**MiFID II product governance / Retail investors, professional investors and eligible counterparties target market** – Solely for the purposes of the 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 18 of the Guidelines published by the European Notes and Markets Authority (**ESMA**) on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice and portfolio management and non-advised sales and pure execution services, subject to the suitability and appropriateness obligations of the Distributor (as defined below) under MiFID II, as applicable. *The target market assessment indicates that Notes are incompatible with the needs, characteristic and objectives of clients which are fully risk averse or have no risk tolerance or are seeking on-demand full repayment of the amounts invested.* 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 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, subject to the Distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**PRIIPs Regulation – PROHIBITION OF SALES TO EEA RETAIL INVESTORS WITHOUT KID** – 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**) without an updated key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the 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; (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the **Prospectus 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 (**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 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 domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 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 21 NOVEMBER 2024**

**Issue of EUR 750,000 Share Linked Notes**
**under the €850,000,000**
**Euro Medium Term Note Programme**

**by**

**EDMOND DE ROTHSCHILD (FRANCE)**

**Legal entity identifier (LEI): 9695002JOWSRCLLLNY11**

**PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with the Base Prospectus dated 12 July 2024) and the supplement(s) (if any) to the Base Prospectus published and approved on or before the date of these Final Terms and any supplement to the Base Prospectus which may have been published and approved before the Issue Date (as defined below) (each a **Supplement**) (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions, such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate) which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**) in order to obtain all the relevant information. A summary of the issue of the Notes is annexed to these Final Terms.

The Base Prospectus and the Supplements are available for viewing on the Luxembourg Stock Exchange's website (www.luxse.com) and during normal business hours at the registered office of the Issuer and on its website (https://www.edmond-de-rothschild.com/en/Pages/Information-reglementees.aspx#navlist5).

| | | | |
|---|---|---|---|
| 1. | (a) | Series Number: | 4093EEUR001A |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes become fungible: | Not Applicable |
| 2. | Specified Currency: | | EUR |
| 3. | Aggregate Principal Amount: | | |
| | (a) | Series: | EUR 750,000 |
| | (b) | Tranche: | EUR 750,000 |
| 4. | Issue Price: | | 100 per cent. of the Aggregate Principal Amount |
| 5. | (a) | Specified Denominations: | EUR 1,000 |
| | (b) | Minimum Trading Size: | Applicable. The Minimum Trading Size is EUR 1,000 in aggregate principal amount. |
| | (c) | Calculation Amount: | EUR 1,000 |
| 6. | (a) | Issue Date: | 21 November 2024 |

| | | | |
|---|---|---|---|
| | (b) | Trade Date(s): | 31 October 2024 |
| | (c) | Interest Commencement Date: | Issue Date |
| 7. | Redemption Date: | | 21 November 2030 |
| 8. | Type of Notes: | | |
| | (a) | Interest: | Share Linked Interest Notes<br><br>(Further particulars specified below in "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE") |
| | (b) | Redemption: | Share Linked Redemption Notes<br><br>(Further particulars specified below in "PROVISIONS RELATING TO REDEMPTION") |
| 9. | Date of the corporate approval for issuance of Notes obtained: | | Decision of the *Conseil de surveillance* of the Issuer dated 15 May 2024 |
| 10. | Method of distribution: | | Non-syndicated |
| 11. | Asset Conditions: | | Share Linked Asset Conditions applicable in accordance with Annex 1. |

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

| | | | |
|---|---|---|---|
| 12. | **Fixed Rate Note:** | | Not Applicable |
| 13. | **Floating Rate Note:** | | Not Applicable |
| 14. | **Linked Interest Note:** | | Applicable- Share Linked Interest Note<br><br>(See paragraph "PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY" for further information in relation to the Underlying(s)). |
| | (a) | Applicable to: | All Interest Accrual Periods |
| | (b) | Interest Payment Date(s): | 21 November 2025<br>23 November 2026<br>22 November 2027<br>21 November 2028<br>21 November 2029<br>21 November 2030 |
| | (c) | Interest Period Dates: | Each Interest Observation Date defined in paragraph (l) (i) below. |
| | (d) | Interest Determination Date(s): | The last Observation Date of the relevant Interest Accrual Period. |

| | | |
|---|---|---|
| (e) | Business Day Convention for the purposes of adjustment of "Interest Accrual Periods" in accordance sub-paragraph (h) below: | Not Applicable |
| (f) | Additional Business Centres: | Not Applicable |
| (g) | Day Count Fraction: | Not Applicable |
| (h) | Adjustment of Interest Accrual Periods: | Not Applicable |
| (i) | Determination Date(s): | Not Applicable |
| (j) | Calculation Agent responsible for calculating the Linked Interest Rate and the Interest Amount: | The Issuer |
| (k) | **Combination Interest Payoff Provisions**: | Not Applicable |
| (l) | **Common Interest Payoff Provisions:** | Applicable |
| | (i) Common Memory Digital/Performance Interest: | Applicable in accordance with Annex 2, Part A, Chapter 11.<br><br>The Linked Interest Rate applicable to an Interest Accrual Period for Notes for which Common Memory Digital/Performance Interest is applicable for such Interest Accrual Period will be calculated as follows:<br><br>if the Performance_I is higher than or equal to IB on the current Interest Observation Date, equal to:<br><br>Fixed Rate (M) + $\sum_{t=m+1}^{M-1}$ Fixed Rate (t)<br><br>Otherwise, it will be equal to zero.<br><br>Where:<br>Fixed Rate (M) = 5.50%<br>Fixed Rate (t) = 5.50%<br>IB = 70%<br><br>**Interest Observation Date** means the following dates, in respect of each Interest Accrual Period: |

| **Interest Observation Date** | **Interest Accrual Period ending on** |
|---|---|
| 31 October 2025 | 21 November 2025 |
| 02 November 2026 | 23 November 2026 |
| 01 November 2027 | 22 November 2027 |
| 31 October 2028 | 21 November 2028 |
| 31 October 2029 | 21 November 2029 |
| 31 October 2030 | 21 November 2030 |

**m** is the chronological number "t" of the last Interest Payment Date or Interest Accrual Period in respect of which the relevant Fixed Rate has been paid. If no Fixed Rate has been paid prior to the relevant Interest Payment Date or Interest Accrual Period, the value of "m" will be equal to zero.

**M** is the chronological number "t" of the relevant Interest Payment Date or Interest Accrual Period.

**Performance_I** means Performance(i).

**Performance(i)** : Option 1 applies.

$$\frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}}$$

**Underlying Value$_{2i}$** means, in respect of an Interest Observation Date, the Underlying Value(i) on such Interest Observation Date.

**Underlying Value$_{1i}$** means the Underlying Value(i) on the Initial Observation Date.

**Initial Observation Date** means 31 October 2024.

**Underlying Value(i)** means the Underlying Value of the Underlying(i).

**Underlying(i)** means the Share – see further information set out in paragraph 22 "PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY" below.

(m) Universal Leverage: Not Applicable

(n) Universal Margin: Not Applicable

15. **Zero Coupon Note:** Not Applicable

**PAYOFF FEATURES (IF ANY) RELATING TO INTEREST**

16. **Payoff Features:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. **Redemption Determination Date(s):** For the purposes of determining the Final Redemption Amount, 31 October 2030.

For the purposes of determining an Early Redemption Amount, each of the Automatic Early Redemption Observation Date defined in paragraph 18 (b) (iv) below.

18. **Redemption Method:**

(a) Early Redemption Amount for the purposes of General Condition 6.2 (*Early Redemption Trigger Events*) determined in accordance with: Standard Redemption

(i) Redemption Payoff: Not Applicable

(ii) Redemption Unwind Costs: Not Applicable

(iii) Reference Price: 100%

(iv) Early Redemption Trigger Event(s): Applicable

Applicable as per Automatic Early Redemption Trigger (Annex 5, Chapter 4)

(b) Automatic Early Redemption Trigger:

(i) Automatic Early Redemption Event: Option 1: Performance_ER is higher than or equal to ERB on the current Automatic Early Redemption Observation Date

(ii) ERB ("Early Redemption Barrier"): 100%

(iii) Automatic Early Redemption Date: Each of the date defined in paragraph (iv) below.

(iv) Automatic Early Redemption Observation Date(s):

| **Automatic Early Redemption Observation Date:** | **Automatic Early Redemption Date:** |
|---|---|
| 31 October 2025 | 21 November 2025 |
| 02 November 2026 | 23 November 2026 |
| 01 November 2027 | 22 November 2027 |
| 31 October 2028 | 21 November 2028 |
| 31 October 2029 | 21 November 2029 |

(v) Automatic Early Redemption Observation Period: Not Applicable

(vi) Range: Not Applicable

(vii) Performance_ER : Performance(i)

(viii) Performance(i): Option 1 applies.

$$\frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}}$$

**Initial Observation Date** means 31 October 2024.

**Underlying Value$_{2i}$** means, in respect of an Automatic Early Redemption Observation Date, the Underlying Value(i) on such Automatic Early Redemption Observation Date.

**Underlying Value$_{1i}$** means the Underlying Value(i) on the Initial Observation Date.

**Underlying Value(i)** means the Underlying Value of the Underlying(i).

**Underlying(i)** means the Share – see further information set out in paragraph 22 "PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY" below.

| | | |
|---|---|---|
| (c) | Final Redemption Amount for the purposes of General Condition 6.1 (*Redemption by Instalments and Final Redemption*) determined in accordance with: | Growth Redemption |
| | (i) Redemption Payoff: | Determined in accordance with Common Digital to Participation Redemption |
| | (A) Common Redemption Payoff Provisions: | Applicable |
| | (I) Common Digital to Participation Redemption: | Applicable in accordance with Annex 2, Part B, Chapter 3.<br><br>The Redemption Payoff applicable to a Redemption Determination Date for Notes for which Common Digital to Participation Redemption is applicable shall be calculated on such Redemption Determination Date as follows, expressed as a percentage:<br><br>(i) if the Underlying Value$_{xy}$ is higher than or equal to FRB on the Redemption Observation Date:<br><br>Redemption Payoff = Fixed Percentage; or<br><br>(ii) otherwise:<br><br>$\text{Redemption Payoff} = \left( \frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}} \right)$ |

Where

**Fixed Percentage** means 100%.

**FRB** means 30% of the Initial Underlying Value(i).

**Initial Underlying Value(i)** means the Underlying Value(i) on the Initial Observation Date.

**Initial Observation Date** means 31 October 2024.

**Redemption Observation Date** means 31 October 2030.

**Underlying Value$_{2i}$** means the Underlying Value(i) on the Redemption Observation Date.

**Underlying Value$_{1i}$** means the Underlying Value(i) on Initial Observation Date.

**Underlying Value$_{xy}$** means the Underlying Value of Underlying(i).

**Underlying Value(i)** means the Underlying Value of the Underlying(i).

**Underlying(i)** means the Share – see further information set out in paragraph 22 "PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY" below.

| | | | |
|---|---|---|---|
| | (ii) | Redemption Unwind Costs: | Not Applicable |
| | (iii) | Payoff Feature Unwind Costs: | Not Applicable |
| | (iv) | Reference Price: | 100% |
| (d) | Fair Market Value Redemption Amount: | | Not Applicable |
| | (i) | Hedge Amount | Not Applicable |
| | (ii) | Fair Market Value Redemption Amount Percentage: | Not Applicable |
| (e) | Instalment Redemption Amount determined in accordance with: | | Not Applicable |
| (f) | Physical Settlement: | | Not Applicable |
| (g) | Clean-up Call Option (General Condition 6.6 (*Clean-up Call Option*)): | | Not Applicable |

| | | |
|---|---|---|
| 19. | **Instalment Notes:** | Not Applicable |
| 20. | **Linked Redemption Note:** | Applicable - Share Linked Redemption Note<br><br>(See paragraph 'PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY" for further information in relation to the Underlying(s)) |

**PAYOFF FEATURES (IF ANY) RELATING TO REDEMPTION**

| | | |
|---|---|---|
| 21. | **Payoff Features:** | Not Applicable |

22. **PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY**

Applicable

| | | | | |
|---|---|---|---|---|
| (a) | **Share Linked Note:** | | | Share Linked Interest and Redemption Note: Applicable in accordance with Annex 1, Chapter 6. |
| | (i) | Single Underlying: | | Applicable |
| | | (A) | Applicable for the purposes of: | Common Interest Payoff "Common Memory Digital/Performance Interest"<br><br>Common Redemption Payoff "Common Digital to Participation Redemption"<br><br>Early Redemption Trigger "Automatic Early Redemption Trigger" |
| | | (B) | Share: | TOTALENERGIES SE (the "Issuer") (ISIN: FR0000120271 / Bloomberg Code: TTE FP Equity) |
| | | (C) | Exchange: | EURONEXT PARIS SA |
| | | (D) | Related Exchange: | As defined in Annex 1 Chapter 6 |
| | | (E) | Valuation Time: | Closing |
| | (ii) | Basket / Multi-Asset Basket: | | Not Applicable |
| | (iii) | Additional Disruption Event: | | Applicable in accordance with Share Linked Asset Condition 3.3<br><br>Change in Law is applicable<br><br>Hedging Disruption is applicable<br><br>Increased Cost of Hedging is applicable<br><br>Dividend Disruption |
| | (iv) | Other Events: | | Applicable |

| | | | |
|---|---|---|---|
| | (v) | Maximum Days of Disruption: | Eight (8) Scheduled Trading Days |
| | (vi) | Payment Extension Days: | Two (2) Payment Business Days |
| | (vii) | Averaging Date Disruption: | Not Applicable |
| | (viii) | Observation Date(s): | The Redemption Determination Date, each Automatic Early Redemption Observation Date and each Interest Observation Date. |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

| | | | |
|---|---|---|---|
| 23. | (a) | Bearer Form: | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event |
| 24. | | Business Day Convention for the "Payment Business Day" election in accordance with General Condition 5.5 (Payment Business Day): | Modified Following Payment Business Day |
| 25. | | Additional Financial Centre(s): | Not Applicable |
| 26. | | Additional Business Centre(s): | Not Applicable |
| 27. | | Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes and dates on which such Talons mature: | No, unless Definitive Bearer Notes are issued. |
| 28. | | Redenomination (for the purposes of General Condition 3.1 (*Redenomination*)): | Not Applicable |
| 29. | (a) | Redemption for tax reasons (General Condition 6.3: | Applicable |
| | | Notice period: | Minimum notice period: 30 days<br>Maximum notice period: 90 days |
| | (b) | Special Tax Redemption (General Condition 6.4 (*Special Tax Redemption*)): | Applicable |
| | (c) | Redemption for FATCA Withholding (General Condition 6.5 (*Redemption for FATCA Withholding*)): | Applicable |
| | (d) | Events of Default (General Condition 10 (Events of Default)): | Not Applicable |
| | (e) | Illegality and Force Majeure (General Condition 18 (Illegality and Force Majeure)): | Applicable |
| 30. | | Gross Up (General Condition 8.2 (Gross Up)): | Not Applicable |

| | | |
|---|---|---|
| | (a) Issuer Gross Up: | Not Applicable |
| 31. | Calculation Agent: | Edmond de Rothschild (France) |
| 32. | Delivery Agent (*ETF Linked Notes subject to physical delivery or Share Linked Notes subject to physical delivery*): | Not Applicable |
| 33. | Business Day Convention: | Subject to any other Business Day Convention specified in these Final Terms in relation to a period or payment date, Modified Following Business Day Convention |
| 34. | Benchmark Provisions: | Not Applicable |

**OPERATIONAL INFORMATION**

| | | |
|---|---|---|
| 35. | Branch of Account for the purposes of General Condition 5.4 (General provisions applicable to payments): | Not Applicable |

**THIRD PARTY INFORMATION**

Not Applicable

Signed on behalf of Edmond de Rothschild (France):

Duly represented by:

Fabrice COILLE

## PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

| | | |
|---|---|---|
| (a) | Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's regulated market with effect from 21 November 2024 and to be listed on the Official List of the Luxembourg Stock Exchange. |

2. **RATINGS**

| | |
|---|---|
| Ratings: | The Notes to be issued have not been rated |

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

Save as discussed in "Subscription and Sale" in the Base Prospectus and save for any fees payable to the Dealers, and any distributor in connection with the issue of Notes, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

| | | |
|---|---|---|
| (a) | Reasons for the offer: | See "Use of Proceeds" in the Base Prospectus |
| (b) | Estimated net proceeds: | EUR 750,000 |
| (c) | Estimated total expenses: | See "Use of Proceeds" in the Base Prospectus |

5. **YIELD**

Not Applicable

6. **PERFORMANCE OF RATES**

Not Applicable

7. **PERFORMANCE OF UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING**

| | |
|---|---|
| Underlying: | Where past and future performance of the Underlying or any other information in relation to the Underlying (if any) can be obtained from: |
| Ordinary share TOTALENERGIES SE | Bloomberg Code: TTE FP Equity |

**Post-issuance information**

The Issuer does not intend to publish post-issuance information in relation to any underlying element to which the Notes are linked.

8. **DISTRIBUTION**

| | | |
|---|---|---|
| (a) | Method of distribution: | Non-syndicated |

| | | |
|---|---|---|
| (b) | If non-syndicated, name and addresses of Dealers: | The following Dealers are procuring subscribers for the Notes:<br><br>Edmond de Rothschild (France) - 47 rue du Faubourg Saint Honoré 75008 Paris<br><br>Edmond de Rothschild (Europe) - 4, rue Robert Stumper, L- 2557 Luxembourg, Luxembourg |
| (c) | Indication of the overall amount of the underwriting commission and of the placing commission: | Maximum 2.00 per cent. of the Aggregate Principal Amount |
| (d) | U.S. Selling Restrictions: | Reg. S Compliance Category; TEFRA D/TEFRA C |
| (e) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (f) | Prohibition of Sales to UK Retail Investors: | Applicable |

9. **OPERATIONAL INFORMATION**

| | | |
|---|---|---|
| (a) | ISIN: | XS2925019353 |
| (b) | Temporary ISIN: | Not Applicable |
| (c) | Common Code: | 292501935 |
| (d) | VALOREN Code: | Not Applicable |
| (e) | Other applicable security identification number: | Not Applicable |
| (f) | Relevant clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): | Not Applicable |
| (g) | Delivery: | Delivery against payment |
| (h) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (i) | Notes intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them, the Notes may then be deposited with one of the ICSDs as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as |

eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

10. **BENCHMARKS REGULATION**

| | |
|---|---|
| Benchmarks Regulation: Article 29(2) statement on benchmarks: | Not Applicable |

11. **TERMS AND CONDITIONS OF THE OFFER**

Not applicable

**ANNEX**

**SUMMARY**

*This section constitutes the summary that will be used for the issue of the Notes.*

## 1. INTRODUCTION AND DISCLAIMERS

Edmond de Rothschild France (**the Issuer**) is a société anonyme with an executive board (*Directoire*) and a supervisory board (*Conseil de Surveillance*), whose registered office is located at 47 rue du Faubourg Saint-Honoré, 75008 Paris, France.

This document constitutes the Summary to the prospectus dated 21 November 2024 in respect of the Notes described herein for the purpose of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with:

- the Base Prospectus approved on 12 July 2024 by the CSSF in Luxembourg, 283 route d'Arlon L-1150 Luxembourg, email: direction@cssf.lu, as competent authority under the Prospectus Regulation, and its supplements (the **Base Prospectus**), completed by
- the Final Terms dated 21 November 2024 (the **Final Terms**),

which together constitute a prospectus for the purposes of the Prospectus Regulation containing the necessary information concerning the issuer and the securities offered to the public or to be admitted to trading on a regulated market.

Full information on the Issuer and the issue of the Notes is only available on the basis of the combination of the Base Prospectus and the Final Terms.

**Warning to the reader**

This Summary should be read as an introduction to the Final Terms. Any decision to invest in the Notes should be based on a thorough review of the Base Prospectus as a whole, including any documents incorporated by reference thereto, any supplement from time to time and the Final Terms, by the investor.
An investor may lose all or part of the capital invested in the Notes issued by the Issuer. Where an action relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor may, under national law, be required to bear the costs of translation of the Base Prospectus before the commencement of the legal proceedings.
Civil liability will only be sought from the persons who filed the Summary, including any translation thereof, but only if the contents of the Summary are found to be misleading, inaccurate or inconsistent when read together with other parts of the Base Prospectus and the Final Terms or if it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information to assist investors when considering investing in such Notes.

## 2. KEY INFORMATION ABOUT THE ISSUER

### 2.1 Who is the issuer of the Notes?

The Issuer is limited liability company incorporated on 7 March 1957 under the laws of the Republic of France as a "*société anonyme*", registered at the *Registre du Commerce et des Sociétés* in Paris under reference B 572 037 026 and having its registered office at 47 rue du Faubourg Saint-Honoré, 75008 Paris. Its legal entity identifier (LEI) is 9695002JOWSRCLLLNY11.
The Issuer is subject to article L.210-1 and following of the French Commercial Code (*Code de commerce*) and the decree of 23 March 1967 relating to commercial companies and the French Monetary and Financial Code (*Code monétaire et financier*) concerning the supervision of credit institutions.

A. Principal activities

Founded in 1953, the Edmond de Rothschild Group (the Group) is a conviction-driven investment house dedicated to the belief that wealth is what tomorrow can be made of, specialises in Private Banking and Asset Management, and serves an international clientele of families, entrepreneurs and institutional investors. The Group is also active in Corporate Finance, Private Equity, Real Estate and Fund Services.

B. Organisational Structure / Major shareholders

The detailed table sets out the principal shareholders of the Issuer and the percentage of their capital stock:

| **Shareholders** | **Number of shares** | **Percentage** |
|---|---|---|
| | | |
| Edmond de Rothschild (Suisse) S.A. | 5,538,329 | 100 |
| Others individuals shareholders | 59 | 0.00 |
| **Total** | **5,538,388** | **100.00** |

C. Key executives

Renzo Evangelista is president of the Executive Board.

Fabrice Coille is member of the Executive Board and Deputy CEO.

Nicolas Giscard d'Estaing is member of the Executive Board and Corporate Secretary.

D. Statutory Auditors

The deputy statutory auditors of the Issuer are Grant Thornton Audit and PricewaterhouseCoopers Audit SA.

**2.2 What is the key financial information concerning the Issuer?**

The following tables show selected key financial information (within the meaning of Regulation 2019/979) of the Issuer for the financial years ended 31 December 2022 and 31 December 2023:

| **(in thousands of € )** | **31 December 2022 (audited) restated (*)** | **31 December 2023 (audited)** |
|---|---|---|
| Cash and amounts due from central banks | 3,844,162 | 2,475,815 |
| Financial assets at fair value through profit or loss | 87,362 | 80,481 |
| Hedging derivatives | 61,080 | 47,755 |
| Financial assets at fair value through equity | 1,503 | 990 |
| Securities at amortised cost | 73,465 | 79,218 |
| Loans and receivables due from credit institutions | 539,590 | 835,091 |
| Loans and receivables due from customers | 1,530,671 | 1,212,759 |
| Valuation adjustments on portfolios subject to interest-rate hedging | -54,443 | -35,377 |
| Current tax assets | 5,584 | 389 |
| Deferred tax assets | 13,892 | 12,625 |

| | | |
|---|---|---|
| Accruals and other assets | 231,966 | 144,166 |
| Investments in associates | 16,478 | 8,534 |
| Property and equipment and finance leases (lessee accounting) | 37,182 | 34,399 |
| Right-of-use assets | 20,791 | 17,924 |
| Intangible assets | 28,036 | 48,646 |
| Goodwill | 50,125 | 50,125 |
| **Total** | 6,487,444 | 5,013,540 |

| | **31 December 2022 (audited) restated (*)** | **31 December 2023 (audited)** |
|---|---|---|
| Total assets | 6,487,444 | 5,013,540 |
| Total liabilities & Equity | 6,487,444 | 5,013,540 |
| **Consolidated income statement** | | |
| Net banking income | 334,227 | 380,539 |
| Net income | 70,451 | 59,723 |
| **Equity capital** | | |
| Shareholders' equity | 480,441 | 442,216 |
| **Consolidated Cash Flow Statement** | | |
| change in net cash | 1,211,523 | -1,343,548 |

(*) Some 2022 data have been restated because of the reclassification of an investment from "Non-current assets held for sale" to "Investments in associates" and a valuation adjustment on portfolios subject to interest-rate as assets.

No qualifications are contained in the audit report dated 13 April 2023 and the audit report dated 29 March 2024 (included in the Base Prospectus).

**2.3 What are the issuer's specific risks?**

The following risks have been identified as being significant and specific to the Issuer and of a nature, should they materialise, to have a significant negative impact on its business activity, its financial position and its access to various sources of financing:

1) the counterparty risk is the risk that a customer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Issuer;
2) the market risk is the risk that the Issuer's operating results, financial condition and prospects may be negatively affected by conditions in global financial markets;

3) the liquidity risk is the risk that the Issuer will encounter difficulty in realising assets or otherwise raising funds to meet commitments;
4) the operational risk and associated risks include fraud, compliance risks and information systems risk;
5) the non-compliance risk relates to the fact that the Issuer operates in a highly regulated environment that imposes costs and significant compliance requirements; changes in regulations may increase the cost and complexity of doing business; and
6) the implementation in France of the EU Bank Recovery and Resolution Directive could materially affect the rights of the Noteholders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes.

## 3. KEY INFORMATION ON THE SECURITIES

### 3.1 What are the main characteristics of securities?

A. General

The debt securities (the "**Notes**") issued by the Issuer are structured Notes with the amount (if any) payable as interest being linked to the performance of the ordinary share TOTALENERGIES SE (the **Underlying)** and the cash amount payable on redemption being linked to the Underlying. The Notes are identified by the ISIN Code XS2925019353.
The maximum nominal amount of the Notes offered is EUR 750,000, represented by 750 Notes with a specified denomination of EUR 1,000 each. The issue price is 100% of the aggregate nominal amount.
The Notes are denominated in Euro (the **Specified Currency**) and any interest amount and the redemption amount payable in respect of the Notes will be in the Specified Currency.
The Notes will be issued on 21 November 2024 (the **Issue Date**) in the form of dematerialised bearer securities. The **Maturity Date** of the Notes will be 21 November 2030.
The Notes are governed by English Law.

B. Ratings

Not applicable, the Notes have not been rated.

C. Description of the rights, ranking and restrictions attached to the Notes

The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank pari passu among themselves and (save for certain obligations required to be preferred by law) equally with all other present and future unsecured and unsubordinated obligations of the Issuer, from time to time outstanding.
Provided that, the Notes have not been previously redeemed, cancelled or purchased, Noteholders have the right to receive payments on account of interest and principal.
If a disruption event or any other event affecting the Underlying or the Notes occurs on any relevant observation or other date:
- the relevant date for valuation of the Underlying affected by the disruption event will be postponed and alternative provisions for valuation of will apply; and
- the Issuer may (i) elect to notify to the Noteholders an early redemption of the Notes, (ii) make such adjustments to the terms and conditions of the Notes as it considers appropriate to reflect the consequences of the disruption event or (iii) elect to redeem the Notes at the Maturity Date on the basis of the capitalisation of the market value of the Notes including any costs or gains to the Issuer or its Affiliates in unwinding any hedging arrangements entered into in respect of the Notes during the period starting on or around the date of occurrence of the relevant event to the Maturity Date.

D. Interest

The Notes are Share Linked Notes and the amount payable as interest will be payable and calculated by reference to the performance of the Underlying. The Linked Interest Rate applicable to an Interest Accrual Period will be calculated as follows:

If the Performance(i) is higher than or equal to IB on the current Interest Observation Date, it will be equal to

$$\text{Fixed Rate (M)} + \sum_{t=m+1}^{M-1} \text{Fixed Rate (t)}$$

Otherwise it will be equal to zero.

Where:
Fixed Rate (M) = 5.50%
Fixed Rate (t) = 5.50%
IB = 70%

$$\text{Performance(i)} = \frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}}$$

$\text{Underlying Value}_{2i}$ means, in respect of an Interest Observation Date, the Underlying Value(i) on such Interest Observation Date.
$\text{Underlying Value}_{1i}$ means the Underlying Value(i) on the Initial Observation Date.
Initial Observation Date means 31 October 2024.

No interest amount will be determined or payable in respect of any Interest Accrual Period falling after the Automatic Early Redemption Date.

E. Redemption

Autocall Redemption:

An Automatic Early Redemption Event shall occur if Performance(i) is higher or equal to ERB on the current Automatic Early Redemption Observation Date.

ERB ("Early Redemption Barrier") = 100%
Performance(i) is defined above.

Final Redemption:

Unless previously redeemed or purchased and cancelled, the Notes will be finally redeemed by the Issuer, by way of cash settlement, on the Maturity Date. The investor will receive a cash settlement amount per Note in the Specified Currency equal to the following **Final Redemption Amount** calculated by reference to the performance of the Underlying as follows:

If the $\text{Underlying Value}_{xy}$ is higher than or equal to FRB on the Redemption Observation Date:

Redemption Payoff = Fixed Percentage; or
otherwise:

$$\text{Redemption Payoff} = \left( \frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}} \right)$$

Where
Fixed Percentage means 100%.

FRB means 30% of the Initial Underlying Value(i).
Initial Underlying Value(i) means the Underlying Value(i) on the Initial Observation Date.
Initial Observation Date means 31 October 2024.
Redemption Observation Date means 31 October 2030.
Underlying $Value_{2i}$ means the Underlying Value(i) on the Redemption Observation Date.
Underlying $Value_{1i}$ means the Underlying Value(i) on Initial Observation Date.
Underlying $Value_{xy}$ means the Underlying Value of Underlying(i).
Underlying Value(i) means the Underlying Value of the Underlying(i).

F. Other redemption events:

The Notes may be redeemed early following certain disruption events or adjustment events affecting the Underlying at an amount determined by the Calculation Agent as of the date for such early redemption in its absolute discretion (acting reasonably) based on the market value of the Notes as determined by the Calculation Agent and by deducting the cost to the Issuer of unwinding any contractual or swap arrangement concluded by it for the purpose of hedging its obligations under the Notes.
The Issuer may redeem early any or all FATCA Affected Notes and, in circumstances where the Issuer elects not to redeem a FATCA Affected Note, the holder of such FATCA Affected Note can subsequently request the Issuer to redeem such FATCA Affected Note, at an amount determined by the Calculation Agent as of the date for such early redemption in its absolute discretion (acting reasonably) based on the market value of the Notes as determined by the Calculation Agent and by deducting the cost to the Issuer of unwinding any contractual or swap arrangement concluded by it for the purpose of hedging its obligations under the Notes.
A **FATCA Affected Note** means a Note in respect of which (i) the Issuer has or will become obliged to make any withholding or deduction pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or any withholding or deduction otherwise imposed pursuant to Sections 1471 through 1474 of Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such sections of the Code and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

**3.2 What are the main risks specific to securities?**

There are risk factors which are material for the purpose of assessing the risks related to the Notes, including the following:

1) The interest amount, the autocall redemption amount, and the Final Redemption Amount of the Notes are dependent upon changes in the market value of the Underlying, which could adversely affect the market value of the Notes.
2) The Notes are not principal protected and investors are exposed to the performance of the Underlying; accordingly, they risk losing all or a part of their investment if the value of the Underlying does not move in a positive direction.
3) The Notes may have no established trading market when issued, and one may never develop; if a market does develop, it may not be very liquid; illiquidity may have an adverse effect on the market value of the Notes.
4) French insolvency law could have an adverse impact on Noteholders seeking repayment in the event that the Issuer were to become insolvent and could have a material adverse effect on the market value of the Notes.
5) If a disruption event or any other event affecting the Underlying or the Notes (a **Disruption Event**) occurs on an any relevant observation or other date:
   - any consequential postponement of the relevant date or alternative provisions for valuation provided in the terms and conditions of such Notes may have an adverse effect on the value and liquidity of such Notes; and
   - the Issuer may (i) elect to notify to the Noteholders an early redemption of the Notes or (ii) make such adjustments to the terms and conditions of the Notes as it considers appropriate to reflect the consequences of the Disruption Event or (iii) elect to redeem the Notes at the Maturity Date on the basis of the capitalisation of the market value of the Notes including any costs or gains to the Issuer or its Affiliates in unwinding any hedging arrangements entered into in respect of the Notes.
6) The performance of shares is dependent upon macroeconomic factors, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy, as well as business risks

faced by the issuers thereof. As a result, Noteholders are exposed to the risk that changes in the price of shares may adversely affect the value of the Notes.

## 4. KEY INFORMATION ON THE PUBLIC OFFER OF SECURITIES AND/OR ADMISSION TO TRADING ON A REGULATED MARKET

### 4.1 Under what conditions and according to what timetable can I invest in this security?

The Notes are expected to be admitted to trading on the Luxembourg Stock Exchange market on the Issue Date.

### 4.2 Why is this prospectus being prepared?

The prospectus is drawn up so that the Notes may be admitted to listing on the Official List of the Luxembourg Stock Exchange.

The net proceeds from the issue of the Notes of up to EUR 750,000 will be used for the general financing needs of the Issuer.