

*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.*

**Final Terms dated 11 October 2024**

**Agence Française de Développement**



**Issue of DOP 1,400,000,000 9.65% Currency Linked Notes due 17 January 2028**

**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 15 December 2023 which received approval number 23-516 from the *Autorité des marchés financiers* (the "AMF") on 15 December 2023 and the supplements dated 6 May 2024, 6 June 2024 and 24 September 2024 which received approval number 24-141, 24-198, and 24-410 from the AMF on 6 May 2024, 6 June 2024, and 24 September 2024 which together 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 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 (including any supplement thereto) 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 Issuer:</b>	Agence Française de Développement
<b>2 (i) Series Number:</b>	173
<b>(ii) Tranche Number:</b>	1
<b>(iii) Date on which the Notes become fungible:</b>	Not Applicable
<b>3 Specified Currency:</b>	Dominican Peso ("DOP")
<b>4 Aggregate Nominal Amount:</b>	
(i) Series:	DOP 1,400,000,000
(ii) Tranche:	DOP 1,400,000,000

<b>5</b>	<b>Issue Price:</b>	100 per cent. of the Aggregate Nominal Amount
<b>6</b>	<b>(i) Specified Denominations:</b>	DOP 10,000,000
<b>7</b>	<b>(i) Issue Date:</b>	15 October 2024
	<b>(ii) Interest Commencement Date:</b>	Issue Date
<b>8</b>	<b>Maturity Date:</b>	17 January 2028
<b>9</b>	<b>Interest Basis:</b>	9.65 per cent. Fixed Rate with a Currency Linked Interest structure as referred to in paragraph 17 below.
		(further particulars specified below)
<b>10</b>	<b>Redemption Basis:</b>	Currency Linked Redemption structure as referred to in paragraph 22 below
<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>	Decision of the <i>Conseil d'administration</i> no. C20240018 dated 25 January 2024

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

<b>14</b>	<b>Fixed Rate Note Provisions:</b>	Applicable
	<b>(i) Rate(s) of Interest:</b>	9.65 per cent. per annum payable annually in arrears on each Interest Payment Date subject to the Currency Linked Interest Note Provisions below.
	<b>(ii) Interest Payment Date(s):</b>	17 January in each year up to and including the Maturity Date and commencing on 17 January 2025, with a short first coupon from the Issue Date to 17 January 2025.

(iii) Fixed Coupon Amount[(s)]:	An amount denominated in USD determined by the Calculation Agent by application of the Currency Linked Interest Note Provisions below.
(iv) Broken Amount(s):	An amount denominated in USD determined by the Calculation Agent by application of the Currency Linked Interest Note Provisions below, payable on the Interest Payment Date falling on 17 January 2025.
(v) Day Count Fraction:	Actual/365 (Fixed)
(vi) Determination Dates:	Not Applicable, please refer to the provisions above.
<b>15 Floating Rate Note Provisions:</b>	Not Applicable
(i) Interest Period(s):	
(ii) Specified Interest Payment Dates:	
(iii) First Interest Payment Date:	
(iv) Interest Period Date:	
(v) Business Day Convention:	
<b>16 Zero Coupon Note Provisions:</b>	Not Applicable
<b>17 Currency Linked Interest Note Provisions:</b>	Applicable
(i) Base Currency:	U.S. Dollars (“ <b>USD</b> ”)
(ii) Relevant Currency/Currencies:	DOP
(iii) Rate of Exchange and Aggregate Nominal Amount in the Relevant Currency/Currencies (Series/Tranche):	<p>The Calculation Agent shall determine the Rate of Exchange with respect to each Interest Payment Date on the relevant Currency Exchange Rate Valuation Date and notify such Rate of Exchange and its determination of the relevant Fixed Coupon Amount in the Base Currency to the Issuer as soon as practicable after its determination (but in no event later than the Business Day immediately following the relevant Currency Exchange Rate Valuation Date).</p> <p>For the purpose of the above:</p> <p>“<b>Rate of Exchange</b>” means, in respect of any Currency Exchange Rate Valuation Date, the USD/DOP rate which appears on the Currency Price Source, provided that if such rate is unavailable (as determined by the Calculation Agent), the Rate of Exchange shall be the USD/DOP Bloomberg close (CMPL).</p>

**"USD/DOP Bloomberg close (CMPL)"** means the USD/DOP Bloomberg close mid-rate (Composite London), which is expressed as the amount of DOP per one USD, on the relevant Currency Exchange Rate Valuation Date.

(iv) Currency Price Source(s):

The mid **"Tasa de Cambio de referencia del mercado spot"** USD/DOP as displayed on the website of the Banco Central de la República Dominicana under the section Mercado Cambiario and expressed as the amount of DOP per one USD, established as the weighted average of all the transactions of the Financial Intermediaries and the Exchange Agents before 5:30 p.m. and published by the Banco Central de la República Dominicana (<https://www.bancentral.gov.do/a/d/2538-mercado-cambiario>) on that Valuation Date.

The DOP/USD Rate found on the website of the Banco Central de la República Dominicana (or any successor page or service) shall prevail in case of conflict with other sources where such rate is published.

(v) Currency Exchange Rate Valuation Date:

The date which is five Valuation Business Days before the applicable Interest Payment Date or Maturity Date (the **"Scheduled Rate Fixing Date"**), subject to (i) Deferral For Unscheduled Holiday; (ii) Valuation Postponement for Price Source Disruption; and (iii) Cumulative Events (the **"Deferred Rate Fixing Date"**).

If the Rate of Exchange is not available for any reason on any Scheduled Rate Fixing Date (a **"Price Source Disruption Event"**), then the Rate of Exchange shall be determined by the Calculation Agent as:

1. Valuation Postponement For Price Source Disruption; and
2. Calculation Agent Determination.

In case of a Price Source Disruption Event or if an Unscheduled Holiday occurs on any Scheduled Rate Fixing Date, the Calculation Agent shall promptly inform the Issuer of such occurrence. Following the determination of the occurrence of a Price Source Disruption Event or an Unscheduled Holiday, Noteholders will not be entitled to any amounts in respect of the Notes until the Postponed Interest Payment Date or the Postponed Maturity Date.

For the purpose of the above:

**"Calculation Agent Determination"** means, in the event that the Scheduled Rate Fixing Date is postponed by the Maximum Days of Postponement due to a Price Source Disruption Event or Cumulative Events, then the USD/DOP rate shall be determined by the Calculation Agent on the relevant Deferred Rate Fixing Date in its discretion, acting in good faith and in a commercially reasonable manner.

**"Cumulative Events"** means notwithstanding anything herein to the contrary, in no event shall the total number of consecutive calendar days during

which either (i) valuation is deferred due to an Unscheduled Holiday, or (ii) a Valuation Postponement For Price Source Disruption shall occur (or any combination of (i) and (ii)), exceed 14 consecutive calendar days in the aggregate. Accordingly, (x) if, upon the lapse of any such 14 day period, an Unscheduled Holiday shall have occurred or be continuing on the day following such period that otherwise would have been a Valuation Business Day, then such day shall be deemed to be a Currency Exchange Rate Valuation Date, and (y) if, upon the lapse of any such 14 day period, a Price Source Disruption Event shall have occurred or be continuing on the day following such period, then Valuation Postponement For Price Source Disruption shall not apply and the Rate of Exchange shall be determined in accordance with Calculation Agent Determination on that day.

**"Deferral For Unscheduled Holiday"** means if the Scheduled Rate Fixing Date is an Unscheduled Holiday, the Currency Exchange Rate Valuation Date shall be postponed to the first following Valuation Business Day, which is not an Unscheduled Holiday, provided that if the Currency Exchange Rate Valuation Date has not occurred on or before the 14th consecutive calendar day after the Scheduled Rate Fixing Date (any such period being a "Deferral Period"), then the next day after the Deferral Period that would have been a Valuation Business Day but for the Unscheduled Holiday, shall be deemed to be the Currency Exchange Rate Valuation Date.

**"Maximum Days of Postponement"** means 14 calendar days.

**"Postponed Interest Payment Date"** means the fifth Business Day (disregarding the occurrence of any Unscheduled Holiday) following a Deferred Rate Fixing Date relating to an originally scheduled Interest Payment Date;

**"Postponed Maturity Date"** means the fifth Business Day (disregarding the occurrence of any Unscheduled Holiday) following the Deferred Rate Fixing Date relating to the originally scheduled Maturity Date;

**"Unscheduled Holiday"** means a day is not a Valuation Business Day and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. in Santo Domingo two Valuation Business Days prior to the relevant Currency Exchange Rate Valuation Date.

**"Valuation Business Day"** means any day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Santo Domingo New York and TARGET;

**"Valuation Postponement For Price Source Disruption"** means for purposes of obtaining a

Rate of Exchange, that the rate will be determined on the Valuation Business Day first succeeding the day on which the Price Source Disruption ceases to exist, unless the Price Source Disruption continues to exist (measured from the date, that, but for the occurrence of the Price Source Disruption, would have been the Currency Exchange Rate Valuation Date) for a consecutive number of calendar days equal to the Maximum Days of Postponement. In such event, the Rate of Exchange will be determined on the next Valuation Business Day after the Maximum Days of Postponement in accordance with Calculation Agent Determination.

- (vi) Description of formula to be used to determine the Rate of Interest and/or Interest Amount payable: With respect to each Note and Interest Payment Date, an amount denominated in the Base Currency equal to the product of (i) the Specified Denomination of the Note, (ii) the Rate of Interest and (iii) the Day Count Fraction, converted into the Base Currency by application of the Rate of Exchange on the relevant Currency Exchange Rate Valuation Date, provided that the that the resultant amount shall be rounded to the nearest two decimal places with 0.005 being rounded upwards.
- (vii) Other terms or special conditions: None
- (viii) Calculation Agent: DLM Finance, in accordance with the provisions of the Calculation Agency Agreement entered into between the Issuer and the Calculation Agent and as modified by the First Addendum to the Calculation Agency Agreement.

## PROVISIONS RELATING TO REDEMPTION

<b>18 Call Option:</b>	Not Applicable
<b>19 Put Option:</b>	Not Applicable
<b>20 Final Redemption Amount of each Note:</b>	An amount equal to the Specified Denomination of the Notes converted into USD by the Calculation Agent by application of the Currency Linked Interest Note Provisions below. As per Condition 7(b) – <i>Redemption of Currency Linked Redemption Notes</i>
<b>21 Early Redemption Amount:</b>	
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default:	At the Final Redemption Amount as further described above
<b>22 Currency Linked Redemption Note:</b>	Applicable
(i) Base Currency:	USD
(ii) Relevant Currency or Currencies:	DOP
(iii) Rate of Exchange and Aggregate Nominal Amount in the Relevant Currency/Currencies (Series/Tranche):	The Calculation Agent shall determine the Rate of Exchange with respect to the Currency Exchange Rate Valuation Date and notify such Rate of Exchange and its determination of the Final Redemption Amount in the Base Currency to the Issuer as soon as practicable after its determination (but in no event later than the Business Day immediately following the Currency Exchange Rate Valuation Date).
(iv) Currency Price Source(s):	As defined in paragraph 17 above.
(v) Currency Exchange Rate Valuation Date:	The date which is five Valuation Business Days before the Maturity Date or the applicable early redemption date, subject to the provisions of paragraph 17 above.
(vi) Description of the formula to be used to determine the principal payable:	With respect to each Note, an amount denominated in the Specified Denomination of the Note converted into the Base Currency by application of the Rate of Exchange on the Currency Exchange Rate Valuation Date, provided that the resultant amount shall be rounded to the nearest two decimal places with 0.005 being rounded upwards.
(vii) Other terms or special conditions:	None
(viii) Calculation Agent:	DLM Finance, in accordance with the provisions of the Calculation Agency Agreement entered into between the Issuer and the Calculation Agent and as modified by the First Addendum to the Calculation Agency Agreement.

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

<b>23 Form of Notes:</b>	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer Notes ( <i>au porteur</i> )

(ii)	Registration Agent:	Not Applicable
(iii)	Temporary Global Certificate:	Not Applicable
<b>24</b>	<b>Financial Centre(s):</b>	Santo Domingo, New-York and TARGET
<b>25</b>	<b>Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):</b>	No.
<b>26</b>	<b>Purchase in accordance with Article L.213-0-1 and D.213-0-1 of the <i>French Code monétaire et financier</i>:</b>	Applicable
<b>27</b>	<b>Possibility to request identification information of the Noteholders provided by Condition 1(a)(i):</b>	Applicable
<b>28</b>	<b>Representation of Noteholder(s)/Masse</b>	<p>Applicable</p> <p>The Representative shall be:</p> <p>Yann Billand, avocat  99, rue de Prony  75017 Paris  France  billand@bm.legal  contact@bm.legal</p> <p>The alternate Representative shall be :</p> <p>Paul Messié, avocat  99, rue de Prony  75017 Paris  France  messie@bm.legal</p> <p>The Representative will be entitled to a remuneration of EUR 300 per year (VAT excluded).</p>



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 from 15 October 2024.

Estimate of total expenses related to admission to trading: EUR 4,250

### 2 RATINGS

Ratings: The Notes to be issued are expected to be rated:  
S&P: AA-

Fitch Ratings: AA-

The credit rating[s] 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>).

### 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. The Manager 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 from each issue of Notes will be applied by the Issuer for its general corporate purposes.

Estimated net amount of the proceeds: DOP 1,394,400,000 payable in USD after conversion at a USD/DOP rate of 60.07885 (i.e. an amount of USD 23,209,498.85)

#### **5 Fixed Rate Notes only – YIELD**

Indication of yield: Not Applicable

#### **6 Floating Rate Notes and Currency Linked Notes only – HISTORIC INTEREST RATES AND BENCHMARKS**

(i) Historic interest rates: Details of historic USD/DOP “Tasa de Cambio para compra de divisas convertibles (exchange rate)” can be obtained from the website of the Banco Central de la República Dominicana under the section “Mercado Cambiario”.

(ii) Benchmarks: Not Applicable

#### **7 OPERATIONAL INFORMATION**

ISIN Code: FR001400TB18

Common Code: 292139560

FISN Code: AGENCE FRANCAIS/9.65 MTN 20280117

CFI Code: DTFUFB

Any clearing system(s) other than Euroclear 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

## **8 DISTRIBUTION**

- |  |   |
|--|---|
| (i) Method of distribution:  | Non syndicated  |
| (ii) If syndicated:  |   |
| (A) Name of Managers:  | Not Applicable  |
| (B) Stabilisation Manager(s) (if any):   | Not Applicable  |
| (iii) If non syndicated, name of Dealer:   | ING Bank N.V.   |
| (iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): | Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable to Dematerialised Notes |