

SUPPLEMENT N°3 DATED 30 MARCH 2023

TO THE BASE PROSPECTUS DATED 22 JULY 2022



Arkéa Public Sector SCF

(*société de crédit foncier* duly licensed as a French specialised credit institution)

**€10,000,000,000 Euro Medium Term Note Programme
for the issue of *obligations foncières* and other privileged notes**

This third supplement (the "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 22 July 2022 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 22 September 2022 (the "**First Supplement**") and the second supplement to the Base Prospectus dated 20 October 2022 (the "**Second Supplement**"), all prepared by Arkéa Public Sector SCF (the "**Issuer**") in relation to its €10,000,000,000 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 French law *obligations foncières* (the "**French law Privileged Notes**") or German law registered notes (*Namenschuldverschreibungen*) (together, the "**Privileged Notes**") which was approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority pursuant to 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, as amended (the "**Prospectus Regulation**"), as a base prospectus for the purposes of Article 8 of the Prospectus Regulation on 22 July 2022.

Application has been made to the CSSF in its capacity as competent authority pursuant to the Prospectus Regulation for approval of this Supplement as a supplement to the Base Prospectus.

The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The CSSF assumes no responsibility as to the economic and financial soundness of the Privileged Notes and the quality or solvency of the Issuer and such approval should not be considered as an endorsement of the quality of the securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the securities.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. To the extent there is any inconsistency between (a) any statement contained in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement, and (b) any other statement contained in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

The Issuer accepts responsibility for the information contained in this 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 or incorporated by reference in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of Privileged Notes since the publication of the Base Prospectus, as supplemented by the First Supplement and the Second Supplement.

In accordance with Article 23.2 of the Prospectus Regulation, where French law Privileged Notes are offered to the public, investors who have already agreed to purchase or subscribe for such French law Privileged Notes before this Supplement is published have the right, exercisable within a time-limit of two (2) working days after the publication of this Supplement (no later than 3 April 2023) to withdraw their acceptances provided that the new factor, material mistake or material inaccuracy referred to in Article 23.1 of the Prospectus Regulation arose or was noted before the final closing of the offer or the delivery of the French law Privileged Notes, whichever occurs first. Investors may contact the Issuer should they wish to exercise the right of withdrawal.

The Issuer has prepared this Supplement to its Base Prospectus pursuant to Article 23.1 of the Prospectus Regulation for the purposes of incorporating by reference the financial statements of the Issuer for the year

ended 31 December 2022 (the "**2022 Financial Statements**"). As a result, the following sections of the Base Prospectus have been updated:

- "RISK FACTORS" (pages 16 *et seq.* of the Base Prospectus, as supplemented by the First Supplement);
- "SUPPLEMENT TO THE BASE PROSPECTUS" (page 39 of the Base Prospectus);
- "DOCUMENTS INCORPORATED BY REFERENCE" (pages 40 *et seq.* of the Base Prospectus, as supplemented by the First Supplement) to incorporate by reference the 2022 Financial Statements;
- "MAIN FEATURES OF THE LEGISLATION AND REGULATIONS RELATING TO *SOCIÉTÉS DE CRÉDIT FONCIER*" (pages 81 *et seq.* of the Base Prospectus, as supplemented by the First Supplement);
- "DESCRIPTION OF THE ISSUER" (pages 87 *et seq.* of the Base Prospectus, as supplemented by the First Supplement);
- "GENERAL INFORMATION" (pages 133 *et seq.* of the Base Prospectus, as supplemented by the First Supplement).

This Supplement will be (a) published on the websites of (i) the Luxembourg Stock Exchange (www.luxse.com) and (ii) the Issuer (www.arkea.com/banque/assurance/credit/mutuel/ecb_5040/fr/public-sector-scf) and (b) available for inspection and obtainable, upon request and free of charge, during usual business hours, on any weekday at the registered office of the Issuer (1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France).

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CHANGE OF THE LUXEMBOURG STOCK EXCHANGE'S WEBSITE

Any reference in the Base Prospectus, as supplemented by the First Supplement and the Second Supplement, to "www.bourse.lu" is deleted and replaced by a reference to "www.luxse.com".

RISK FACTORS

The first paragraph of the risk factor entitled "*Interest and currency risks*" of paragraph 1 entitled "*Risks related to the Issuer and its operations*" of subsection I entitled "*Risks related to the Issuer*" of the section entitled "*Risk Factors*" on page 19 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

"Interest and currency risks

As described in section "*Description of the Issuer – Business Overview*", each advance granted by the Issuer to the benefit of the Borrower under the Facility Agreement shall be made available in the same Specified Currency and according to the same interest conditions to those applicable to the Privileged Notes funding such advance. As a consequence, as long as an event of default under the Facility Agreement has not occurred, the Issuer is not exposed to any currency and interest risk regarding the advances and the Privileged Notes. As of 31 December 2022, the advances granted by the Issuer to the benefit of the Borrower under the Facility Agreement amount to 1,837,000,000.00 euros."

The first and second paragraphs of the risk factor entitled "*Liquidity risk*" of paragraph 1 entitled "*Risks related to the Issuer and its operations*" of subsection I entitled "*Risks related to the Issuer*" of the section entitled "*Risk Factors*" on page 19 of the Base Prospectus, as supplemented by the First Supplement, are amended as follows:

"Liquidity risk

The maturity and amortisation profile of the assets transferred as Collateral Security will not match the repayment profile and maturities of the Privileged Notes. Therefore, upon the occurrence of an event of default under the Facility Agreement and the enforcement of the Collateral Security, such mismatch creates a potential need for liquidity at the level of the Issuer. As of 31 December 2022, no such mismatch had occurred.

Pursuant to Articles L.513-8 and R.513-7 of the French Monetary and Financial Code, the Issuer must, at all time, cover its treasury needs over a period of one hundred and eighty (180) days. As 31 December 2022, the Issuer had to maintain a minimum of 0 euro to cover its treasury needs."

The last paragraph of the risk factor entitled "*Commingling risk*" of paragraph 1 entitled "*Risks related to the Issuer and its operations*" of subsection I entitled "*Risks related to the Issuer*" of the section entitled "*Risk Factors*" on page 20 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

"Commingling risk

[...]

To address such commingling risk, the Issuer will benefit from a guarantee from Crédit Mutuel Arkéa and an undertaking from Crédit Mutuel Arkéa to transfer to the Issuer, by crediting such account as designated by the Issuer, certain amounts on each relevant collection payment date following Crédit Mutuel Arkéa's short-term, unsecured, unsubordinated and unguaranteed debt obligation falling below such minimum ratings, complying with the Rating Agency's public methodologies and criteria in order to maintain the rating of the Privileged Notes. As of 31 December 2022, the balance of such account amounted to 2,298,172,037.79 euros."

The second paragraph of the risk factor entitled "*Borrower's ability to pay under the Facility Agreement*" of paragraph 2 entitled "*Risks related to the Borrower*" of subsection I entitled "*Risks related to the Issuer*" of the section entitled "*Risk Factors*" on page 20 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

"Borrower's ability to pay under the Facility Agreement

[...]

As of 31 December 2022, the advances granted by the Issuer to the benefit of the Borrower under the Facility Agreement amount to 1,837,000,000.00 euros."

SUPPLEMENT TO THE BASE PROSPECTUS

The second paragraph of the section entitled "*Supplement to the Base Prospectus*" on page 39 of the Base Prospectus is deleted and replaced by the following:

"In accordance with Article 23.2 of the Prospectus Regulation, where the relevant Final Terms relate to an offer of French law Privileged Notes to the public in France, investors who have already agreed to purchase or subscribe French law Privileged Notes before the publication of the Supplement benefit from a withdrawal right within a time limit of two (2) working days after the publication of such Supplement if the new factor, material mistake or material inaccuracy referred to in Article 23.1 of the Prospectus Regulation arose or was noted before the final closing of the offer or the delivery of the French law Privileged Notes, whichever occurs first. That period may be extended by the Issuer or, if any, the relevant Authorised Offeror(s). The date on which the withdrawal period ends will be stated in the relevant Supplement. On 22 July 2023, this Base Prospectus, as supplemented (as the case may be), will expire and the obligation to supplement this Base Prospectus in the event of significant new factors, material mistakes or material inaccuracies will no longer apply."

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "*Documents incorporated by reference*" on pages 40 and 41 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows for the purposes of incorporating by reference in the Base Prospectus the 2022 Financial Statements:

"This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously or simultaneously filed with the *Commission de surveillance du secteur financier* (the "CSSF") and which are incorporated by reference in, and shall be deemed to form part of, this Base Prospectus:

- the French language 2020 financial statements of the Issuer for the year ended 31 December 2020 (the **"2020 Financial Statements"**, https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2021-03/rfa_2020_scf_def_complet.pdf) comprised of the statutory auditors' report thereon and the audited financial statements of the Issuer with respect thereto;
- the French language 2021 financial statements of the Issuer for the year ended 31 December 2021 (the **"2021 Financial Statements"**, https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2022-03/rapport_financier_annuel_2021_scf_vdef_complet.pdf) comprised of the statutory auditors' report thereon and the audited financial statements of the Issuer with respect thereto;
- the French language 2022 financial statements of the Issuer for the half-year ended 30 June 2022 (the **"2022 Half-Year Financial Statements"**, https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2022-09/arkea_ps_scf_rfs_v_finale.pdf) comprised of the statutory auditors' limited review report thereon and the unaudited financial statements of the Issuer with respect thereto,
- the French language 2022 financial statements of the Issuer for the year ended 31 December 2022 (the **"2022 Financial Statements"**, https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2023-03/rfa_scf_2022_v_def_08_03_2023_sans_signature.pdf) comprised of the statutory auditors' report thereon and the audited financial statements of the Issuer with respect thereto;

and, for the purposes only of further issues of French law Privileged Notes to be assimilated (*assimilées* for the purpose of French law) and form a single Series with French law Privileged Notes already issued under the relevant EMTN Previous Terms and Conditions (as defined below):

- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 24 to 49 of the base prospectus of the Issuer dated 31 August 2011 (which was approved by the CSSF in Luxembourg) (the **"2011 Conditions"**, <https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2014-06/prospectus-de-base-credit-mutuel-arkea-public-sector-scf-31082011.pdf>);
- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 23 to 43 of the base prospectus of the Issuer dated 19 December 2012 (which was approved by the CSSF in Luxembourg) (the **"2012 Conditions"**, <https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2014-06/base-prospectus-credit-mutuel-arkea-public-sector-scf-19122012.pdf>);
- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 53 to 75 of the base prospectus of the Issuer dated 28 August 2015 (which was approved by the CSSF in Luxembourg) (the **"2015 Conditions"**, <https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2016-11/base-prospectus-arkea-public-sector-scf-28082015.pdf>);
- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 53 to 75 of the base prospectus of the Issuer dated 14 October 2016 (which was approved by the CSSF in Luxembourg) (the **"2016 Conditions"**, <https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2016-11/base-prospectus-arkea-public-sector-scf-14102016.pdf>);
- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 54 to 76 of the base prospectus of the Issuer dated 26 October 2017 (which was approved by the CSSF in Luxembourg) (the **"2017 Conditions"**, <https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2017-10/base-prospectus-arkea-public-sector-scf-26102017.pdf>);

- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 78 to 103 of the base prospectus of the Issuer dated 26 November 2018 (which was approved by the CSSF in Luxembourg) (the **"2018 Conditions"**, https://www.arka.com/banque/assurance/credit/upload/docs/application/pdf/2018-11/arka_ps_scf_base_prospectus_final.pdf); and
- the section "*Terms and Conditions of the French law Privileged Notes*" contained on pages 42 to 77 of the base prospectus of the Issuer dated 2 July 2021 (which was approved by the CSSF in Luxembourg) (the **"2021 Conditions"**, https://www.cm-arka.com/banque/assurance/credit/upload/docs/application/pdf/2021-07/arka_ps_scf_base_prospectus_final45068480.1.pdf), and together with the 2011 Conditions, the 2012 Conditions, the 2015 Conditions, the 2016 Conditions, the 2017 Conditions and the 2018 Conditions, the **"EMTN Previous Conditions"**)

To the extent that only the EMTN Previous Conditions are specified to be incorporated by reference therein, the non-incorporated parts of the previous base prospectuses are either not relevant for investors or are covered elsewhere in the Base Prospectus.

So long as any of the Privileged Notes are outstanding, all documents incorporated by reference in this Base Prospectus will be (i) available for inspection and obtainable, upon request and free of charge, during usual business hours, on any weekday at the registered office of the Issuer (1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France) and (ii) published (a) on the website of the Luxembourg Stock Exchange (<https://www.luxse.com/>) and/or (b) for at least ten (10) years from the date of their publication, on the website of the Issuer (www.arka.com/banque/assurance/credit/mutuel/ecb_5040/fr/public-sector-scf).

Except for the EMTN Previous Conditions, the information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference list below.

Cross-reference list relating to the 2020 Financial Statements, the 2021 Financial Statements, the 2022 Half-Year Financial Statements and the 2022 Financial Statements

INFORMATION INCORPORATED BY REFERENCE (Annex 6 of the Delegated Regulation (EU) 2019/980 dated 14 March 2019, as amended)	REFERENCE			
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	2020 Financial Statements	2021 Financial Statements	2022 Half-Year Financial Statements	2022 Financial Statements
<u>13.1 Historical financial information</u>				
- Balance sheet	Page 21	Page 19	Page 5	Page 18
- Income statement	Page 22	Page 20	Page 6	Page 19
- Notes	Pages 25 to 30	Pages 23 to 28	Pages 9 to 14	Pages 22 to 27
- Cash flow statement	Page 29	Page 27	Page 13	Page 26
- Auditors' report	Pages 31 to 39	Pages 29 to 37	Pages 16 to 19	Pages 28 to 35

MAIN FEATURES OF THE LEGISLATION AND REGULATIONS RELATING TO *SOCIÉTÉS DE CRÉDIT FONCIER*

The sixth paragraph of the paragraph entitled "*Cover ratio*" of the section entitled "*Main features of the legislation and regulations relating to sociétés de crédit foncier*" on page 83 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

"Cover ratio

[...]

In addition, Crédit Mutuel Arkéa and the Issuer have entered into agreements in order to ensure, by providing to the Issuer liquidity support or transferring to the Issuer additional eligible assets or otherwise, that the Issuer will, at all times, maintain an overcollateralisation ratio (also referred to as the asset cover ratio) between its eligible assets and its Privileged Notes equal to or greater than one hundred and five per cent. (105%) (see section "*Description of the Issuer – Business Overview – OC Test*"). As of 31 December 2022, the asset cover ratio was equal to 125.1 %."

DESCRIPTION OF THE ISSUER

The second paragraph of sub-paragraph entitled "*OC Test*" of paragraph entitled "*Business overview*" of the section entitled "*Description of the Issuer*" on page 90 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

"OC Test

[...]

The OC Test shall be made according to the terms, definitions and calculation formula set out in the Collateral Security Agreement. Compliance with the OC Test requires that the OC Ratio (as defined below) shall be at least equal to 105% (as of 31 December 2022, the asset cover ratio was equal to 125.1%),"

The second paragraph of sub-paragraph entitled "*Funding of the advances*" of paragraph entitled "*Business overview*" of the section entitled "*Description of the Issuer*" on page 91 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

"Funding of the advances

[...]

As of 31 December 2022, the Issuer's subordinated debt ("*dettes subordonnées*") amounted to €0 and the nominal amount of all outstanding French law Privileged Notes issued by the Issuer amounted to €1,837,000,000.00 of principal and €5,786,876.00 of interests. Such Notes are scheduled to mature no later than 19 October 2046."

GENERAL INFORMATION

Paragraphs 3, 6, 7 and 11 of the section entitled "General Information" on pages 133 to 135 of the Base Prospectus, as supplemented by the First Supplement, is amended as follows:

- "(3) The Issuer has obtained all necessary corporate and other consents, approvals and authorisations in France in connection with the update of the Programme.

Any issuance of Privileged Notes under the Programme, to the extent that such Privileged Notes constitute obligations under French law, requires the prior authorisation of the board of directors (*conseil d'administration*) of the Issuer. The board of directors (*conseil d'administration*) of the Issuer may delegate to any person, the power to decide on the issue of such Privileged Notes within a period of one (1) year.

For this purpose, on 8 December 2022, the board of directors (*conseil d'administration*) of the Issuer has (i) authorised the issue of *obligations foncières* and other privileged notes under the Programme for maximum nominal amount of €2,000,000,000 (or its equivalent in any other currency) for a period of one (1) year and (ii) delegated to the chief executive officer (*directeur général*) and the vice chief executive officer (*directeur général délégué*) of the Issuer the power to issue such Privileged Notes.

- (6) Save as disclosed in this Base Prospectus and in particular in paragraph 1.5 (*Risks related to Covid-19*) of section "Risk Factors" of this Base Prospectus, there has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 December 2022, the consequences of which are difficult to assess as of the date hereof.
- (7) There has been no material adverse change in the prospects of the Issuer since 31 December 2022.
- (11) The Issuer's statutory auditors are registered with the *Compagnie Nationale des Commissaires aux Comptes* (official statutory auditors' representative body) and subject to the authority of the *Haut Conseil du Commissariat aux Comptes* (French High Council of Statutory Auditors). They have audited and rendered unqualified audit reports on (a) the 2020 Financial Statements, (b) the 2021 Financial Statements, (c) the 2022 Financial Statements and (d) a limited review report on the 2022 Half-Year Financial Statements. The Issuer does not produce consolidated financial statements."