-Whole Redemption Option
Residual Maturity Call Option
Clean-up Call Option
Put Change of Control Option
(further particulars specified below)
12. (i) Status of the Notes: Unsubordinated Notes
(ii) Date of the corporate authorisation for issuance of the Notes: Decision of the Board of Directors (*Conseil d'administration*) of ELO dated 16 January 2024

PROVISIONS RELATING TO INTEREST PAYABLE

13. Fixed Rate Note Provisions:	Applicable
(i) Rate of Interest:	5.875 per cent. <i>per annum</i> payable annually in arrear
(ii) Interest Payment Date:	17 April in each year up to and including the Maturity Date
(iii) Fixed Coupon Amount:	€5,875 per Specified Denomination
(iv) Broken Amount:	Not Applicable
(v) Day Count Fraction:	Actual/Actual - ICMA
(vi) Determination Dates:	17 April in each year
14. Floating Rate Note Provisions:	Not Applicable
15. Inverse Floating Rate Notes Provisions:	Not Applicable
16. Fixed to Floating Rate Note Provisions:	Not Applicable
17. Zero Coupon Note Provisions:	Not Applicable
18. Inflation Linked Note Provisions:	Not Applicable
19. Sustainability-Linked Notes (Condition 5(g)):	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option:	Not Applicable
21. Make-Whole Redemption Option (Condition 6(d)):	Applicable
(i) Notice Period:	As per Condition 6(d) (<i>Make-Whole Redemption Option</i>)
(ii) Other parties to be notified (if other than set out in Condition 6(d) (<i>Make-Whole Redemption Option</i>)):	Not Applicable
(iii) Reference Security:	Federal Government Bund of Bundesrepublik Deutschland bearing interest at a rate of 2.200 per cent. <i>per annum</i> and maturing on 13 April 2028 (ISIN: DE000BU25000)
(iv) Reference Screen Rate:	Not Applicable
(v) Make-Whole Redemption Margin:	0.50 per cent. <i>per annum</i>
(vi) Reference Dealers:	As selected by the Quotation Agent
(vii) If redeemable in part:	
(a) Minimum Redemption Amount:	Not Applicable
(b) Maximum Redemption Amount:	Not Applicable

22. Residual Maturity Call Option:	Applicable
(i) Call Option Date:	17 January 2028
(ii) Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
23. Clean-up Call Option:	Applicable
Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
24. Acquisition Event Call Option (Condition 6(g)):	Not Applicable
25. Put Option:	Not Applicable
26. Put Change of Control Option:	Applicable
Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
27. Final Redemption Amount of each Note:	€100,000 per Specified Denomination
28. Inflation Linked Notes - Provisions relating to the Final Redemption Amount:	Not Applicable
29. Redemption by Instalment:	Not Applicable
30. Early Redemption Amount:	
Early Redemption Amount of each Note payable on redemption for taxation reasons, for illegality, or on event of default or other early redemption:	€100,000 per Specified Denomination
Redemption for Taxation Reasons:	
(i) Early Redemption Amount to be increased with any accrued interest to the date set for redemption (Condition 6(m)):	Yes
(ii) Redemption on a date other than an Interest Payment Date (Condition 6(m)(ii)):	Yes
31. Inflation Linked Notes - Provisions relating to the Early Redemption Amount:	Not Applicable
32. Purchases (Condition 6(n)):	The Notes purchased by the Issuer may be held and resold or cancelled as set out in the Terms and Conditions.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

33. Form of Notes:	Dematerialised Notes
(i) Form of Dematerialised Notes:	In bearer form (<i>au porteur</i>)
(ii) Registration Agent:	Not Applicable

- (iii) Temporary Global Certificate: Not Applicable
- 34. Financial Centre or other special provisions relating to Payment Dates:** Not Applicable
- 35. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** Not Applicable
- 36. Masse (Condition 11):**
- (i) Initial Representative: DIIS GROUP
12, rue Vivienne
75002 Paris
France
rmo@diisgroup.com
- (ii) Alternate Representative: Not Applicable
- (iii) Remuneration of the Representative: €450 per year (excluding VAT)

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per cent. producing a sum of: Not Applicable

Signed on behalf of ELO:

Duly represented by: Mr Jean-Baptiste Emin
Deputy Managing Director (*Directeur Général Délégué*)

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | |
|---|--|
| (i) Listing: | The official List of the Luxembourg Stock Exchange with effect from 17 April 2024 |
| (ii) Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 17 April 2024 |
| (iii) Estimate of total expenses related to listing and admission to trading: | €3,350 |

2. RATINGS

- | | |
|----------|--|
| Ratings: | <p>The Notes to be issued have been rated:</p> <p>S&P Global Ratings Europe Limited ("S&P"): BB+</p> <p>S&P is established in the European Union, registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "CRA Regulation") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (https://www.esma.europa.eu/credit-rating-agencies/cra-authorization) in accordance with the CRA Regulation.</p> <p>S&P is not established in the United Kingdom and has not applied for registration under the CRA Regulation as it forms part of domestic law by virtue of the EUWA (the "UK CRA Regulation") but the rating given by S&P has been endorsed by S&P Global Ratings UK Limited in accordance with the UK CRA Regulation. As such, the rating issued by S&P may be used for regulatory purposes in the UK in accordance with the UK CRA Regulation.</p> <p>According to S&P's rating system, a Note rated "BB" is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the Issuer's inadequate capacity to meet its financial commitments on the Notes. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.</p> |
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3. OTHER INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Applicable

Save as discussed in "Subscription and Sale" in 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.

4. OTHER ADVISORS

Not Applicable

5. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

Applicable

- | | |
|------------------------------|----------------------------|
| (i) Use of proceeds: | General corporate purposes |
| (ii) Estimated net proceeds: | €746,475,000 |

6.	YIELD	Applicable
	Indication of yield:	5.875 <i>per annum</i>
7.	BENCHMARK	Not Applicable
8.	PERFORMANCE OF INDEX AND OTHER INFORMATION CONCERNING THE UNDERLYING	Not Applicable
9.	OPERATIONAL INFORMATION	
	ISIN Code:	FR001400PIA0
	Common Code:	280460885
	Depositories:	
	(i) Euroclear France to act as Central Depository:	Yes
	(ii) Common Depository for Euroclear and Clearstream:	No
	Any clearing system other than Euroclear Bank and Clearstream and the relevant identification number:	Not Applicable
	Delivery:	Delivery against payment
	Name and addresses of additional Paying Agent:	Not Applicable
10.	DISTRIBUTION	
	Method of distribution:	Syndicated
	(i) If syndicated, names of Managers:	Global Coordinators and Joint Bookrunners BNP Paribas Natixis Joint Bookrunners Banco Santander, S.A. Crédit Agricole Corporate and Investment Bank Crédit Industriel et Commercial S.A. Deutsche Bank Aktiengesellschaft
	(ii) Stabilisation Manager:	Not Applicable
	If non-syndicated, name of Dealer:	Not Applicable
	U.S. selling restrictions:	Reg. S Compliance Category 2; TEFRA rules Not Applicable