

**PROSPECTUS SUPPLEMENT N° 1 DATED 21 SEPTEMBER 2017
TO THE BASE PROSPECTUS DATED 27 JUNE 2017**



ARKÉA HOME LOANS SFH
(duly licensed French specialised credit institution)

€10,000,000,000

**COVERED BOND PROGRAMME
FOR THE ISSUE OF *OBLIGATIONS DE FINANCEMENT DE L'HABITAT***

This supplement (the "**First Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 27 June 2017 (the "**Base Prospectus**") prepared with respect to the €10,000,000,000 Covered Bond Programme (the "**Programme**") for the issue, from time to time, subject to compliance with all relevant laws, regulations and directives, of covered bonds (the "**Covered Bonds**") by Arkéa Home Loans SFH (the "**Issuer**"). Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

On 27 June 2017, 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 First Supplement as a supplement to the Base Prospectus for the purposes of article 16 of the Prospectus Directive and article 13 of Luxembourg Law.

This First Supplement has been produced for the purposes of :

- supplementing the section entitled "SUMMARY OF THE PROGRAMME" on pages 6 *et seq.* of the Base Prospectus;

- supplementing the section entitled "RESUME DU PROGRAMME (TRANSLATION OF THE SUMMARY OF THE PROGRAMME)" on pages 21 *et seq.* of the Base Prospectus;
- supplementing the section "DOCUMENTS INCORPORATED BY REFERENCE" on pages 72 *et seq.* of the Base Prospectus; and
- supplementing the section entitled "GENERAL INFORMATION" on pages 189 *et seq.* of the Base Prospectus.

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SUMMARY OF THE PROGRAMME

On page 8 of the Base Prospectus, the Element B.12 entitled "Selected historical key financial information" under section B. "Issuer" shall be completed by the following:

Comparative Interim Financial Data (in thousands of EUR)

Income Statement	30 June 2017	30 June 2016
Net banking income	1,108	1,133
Gross operating income	356	235
Net income	139	53

Balance sheet	30 June 2017	31 December 2016
Total consolidated balance sheet	4,655,424	4,683,157
Shareholders' equity	42,327	42,349
Debt securities	4,583,090	4,607,288

On page 8 of the Base Prospectus, the last sentence of Element B.12 entitled "Selected historical key financial information" under section B. "Issuer" shall be deleted and replaced by the following:

To the best of the Issuer's knowledge, there has been no material adverse change in the prospects of the Issuer since its last financial statements dated 31 December 2016 and there has been no significant change in the financial or trading position of the Issuer since 30 June 2017."

RESUME DU PROGRAMME (TRANSLATION OF THE SUMMARY OF THE PROGRAMME)

On page 23 of the Base Prospectus, the Element B.12 entitled "Sélection d'informations financières historiques clés" under section B. "Émetteur" shall be completed by the following:

Données financières semestrielles comparées (en milliers d'euros)

Compte de résultat	30 juin 2017	30 juin 2016
Produit net bancaire	1.108	1.133
Résultat brut d'exploitation	356	235
Résultat net	139	53

Bilan	30 juin 2017	31 décembre 2016
Total du bilan consolidé	4.655.424	4.683.157
Fonds propres	42.327	42.349
Titres de créances	4.583.090	4.607.288

On page 23 of the Base Prospectus, the last sentence of Element B.12 entitled "Selected historical key financial information" under section B. "Issuer" shall be deleted and replaced by the following:

"À la connaissance de l'Émetteur, aucun changement défavorable significatif influant sur ses perspectives d'activité n'a eu lieu depuis la date des derniers états financiers au 31 décembre 2016, et il n'est survenu aucun changement significatif dans la situation financière et commerciale de l'Émetteur depuis le 30 juin 2017. "

DOCUMENTS INCORPORATED BY REFERENCE

The English language version of the unaudited financial statements of the Issuer as at, and for the six-month period ended, 30 June 2017 together with the related notes (the "**2017 Interim Unaudited Financial Statements**") and the auditors' report thereon (the "**2017 Interim Auditors' Report**") and together with the 2017 Interim Unaudited Financial Statements (the "**2017 Interim Financial Information**") which have been filed with the CSSF for the purposes of Article 16 of the Prospectus Directive and Article 13 of the Luxembourg Law are incorporated by reference in, and form part of, the Base Prospectus as supplemented.

The 2017 Interim Unaudited Financial Statements have been approved by the Boards of Directors of the Issuer dated 25 August 2017.

The Issuer assumes responsibility for the correct translation of the 2017 Interim Financial Information.

The information incorporated by reference in the Base Prospectus as supplemented by this First Supplement shall be read in connection with the cross reference list below:

Cross-reference list¹

INFORMATION INCORPORATED BY REFERENCE (Annex XI item 11 of the European Regulation 809/2004/EC)	REFERENCE
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.5 Historical financial information	
<i>2017 Interim Financial Information</i>	
Balance Sheet	Page 6 of the 2017 Interim Unaudited Financial Statements
Income Statements	Page 7 of the 2017 Interim Unaudited Financial Statements
Cash Flow Statements	Page 14 of the 2017 Interim Unaudited Financial Statements
Notes	Page 9 to 15 of the 2017 Interim Unaudited

¹ Please note that the pages of the cross-reference list refer to the PDF version of the 2017 Interim Unaudited Financial Statements.

	Financial Statements
Auditors' report on the 2017 Interim Unaudited Financial Statements	2017 Interim Auditors' Report

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the European Regulation (EC) N° 809/2004 of the Commission dated 29 April 2004, as amended.

GENERAL INFORMATION

On page 189, paragraph (3) of section "GENERAL INFORMATION" shall be deleted and replaced as follows:

"(3) There has been no significant change in the financial or trading position of the Issuer since 30 June 2017."

On page 190, paragraph (12) (c) of section "GENERAL INFORMATION" shall be deleted and replaced as follows:

"(c) the audited non-consolidated financial statements of the Issuer, including the cash flow statements of the Issuer for the fiscal years ended 31 December 2016 and 31 December 2015, in respect of the financial year ended 31 December 2016 and the unaudited interim financial statements of the Issuer for the six-month period ended 30 June 2017; "

Copies of the Base Prospectus, this First Supplement and the 2017 Interim Financial Information may be obtained, without charge on request, at the principal office of the Issuer and the Paying Agents set out at the end of the Base Prospectus during normal business hours so long as Covered Bonds are capable of being issued under the Programme. Such documents will also be published on the website of the Issuer (http://www.arkea.com/banque/assurance/credit/mutuel/ecb_5039/fr/home-loans-sfh) and on the website of the Luxembourg Stock Exchange (www.bourse.lu) at least during a period of twelve (12) months from the date of the Base Prospectus.

The Issuer accepts responsibility for the information contained in this First Supplement. To the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Save as disclosed in this First Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into the Base Prospectus by this First Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statement in (a) above shall prevail.

In accordance with article 16.2 of the Prospectus Directive and article 13 paragraph 2 of the Luxembourg Law, investors who have, in the course of an offer of securities to the public,

already agreed to purchase or subscribe for the securities before first publication of this First Supplement have the right, exercisable within a time limit of two (2) working days after the publication of this First Supplement (*i.e.* until 25 September 2017 included), to withdraw their acceptances, provided that the new factor, mistake or inaccuracy referred to in article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the securities.