

**PROSPECTUS SUPPLEMENT N° 1 DATED 7 APRIL 2015
TO THE BASE PROSPECTUS DATED 18 SEPTEMBER 2014**



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 18 September 2014 (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 ARKEA 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 18 September 2014, 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 "DOCUMENTS INCORPORATED BY REFERENCE" on page 40 *et seq.* of the Base Prospectus; and
- supplementing the section entitled "GENERAL INFORMATION" on page 155 *et seq.* of the Base Prospectus.

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DOCUMENTS INCORPORATED BY REFERENCE

The free translation into English of the financial statements of the Issuer as at, and for the year ended, 31 December 2014 together with the related notes (the "**2014 Financial Statements**") and the auditor's reports thereon (the "**2014 Auditors' Report**") and together with the 2014 Financial Statements the "**2014 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 2014 Financial Statements have been approved by the Boards of Directors of the Issuer dated 19 March 2015 and will be submitted to the approval of the *Assemblée Générale Ordinaire* of the Issuer on 21 May 2015.

The Issuer takes responsibility for the free translation of the 2014 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:

INFORMATION INCORPORATED BY REFERENCE (Annex IX of the European Regulation 809/2004/EC)	REFERENCE
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.1 Historical financial information	
2014 Financial Information	
Balance Sheet	Page 1 of the 2014 Financial Statements
Income Statements	Page 2 of the 2014 Financial Statements
Notes	Page 3 to 8 of the 2014 Financial Statements
Auditors' report relating to the above	2014 Auditors' report (separate document)

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

The item 3 of the section entitled "GENERAL INFORMATION" on page 155 of the Base Prospectus is deleted and replaced as follows :

"There has been no significant change in the financial or trading position of the Issuer since 31 December 2014".

The item 4 of the section entitled "GENERAL INFORMATION" on page 155 of the Base Prospectus is deleted and replaced as follows :

"There has been no material adverse change in the prospects of the Issuer since 31 December 2014"

Copies of the Base Prospectus, this First Supplement and the 2014 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 First 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 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 9 April 2015 included), to withdraw their acceptances.