

**SUPPLEMENT N°3 DATED 10 JANUARY 2020
TO THE BASE PROSPECTUS DATED 25 JUNE 2019**



CRÉDIT MUTUEL ARKÉA
€13,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 25 June 2019 as supplemented by the first supplement to the base prospectus dated 11 September 2019 and the second supplement to the base prospectus dated 23 September 2019 (together, the "**Base Prospectus**") prepared in relation to the €13,000,000,000 Euro Medium Term Note Programme (the "**Programme**") for the issue, from time to time, subject to compliance with all relevant laws, regulations and directives, of notes (the "**Notes**") by Crédit Mutuel Arkéa (the "**Issuer**").

On 25 June 2019, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus as a base prospectus for the purposes of article 5.4 of Directive 2003/71/EC of 4 November 2003 as amended (the "**Prospectus Directive**") in its capacity as competent authority in Luxembourg under the *loi relative aux prospectus pour valeurs mobilières* dated 10 July 2005, as amended, which implements the Prospectus Directive in Luxembourg (the "**Luxembourg Law**").

Application has been made to the CSSF for approval of this Third Supplement as a supplement to the Base Prospectus for the purposes of article 13.1 of Luxembourg Law, as amended and article 64 of the *loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières*.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Third Supplement. This Third Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. The Issuer accepts responsibility for the information contained in this Third Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Third Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Issuer has prepared this Third Supplement to its Base Prospectus in accordance with the "grandfathering provision" provided for in Article 46.3 of the regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and for the purposes of updating the following sections of the Base Prospectus:

- the Cover Note of the Base Prospectus;
- "SUMMARY OF THE PROGRAMME" (pages 5 *et seq.* of the Base Prospectus);
- "RÉSUMÉ EN FRANÇAIS DU PROGRAMME" (pages 28 *et seq.* of the Base Prospectus);
- "TERMS AND CONDITIONS OF THE NOTES" (pages 89 *et seq.* of the Base Prospectus);
- "DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP" (pages 133 *et seq.* of the Base Prospectus); and
- "GENERAL INFORMATION" (pages 173 *et seq.* of the Base Prospectus).

In accordance with Article 13.2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Third Supplement is published have the right, exercisable within a time-limit of two business days after the publication of this Third Supplement (no later than 14 January 2020) to withdraw their acceptances.

This Third Supplement will be published on the Luxembourg Stock Exchange's website "www.bourse.lu".

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COVER NOTE

On page 2 of the Base Prospectus, the first sentence of the first paragraph shall be deleted and replaced by the following one:

"This Base Prospectus (together with all supplements to the Base Prospectus from time to time), which contains or incorporates by reference all relevant information concerning (i) the Issuer, (ii) the local savings banks (*caisses locales*) of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations and (iii) the Issuer's subsidiaries taken as a whole (the "Group" or "Crédit Mutuel Arkéa Group") as well as the base terms and conditions of the Notes to be issued under the Programme, constitutes a base prospectus for the purposes of article 5.4 of the Prospectus Directive."

SUMMARY OF THE PROGRAMME

1/ The item B.4b entitled "Known trends" under section B. "Issuer" on pages 6 to 7 of the Base Prospectus is deleted and replaced as follows:

B.4b	Known trends	<p>Company's outlook since the publication of its most recent verified financial statements</p> <p>Economic growth in France is expected to slow down to 1.4% in 2019, compared with 1.7% in 2018 and 2.3% in 2017 (10-year peak). Activity slowed sharply in the first half of 2018 due to a reversal in household confidence. The issue of purchasing power was at the center of this movement. In 2019, the growth of the disposable income should restore confidence and consumption. In addition, the price of a barrel of Brent crude oil is also expected to fall this year, to an average of around \$65 compared with \$72 in 2018. Finally, according to the Ministry of Economy and Treasury, consumption is expected to increase by 1.7% in 2019 compared with 0.8% in 2018. On the business side, investment would remain dynamic due to high production capacities, which are not sufficient to meet demand.</p> <p>The slowdown in global economic growth, in an uncertain environment, has resulted in a more accommodating tone of discourse among central bankers than in 2018. The US Federal Reserve (the "Fed"), which announced four increases in 2019, has finally stopped raising its rates and could even reduce its key rate according to 72% of economists. The European Central Bank followed the Fed's lead by postponing a possible first rate increase until early 2021. In addition, new targeted long-term refinancing operations (TLTROs) could be put in place in September 2019 to stimulate credit distribution in the euro area and inflation, which would remain below the ECB's target of 2% in 2019 (1.7%). In Japan, the central bank (BoJ) has not changed its highly accommodating monetary policy (short-term interest rate target of -0.1%, 10-year yields close to 0%, asset purchases).</p> <p>Numerous uncertainties are still surrounding the global economic outlook. The escalation of trade tensions between the United States and China and the rise of protectionism, reflected in the introduction of new tariffs, create a threat to global economic growth. In addition, there are many geopolitical risks: Iran, Venezuela, Iran, North Korea, Pakistan. Finally, monetary and financial risks persist in a high-cycle economic environment and while the indebtedness remains substantial.</p> <p>At its meeting of January 17, 2018, the Board of Directors of Crédit Mutuel Arkéa mandated the managers to take all necessary measures to enable Crédit Mutuel Arkéa to become a cooperative banking group independent from the Crédit Mutuel, in order to pursue its original development strategy based on three strengths: its territorial roots, its culture of innovation and its intermediate size.</p> <p>The directors of the local savings banks and the Crédit Mutuel de Bretagne, Crédit Mutuel du Sud-Ouest and Crédit Mutuel Massif Central federations were invited to vote in the first half of 2018, as part of an orientation vote. At the end of the consultation process initiated by the local savings banks of the Crédit Mutuel Arkéa Group and the holding of Board meetings of the federations, the Crédit Mutuel Arkéa Group has made the results of the votes of the 307 local savings banks that voted. 94.5 % of the local savings banks voted in favour of the independence</p>
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		<p>project of Crédit Mutuel Arkéa, which will thus become a group cooperative and territorial, independent from Crédit Mutuel. This vote acknowledges the Crédit Mutuel Arkéa Group's intention to exit the Crédit Mutuel and allows opening a project to define the modalities of its disaffiliation.</p> <p>This project aims to preserve the fundamental characteristics of the cooperative model and the « <i>raison d'être</i> » of the Crédit Mutuel Arkéa Group. It is also a growth driver and will enable the Crédit Mutuel Arkéa Group to continue to serve its members, customers and partners.</p> <p>The Crédit Mutuel Arkéa Group has begun the operational implementation of its unilateral disaffiliation.</p> <p>Furthermore, with regard to the convergence process of local savings banks of the Crédit Mutuel Massif Central federation to Caisse Fédérale de Crédit Mutuel (the "CFCM"), the Board of Directors of the <i>Confédération Nationale du Crédit Mutuel</i> (the "CNCM") on June 19, 2018 has given its prior approval to Crédit Mutuel Massif Central's convergence project to the CFCM. The governance bodies of the federation and the Crédit Mutuel Massif Central regional bank dated June 29, 2018 have approved the convergence process.</p> <p>On September 5th, 2019, Crédit Mutuel Arkéa signed a memorandum of understanding with CFCM and Crédit Mutuel Massif Central federation to define the terms of the separation of the Crédit Mutuel Massif Central federation, which took place on January 1st, 2020.</p> <p>For more information, refer to the Section B.5 entitled "<i>Description of the Group</i>".</p>
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2/ The item B.5 entitled "Description of the Group" under section B. "Issuer" on pages 7 to 8 of the Base Prospectus is deleted and replaced as follows:

B.5	Description of the Group	<p>A cooperative banking and insurance company, Crédit Mutuel Arkéa Group comprises the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations as well as approximately thirty (30) specialised subsidiaries, which enable it to cover all of the business lines in the banking and financial area.</p> <p>Crédit Mutuel Arkéa is affiliated to the CNCM, the central body of the Crédit Mutuel.</p> <p>With a network of 464 points of sale and the strength of its 9,000 employees, Crédit Mutuel Arkéa places openness and development at the heart of its business plan. Original and bold, resolutely cooperative and mutual, our Group controls the entire value chain of a bancassurer, from manufacturing to distribution, and affirms its strategy thanks to a strong and recognized technological know-how.</p> <p>Crédit Mutuel Arkéa has € 59.5 billion in outstanding loans and € 117.5 billion in savings outstanding as at June 30, 2019.</p> <p>At its meeting of January 17, 2018, the Board of Directors of Crédit Mutuel Arkéa mandated the managers to take all necessary measures to enable Crédit Mutuel Arkéa to become a cooperative banking group independent from the Crédit Mutuel, in order to pursue its original development strategy based on three strengths: its territorial roots, its culture of innovation and its</p>
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		<p>intermediate size.</p> <p>The directors of the local savings banks and the Crédit Mutuel de Bretagne, Crédit Mutuel du Sud-Ouest and Crédit Mutuel Massif Central federations were invited to vote in the first half of 2018, as part of an orientation vote. At the end of the consultation process initiated by the local savings banks of the Crédit Mutuel Arkéa group and the holding of Board meetings of the federations, the Crédit Mutuel Arkéa group has made the results of the votes of the 307 local savings banks that voted. 94.5 % of the local savings banks voted in favour of the independence project of Crédit Mutuel Arkéa, which will thus become a group cooperative and territorial, independent from Crédit Mutuel. This vote acknowledges the Crédit Mutuel Arkéa group's intention to exit the Crédit Mutuel and allows opening a project to define the modalities of its disaffiliation.</p> <p>The Crédit Mutuel Arkéa group has begun the operational implementation of its disaffiliation. On June 29, 2018, Crédit Mutuel Arkéa's Board of Directors approved the main principles of the target organisational structure of the future independent group. Work to define exhaustive technical details of the project has been underway for several months and is in the process of being finalised with the supervisors.</p> <p>The disaffiliation operations will then be initiated in connection with the CNCM and in the limit of the powers granted to it by law.</p> <p>With regard to the convergence process of local savings banks of the Crédit Mutuel Massif Central federation to the CFCM, the Board of Directors of the CNCM on June 19, 2018 has given its prior approval to Crédit Mutuel Massif Central's convergence project to the CFCM. The governance bodies of the federation and the Crédit Mutuel Massif Central regional bank dated June 29, 2018 have approved the convergence process.</p> <p>On September 5th, 2019, Crédit Mutuel Arkéa signed a memorandum of understanding with CFCM and Crédit Mutuel Massif Central federation to define the terms of the separation of the Crédit Mutuel Massif Central federation, which took place on January 1st, 2020.</p>
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3/ The item B.10 entitled "Audit report qualifications" under section B. "Issuer" on page 9 of the Base Prospectus is deleted and replaced as follows:

B.10	Audit report qualifications	Not applicable. The statutory auditors' reports on the consolidated financial statements for each of the financial years ended on 31 December 2017 and 31 December 2018 and the statutory auditors' limited review reports on the consolidated financial statements for the half year ended 30 June 2019 do not contain any qualification.
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4/ The item B.12 entitled "Selected historical key financial information" under section B. "Issuer" on page 9 of the Base Prospectus is deleted and replaced as follows:

B.12	Selected historical key financial information	Consolidated Financial information (<i>in millions of euros</i>) of Crédit Mutuel Arkéa Group (which includes (i) the Issuer, (ii) the local savings banks (<i>caisses locales</i>) affiliated to the Issuer, (iii) the Crédit Mutuel de Bretagne, Crédit Mutuel du Sud-Ouest and Crédit Mutuel Massif Central federations and (iv) the Issuer's subsidiaries
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		31 December 2017	31 December 2018	30 June 2018 (unaudit ed)	30 June 2019 (unaudite d)
Share capital and reserves	2,207.9	2,266.4	2,244.9	2,334.8	
Consolidated reserves	3,531.4	3,896.4	3,904.8	4,298.9	
Net Income	428.1	437.3	246.5	244.4	
Total shareholders' equity	6,449.1	6,704.4	6,649.8	7,057.4	
Long-medium and short term debt* ¹	12,680.7	14,437.8	13,685.2	13,211.7	
*comprising subordinated debts debenture loans (gross value)	1,892.8 7,952.6	1,667.1 9,514.3	2,402.2 8,086.4	2,508.0 10,703.7	

¹ The "Long-medium and short term debt" item results from the addition of the "debt securities" and "subordinated debts" accounting items of the Issuer's statements.

There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2019.

On September 5th, 2019, Crédit Mutuel Arkéa signed a memorandum of understanding with CFCM and Crédit Mutuel Massif Central federation to define the terms of the separation of the Crédit Mutuel Massif Central federation, which took place on January 1st, 2020.

Based on financial data at the end of 2018, the impact of the exit of the thirty local savings banks of the Crédit Mutuel Massif Central federation on the solvency of the Group is limited (estimated at the end of 2018 to a decrease of between 20 bp and 30 bp on the CET1 ratio), and would be positive *a priori* on the Group's income.

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2018.

The CET 1 ratio is 17.5% as at June 30, 2019. Tier 1 or Common Equity Tier 1 (CET 1) totaled €5.988 billion and represented 79.4% of total regulatory capital. It increased by €394 million in 2019, which corresponds mainly to the incorporation of the unappropriated profit for the year and the collection of shares.

5/ The item B.16 entitled "Major shareholders" under section B. "Issuer" on page 10 of the Base Prospectus is deleted and replaced as follows:

B.16	Major shareholders	<p>Crédit Mutuel Arkéa's capital is owned by the local savings banks (<i>Caisse Locales</i>) of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations. None of these local savings banks hold more than 5% of the capital of Crédit Mutuel Arkéa.</p> <p>The governance bodies of the federation and the Crédit Mutuel Massif Central regional bank dated June 29, 2018 have approved the convergence process.</p> <p>On September 5th, 2019, Crédit Mutuel Arkéa signed a memorandum of understanding with CFCM and Crédit Mutuel Massif Central federation to define the terms of the separation of the Crédit Mutuel Massif Central federation, which took place on January 1st, 2020. Except this memorandum of understanding, no agreement exists that is likely to result in a change of control in the company.</p>
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6/ The definition "MREL Group" in the item C.8 entitled "Rights attached to the Notes including ranking and limitations to those rights" under section C. "Securities" on page 11 of the Base Prospectus is deleted and replaced as follows:

"MREL Group" means any local savings bank (*caisse locale*) of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations and any federation affiliated to the Issuer from time to time, the Issuer and any of its subsidiaries (excluding Suravenir and Suravenir Assurances) from time to time taken as a whole."

RÉSUMÉ EN FRANÇAIS DU PROGRAMME

1/ The item B.4b entitled "Tendances connues" under section B. "Émetteur" on pages 29 to 30 of the Base Prospectus is deleted and replaced as follows:

B.4 b	Tendances connues	Perspectives de la société depuis la publication de ses derniers états financiers vérifiés
		<p>La croissance française devrait ralentir à 1,4% en 2019, après 1,7% en 2018 et 2,3% en 2017 (pic de 10 ans). L'activité a freiné brutalement au premier semestre 2018 en raison d'un retournement de la confiance des ménages. La question du pouvoir d'achat était au cœur de ce mouvement. En 2019, la croissance du revenu disponible devrait permettre de restaurer la confiance et la consommation. En outre, le prix du baril de Brent devrait également diminuer cette année, autour de 65\$ de moyenne contre 72\$ en 2018. Finalement, la consommation progresserait, selon le Ministère de l'Economie et du Trésor, de 1,7% en 2019 après 0,8% en 2018. Du côté des entreprises, l'investissement devrait demeurer dynamique en raison de capacités de production élevées, qui ne suffisent pas à répondre à la demande.</p> <p>Le ralentissement de la croissance mondiale, dans un contexte incertain, a eu pour conséquence d'uniformiser les discours des banquiers centraux, avec une tonalité plus accommodante qu'en 2018. La Réserve fédérale américaine (la "Fed"), qui annonçait quatre hausses en 2019, a finalement arrêté de remonter ses taux et pourrait même réduire son taux directeur selon 72% des économistes. La Banque centrale européenne a emboîté le pas de la Fed en repoussant à début 2021 une éventuelle première hausse de taux. En outre, de nouvelles opérations ciblées de refinancement de long terme (TLTRO) pourraient être mises en place en septembre 2019, afin de stimuler la distribution de crédit dans la zone euro et l'inflation, qui devrait demeurer inférieure (1,7%) à la cible de 2% en 2019 d'après la BCE. Au Japon, la banque centrale (BoJ) n'a pas modifié sa politique monétaire ultra-accommodante (objectif de taux à court terme à - 0,1%, rendements à 10 ans proches de 0%, achats d'actifs).</p> <p>De nombreuses incertitudes entourent toujours les perspectives économiques mondiales. L'escalade des tensions commerciales entre les Etats-Unis et la Chine et la montée du protectionnisme, concrétisée par l'instauration de nouveaux droits de douane, créent une menace pour la croissance mondiale. Par ailleurs, les risques géopolitiques sont nombreux : Iran, Venezuela, Corée du Nord, Pakistan. Enfin, les risques monétaires et financiers persistent dans un environnement économique de haut de cycle et alors que l'endettement reste massif.</p> <p>Le Conseil d'administration du Crédit Mutuel Arkéa, qui s'est tenu le 17 janvier 2018, a donné mandat aux dirigeants d'engager toute action permettant au Crédit Mutuel Arkéa de devenir un groupe bancaire coopératif indépendant du reste du Crédit Mutuel, afin de poursuivre sa stratégie originale de développement basée sur trois forces : son ancrage territorial, sa culture d'innovation et sa taille intermédiaire.</p> <p>Les administrateurs des caisses locales et des fédérations de Crédit Mutuel de Bretagne, du Sud-Ouest et du Massif Central ont été invités à voter lors du premier semestre 2018, dans le cadre d'un vote d'orientation. A l'issue du processus de consultation engagé par les caisses locales du groupe</p>

		<p>Crédit Mutuel Arkéa et de la tenue des Conseils d'administration des fédérations, le groupe Crédit Mutuel Arkéa a officialisé les résultats des votes des 307 caisses locales qui se sont exprimées. 94.5 % des caisses locales se sont prononcées en faveur du projet d'indépendance du Crédit Mutuel Arkéa qui deviendra ainsi un groupe coopératif et territorial, indépendant du reste du Crédit Mutuel. Ce vote acte la volonté de sortie du groupe Crédit Mutuel Arkéa de l'ensemble Crédit Mutuel et permet d'ouvrir un projet visant à définir les modalités de sa désaffiliation.</p> <p>Ce projet vise à préserver les caractéristiques fondamentales du modèle coopératif et de la raison d'être du groupe Crédit Mutuel Arkéa. Il est également porteur de développement et permettra au groupe Crédit Mutuel Arkéa de continuer à servir ses sociétaires, clients et partenaires.</p> <p>Le Groupe Crédit Mutuel Arkéa a engagé la mise en œuvre opérationnelle de sa désaffiliation unilatérale.</p> <p>De plus, s'agissant du processus de convergence des caisses locales adhérentes de la fédération du Crédit Mutuel Massif Central vers la Caisse Fédérale de Crédit Mutuel (la "CFCM"), le Conseil d'administration de la Confédération Nationale du Crédit Mutuel (la "CNCM") en date du 19 juin 2018 a donné son agrément préalable au projet de convergence du Crédit Mutuel Massif Central vers le CFCM. Les organes de gouvernance de la fédération et de la caisse régionale du Crédit Mutuel Massif Central en date du 29 juin 2018 ont approuvé le processus de convergence.</p> <p>Le 5 septembre 2019, Crédit Mutuel Arkéa a signé, avec la CFCM et la Fédération du Crédit Mutuel Massif Central, un protocole d'accord visant à définir les modalités de la séparation de la fédération du Crédit Mutuel Massif Central intervenue le 1^{er} janvier 2020.</p> <p>Pour plus d'informations, se référer au paragraphe B.5 « <i>Description du Groupe</i> » ci-après.</p>
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2/ The item B.5 entitled "Description du Groupe" under section B. "Émetteur" on pages 30 to 32 of the Base Prospectus is deleted and replaced as follows:

B.5	Description du Groupe	<p>Entrepreneur de la banque et de l'assurance, le groupe Crédit Mutuel Arkéa réunit les fédérations du Crédit Mutuel de Bretagne et du Crédit Mutuel de Sud-Ouest ainsi qu'une trentaine de filiales spécialisées qui couvrent tous les métiers de la sphère bancaire et financière.</p> <p>Crédit Mutuel Arkéa est affilié à la CNCM, organe central du Crédit Mutuel. Avec un réseau de 464 points de vente et la force de ses 9 000 salariés, Crédit Mutuel Arkéa place l'ouverture et le développement au cœur de son projet d'entreprise. Original et audacieux, résolument coopératif et mutualiste, notre Groupe maîtrise l'ensemble de la chaîne de valeur d'un bancassureur, depuis la fabrication jusqu'à la distribution, et affirme sa stratégie grâce à un savoir-faire technologique fort et reconnu.</p> <p>Crédit Mutuel Arkéa dispose de 59,5 milliards d'euros d'encours de crédit et 117,5 milliards d'euros d'encours d'épargne au 30 juin 2019.</p> <p>Le Conseil d'administration du Crédit Mutuel Arkéa, qui s'est tenu le 17 janvier 2018, a donné mandat aux dirigeants d'engager toute action permettant au Crédit Mutuel Arkéa de devenir un groupe bancaire coopératif indépendant du reste du Crédit Mutuel, afin de poursuivre sa</p>
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		<p>stratégie originale de développement basée sur trois forces : son ancrage territorial, sa culture d'innovation et sa taille intermédiaire.</p> <p>Les administrateurs des caisses locales et des fédérations de Bretagne, du Sud-Ouest et du Massif Central ont été invités à voter lors du premier semestre 2018, dans le cadre d'un vote d'orientation. A l'issue du processus de consultation engagé par les caisses locales du groupe Crédit Mutuel Arkéa et de la tenue des Conseils d'administration des fédérations, le groupe Crédit Mutuel Arkéa a officialisé les résultats des votes des 307 caisses locales qui se sont exprimées. 94.5 % des caisses locales se sont prononcées en faveur du projet d'indépendance du Crédit Mutuel Arkéa qui deviendra ainsi un groupe coopératif et territorial, indépendant du reste du Crédit Mutuel. Ce vote acte la volonté de sortie du groupe Crédit Mutuel Arkéa de l'ensemble Crédit Mutuel et permet d'ouvrir un projet visant à définir les modalités de sa désaffiliation.</p> <p>Le groupe Crédit Mutuel Arkéa a engagé la mise en œuvre opérationnelle de sa désaffiliation. Le Conseil d'administration de Crédit Mutuel Arkéa, en date du 29 juin 2018, a approuvé les grands principes du schéma d'organisation cible du futur groupe indépendant. Des travaux permettant de définir les modalités techniques détaillées du projet ont été engagés depuis plusieurs mois et sont en voie de finalisation avec les superviseurs.</p> <p>Les opérations de désaffiliation seront ensuite initiées en lien avec la CNCM et dans la limite des pouvoirs qui lui sont attribués par la loi.</p> <p>S'agissant du processus de convergence des caisses locales adhérentes de la fédération du Crédit Mutuel Massif Central vers la CFCM, le Conseil d'administration de la CNCM en date du 19 juin 2018 a donné son agrément préalable au projet de convergence du Crédit Mutuel Massif Central vers la CFCM. Les organes de gouvernance de la fédération et de la caisse régionale du Crédit Mutuel Massif Central en date du 29 juin 2018 ont approuvé le processus de convergence.</p> <p>Le 5 septembre 2019, Crédit Mutuel Arkéa a signé, avec la CFCM et la fédération du Crédit Mutuel Massif Central, un protocole d'accord visant à définir les modalités de la séparation de la fédération du Crédit Mutuel Massif Central, intervenue le 1^{er} janvier 2020.</p>
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3/ The item B.10 entitled "Réserves formulées dans le rapport d'audit" under section B. "Émetteur" on page 32 of the Base Prospectus is deleted and replaced as follows:

B.10	Réserves formulées dans le rapport d'audit	Sans objet. Les rapports des commissaires aux comptes relatifs aux comptes consolidés des exercices clos le 31 décembre 2017 et le 31 décembre 2018 et les rapports d'examen limité sur les comptes consolidés relatifs au premier semestre clos le 30 juin 2019 ne comportent pas de réserves.
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4/ The item B.12 entitled "Informations financières historiques clés sélectionnées" under section B. "Émetteur" on pages 32 to 33 of the Base Prospectus is deleted and replaced as follows:

B.12	Informations financières historiques clés sélectionnées	Information Financière Consolidée (<i>en millions d'euros</i>) du groupe Crédit Mutuel Arkéa (dont le périmètre comprend (i) l'Émetteur, (ii) les caisses locales affiliées à l'Émetteur, (iii) les fédérations du Crédit Mutuel de Bretagne, du Crédit Mutuel du Sud-Ouest et du Crédit Mutuel Massif Central et (iv) l'ensemble des filiales de l'Émetteur)				
			31 décembre 2017	31 décembre 2018	30 juin 2018 (non audité)	30 juin 2019 (non audité)
	Capital et réserves liées	2.207,9	2.266,4	2.244,9	2.334,8	
	Réserves consolidées	3.531,4	3.896,4	3.904,8	4.298,9	
	Résultat de l'exercice	428,1	437,3	246,5	244,4	
	Capitaux propres consolidés	6.449,1	6.704,4	6.649,8	7.057,4	
	Dettes à court, moyen et long-terme* ¹	12.680,7	14.437,8	13.685,2	13.211,7	
	*y compris les dettes subordonnées	1.892,8	1.667,1	2.402,2	2.508,0	
	Emprunts obligataires (valeur brute)	7.952,6	9.514,3	8.086,4	10.703,7	

¹ Le poste "Dettes à court, moyen et long-terme" est la résultante de l'addition des postes "Dettes représentées par un titre" et "Dettes subordonnées" des états financiers de l'Émetteur.

Il n'y a eu aucun changement significatif dans la situation financière ou commerciale de l'Émetteur ou du Groupe depuis le 30 juin 2019.

Le 5 septembre 2019, Crédit Mutuel Arkéa a signé avec la CFCM et la fédération du Crédit Mutuel Massif Central, un protocole d'accord visant à définir les modalités de la séparation de la fédération du Crédit Mutuel Massif Central, intervenue le 1^{er} janvier 2020.

A partir des données financières arrêtées à fin 2018, l'impact de la séparation de la fédération du Crédit Mutuel Massif Central sur la solvabilité du Groupe est limité (estimé à fin 2018 à une baisse comprise entre 20 bp et 30 bp sur le ratio CET1) et serait *a priori* positif sur le résultat du Groupe.

Aucune détérioration significative n'a eu de répercussion sur les

		<p>perspectives de l'Émetteur et du Groupe depuis le 31 décembre 2018.</p> <p>Le ratio CET 1 est de 17,5% au 30 juin 2019. Les fonds propres de base de catégorie 1 ou « Common Equity Tier 1 » (CET 1) sont de 5,988 milliards d'euros et représentent 79,4 % des fonds propres prudentiels totaux. Ils progressent de 394 millions d'euros en 2019, ce qui correspond principalement à l'intégration du résultat non distribué de l'exercice et à la collecte de parts sociales.</p>
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5/ The item B.16 entitled "Principaux actionnaires" under section B. "Émetteur" on page 33 of the Base Prospectus is deleted and replaced as follows:

B.16	Principaux actionnaires	<p>Le capital de Crédit Mutuel Arkéa est détenu par les caisses locales des fédérations du Crédit Mutuel de Bretagne et du Crédit Mutuel du Sud-Ouest. Aucune des caisses locales des fédérations ne détient plus de 5% du capital de Crédit Mutuel Arkéa.</p> <p>Les organes de gouvernance de la fédération et de la caisse régionale du Crédit Mutuel Massif Central ont approuvé le 29 juin 2018 le processus de convergence vers la CFCM.</p> <p>Le 5 septembre 2019, Crédit Mutuel Arkéa a signé, avec la CFCM et la Fédération du Crédit Mutuel Massif Central, un protocole d'accord visant à définir les modalités de la séparation de la fédération du Crédit Mutuel Massif Central intervenue le 1^{er} janvier 2020. A l'exception de ce protocole d'accord, il n'existe pas d'accord susceptible d'entraîner un changement du contrôle de l'Émetteur.</p>
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6/ The definition "Groupe MREL" in the item C.8 entitled "Droits attachés aux Titres, ainsi que leur rang et les limitations à ces droits" under section C. "Valeurs mobilières" on pages 34 to 35 of the Base Prospectus is deleted and replaced as follows:

"« **Groupe MREL** » désigne toutes les caisses locales des fédérations du Crédit Mutuel de Bretagne et du Crédit Mutuel du Sud-Ouest et toute fédération alors affiliée à l'Émetteur, l'Émetteur et l'une de ses filiales (hors Suravenir et Suravenir Assurances) pris dans leur ensemble."

TERMS AND CONDITIONS OF THE NOTES

The definition "MREL Group" in the paragraph (b) entitled "Senior Non-Preferred Notes" of the article 3 entitled "Status" of the "Terms and Conditions of the Notes" section on page 92 of the Base Prospectus is deleted and replaced as follows:

""MREL Group" means any local savings bank (*caisse locale*) of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations and any federation affiliated to the Issuer from time to time, the Issuer and any of its subsidiaries (excluding Suravenir and Suravenir Assurances) from time to time taken as a whole."

DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP

1/ The article 1.1 entitled "Crédit Mutuel Arkéa Group" of the "Description of Crédit Mutuel Arkéa and the Group" section on page 133 of the Base Prospectus is deleted and replaced as follows:

"1.1. Crédit Mutuel Arkéa Group

A universal bank that is open to all, Crédit Mutuel Arkéa is both a producer and distributor of its products and services. This positioning gives it control over the entire value-added chain thanks to the contributions of its specialized subsidiaries.

The Group's basic unit is the local savings bank (*caisse locale*). Each local savings bank has a restricted area of operations and its capital is owned by customer shareholders in the form of shares.

Crédit Mutuel Arkéa Group comprises the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations as well as approximately thirty (30) specialised subsidiaries, which enable it to cover all of the business lines in the banking and financial area.

Crédit Mutuel Arkéa is affiliated to the *Confédération Nationale du Crédit Mutuel* (the "**CNCM**"), the central body of the Crédit Mutuel.

With a network of 464 points of sale and the strength of its 9,000 employees, Crédit Mutuel Arkéa places openness and development at the heart of its business plan. Original and bold, resolutely cooperative and mutual, our Group controls the entire value chain of a bancassurer, from manufacturing to distribution, and affirms its strategy thanks to a strong and recognized technological know-how.

Crédit Mutuel Arkéa has € 59.5 billion in outstanding loans and € 117.5 billion in savings outstanding as at June 30, 2019.

At its meeting of January 17, 2018, the Board of Directors of Crédit Mutuel Arkéa mandated the managers to take all necessary measures to enable Crédit Mutuel Arkéa to become a cooperative banking group independent from the Crédit Mutuel, in order to pursue its original development strategy based on three strengths: its territorial roots, its culture of innovation and its intermediate size.

The directors of the local savings banks and the Crédit Mutuel de Bretagne, Crédit Mutuel du Sud-Ouest and Crédit Mutuel Massif Central federations were invited to vote in the first half of 2018, as part of an orientation vote. At the end of the consultation process initiated by the local savings banks of the Crédit Mutuel Arkéa group and the holding of Board meetings of the federations, the Crédit Mutuel Arkéa group has made the results of the votes of the 307 local savings banks that voted. 94.5 % of the local savings banks voted in favour of the independence project of Crédit Mutuel Arkéa, which will thus become a group cooperative and territorial, independent from Crédit Mutuel. This vote acknowledges the Crédit Mutuel Arkéa group's intention to exit the Crédit Mutuel and allows opening a project to define the modalities of its disaffiliation.

The Crédit Mutuel Arkéa group has begun the operational implementation of its disaffiliation. On June 29, 2018, Crédit Mutuel Arkéa's Board of Directors approved the main principles of the target organisational structure of the future independent group. Work to define exhaustive technical details of the project has been underway for several months and is in the process of being finalised with the supervisors.

The disaffiliation operations will then be initiated in connection with the CNCM and in the limit of the powers granted to it by law.

With regard to the convergence process of local savings banks of the Crédit Mutuel Massif Central federation to the Caisse Fédérale de Crédit Mutuel (the "**CFCM**"), the Board of Directors of the CNCM on June 19, 2018 has given its prior approval to Crédit Mutuel Massif Central's convergence project to the CFCM. The governance bodies of the federation and the Crédit Mutuel Massif Central regional bank dated June 29, 2018 have approved the convergence process.

On September 5th, 2019, Crédit Mutuel Arkéa signed a memorandum of understanding with CFCM and Crédit Mutuel Massif Central federation to define the terms of the separation of the Crédit Mutuel Massif Central federation, which took place on January 1st, 2020.

Furthermore, Crédit Mutuel Arkéa ensures that the Group's main financial ratios comply with the regulatory limits set by the banking authorities.

From a regulatory standpoint, Crédit Mutuel Arkéa together with the local savings banks of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations are the Group's consolidating parent company. It is licensed as such by the banking and financial authorities.

The credit institution, whose financial statements are hereafter referred to as the consolidated financial statements, consists of the cooperative companies (local savings banks of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations), the legal entity Crédit Mutuel Arkéa and its affiliates."

2/ The article 2.1 entitled "Intra-Group financial solidarity" of the "Description of Crédit Mutuel Arkéa and the Group" section on page 133 of the Base Prospectus is deleted and replaced as follows:

"2.1. Intra-Group financial solidarity

Crédit Mutuel Arkéa's solidarity mechanism is interfederal in accordance with Article R. 511-3 of the French *Code monétaire et financier*. This article stipulates that the ECB, on proposal from the ACPR may, with respect to mutual and cooperative companies, issue a collective license to a savings bank for it and all affiliated savings banks when the liquidity and solvency of the local savings banks are guaranteed through this affiliation. Crédit Mutuel Arkéa has received a collective license for itself and all member local savings banks since the ACPR and the ECB felt that the liquidity and solvency of the local savings banks were guaranteed through this affiliation.

The solidarity mechanism is set up through the financial by-laws contained in each of the general operating by-laws of the Crédit Mutuel de Bretagne and Crédit Mutuel du Sud-Ouest federations. It only binds the member local savings banks, the federation and Crédit Mutuel Arkéa. Moreover, it does not create third-party obligations for the local savings banks. In other words, the members of Crédit Mutuel Arkéa are not liable to third parties. Creditors of a local savings bank can only assert their claims to that specific local savings bank, and not indiscriminately to another savings bank or Crédit Mutuel Arkéa."

3/ The article 5 entitled "Share capital and long-term debt of Crédit Mutuel Arkéa" of the "Description of Crédit Mutuel Arkéa and the Group" section on page 135 of the Base Prospectus is deleted and replaced as follows:

"5. Share capital and long-term debt of Crédit Mutuel Arkéa

As at 6 January 2020, the share capital of the Issuer amounts to €2,254,057,724 and the long-term debt of the Issuer amounts to €16,747,747,449.

Updated information on the Issuer's share capital and long-term debt will be published (i) regularly on the website of the Issuer and (ii) when the update of such information constitutes a significant new factor pursuant to Article 16 of the Prospectus Directive (as described in the section "Supplement to the Base Prospectus" above), in a supplement to the Base Prospectus."

GENERAL INFORMATION

The paragraph (3) of the "General Information" section on page 173 of the Base Prospectus is deleted and replaced as follows:

- "(3) There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2019.

On September 5th, 2019, Crédit Mutuel Arkéa signed a memorandum of understanding with the Caisse Fédérale de Crédit Mutuel and Crédit Mutuel Massif Central federation to define the terms of the separation of the Crédit Mutuel Massif Central federation, which took place on January 1st, 2020.

Based on financial data at the end of 2018, the impact of the exit of the thirty local savings banks of the Crédit Mutuel Massif Central federation on the solvency of the Group is limited (estimated at the end of 2018 to a decrease of between 20 bp and 30 bp on the CET1 ratio), and would be positive *a priori* on the Group's income."