

SUPPLEMENT N°1 DATED 20 SEPTEMBER 2024
TO THE BASE PROSPECTUS DATED 28 JUNE 2024



CRÉDIT MUTUEL ARKÉA
€20,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

This first supplement (the "**Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 28 June 2024 which was approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") on 28 June 2024 (the "**Base Prospectus**") prepared by Crédit Mutuel Arkéa (the "**Issuer**") in relation to its €20,000,000,000 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**"). The Base Prospectus as supplemented by this Supplement constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the Council dated 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**").

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

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 Notes and the quality or solvency of the Issuer and such approval should not be considered as an endorsement of the Issuer nor of the quality of the Notes described in the Base Prospectus, as supplemented by 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 in this Supplement or any statement incorporated by reference in the Base Prospectus by this Supplement and (b) any other statement 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, 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 Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information in, or incorporated by reference in, the Base Prospectus, which is capable of affecting the assessment of Notes since the publication of the Base Prospectus.

In accordance with Article 23(2) of the Prospectus Regulation, where Notes are offered to the public, investors who have already agreed to purchase or subscribe for such 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 (*i.e.* no later than 24 September 2024), 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 Notes, whichever occurs first. Investors may contact the Issuer or, if any, the relevant Authorised Offeror(s) should they wish to exercise the right of withdrawal.

The Issuer has prepared this Supplement pursuant to Article 23(1) of the Prospectus Regulation for the purposes of updating the following sections of the Base Prospectus:

- "**RISK FACTORS**" (pages 18 *et seq.* of the Base Prospectus);
- "**DOCUMENTS INCORPORATED BY REFERENCE**" (pages 38 *et seq.* of the Base Prospectus);

- "TERMS AND CONDITIONS OF THE NOTES" (pages 49 *et seq.* of the Base Prospectus);
- "DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP" (pages 115 *et seq.* of the Base Prospectus); and
- "GENERAL INFORMATION" (pages 155 *et seq.* of the Base Prospectus).

This Supplement will be published on the websites of (i) the Luxembourg Stock Exchange (www.luxse.com) and/or (ii) Crédit Mutuel Arkéa (https://www.arkea.com/banque/assurance/credit/mutuel/ecb_5038/fr/programme-empt), in each case in accordance with the Prospectus Regulation.

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RISK FACTORS

Paragraph 1 entitled "*RISK FACTORS RELATING TO THE ISSUER AND ITS ACTIVITY*" of the section entitled "*RISK FACTORS*" on pages 18 and 19 of the Base Prospectus is deleted and replaced by the following:

"Investors are invited to read the detailed information on risk factors relating to the Issuer and its activity set out in (i) the 2023 Universal Registration Document (pages 279 to 292) and (ii) the Amendment to the 2023 Universal Registration Document (pages 42 to 43), which are incorporated by reference in this Base Prospectus (see "*Documents Incorporated by Reference*").

In particular, the Issuer is subject to the following categories of risks:

- strategic, business and ecosystem risks, including the following sub-categories:
 - macroeconomic risk (pages 279 and 280 of the 2023 Universal Registration Document and page 42 of the Amendment to the 2023 Universal Registration Document);
 - risk related to the regulatory environment (including risk related to changes in prudential requirements (page 280 of the 2023 Universal Registration Document) and risk related to changes in regulatory requirement (page 281 of the 2023 Universal Registration Document));
 - strategic risk (including business model risk (page 281 of the 2023 Universal Registration Document), risks relating to Crédit Mutuel Arkéa's affiliation to Crédit Mutuel group (page 42 of the Amendment to the 2023 Universal Registration Document) and risk related to the competitive environment (page 282 of the 2023 Universal Registration Document)); and
 - resolution risk (including governance risk (related to the implementation of resolution measures) (pages 282 and 283 of the 2023 Universal Registration Document); and
 - Human Resources risk (page 283 of the 2023 Universal Registration Document);
- credit risk, including the following sub-categories:
 - customer and counterparty credit risk (pages 283 and 284 of the 2023 Universal Registration Document); and
 - provisions for credit risk (page 43 of the Amendment to the 2023 Universal Registration Document);
- operational risk, including the following sub-categories:
 - IT risk (pages 284 and 285 of the 2023 Universal Registration Document);
 - external fraud risk (page 285 of the 2023 Universal Registration Document);
 - risk related to internal processes and external events (page 285 of the 2023 Universal Registration Document);
 - non-compliance risk (pages 285 and 286 of the 2023 Universal Registration Document);
 - internal fraud risk (page 286 of the 2023 Universal Registration Document);
- legal risk (page 286 of the 2023 Universal Registration Document);
- reputational risk (page 286 of the 2023 Universal Registration Document);
- risk related to the use of models (page 286 of the 2023 Universal Registration Document);
- liquidity risk (page 287 of the 2023 Universal Registration Document);

- interest rate risk (pages 287 and 288 of the 2023 Universal Registration Document);
- market risks (page 288 of the 2023 Universal Registration Document);
- insurance risk (pages 288 to 290 of the 2023 Universal Registration Document and page 43 of the Amendment to the 2023 Universal Registration Document), including the following sub-categories:
 - life insurance risk (including underwriting risk (page 288 of the 2023 Universal Registration Document), interest rate risk (pages 288 and 289 of the 2023 Universal Registration Document), liquidity risk (page 289 of the 2023 Universal Registration Document), market risks (page 289 of the 2023 Universal Registration Document) and credit/counterparty risk (page 289 of the 2023 Universal Registration Document)); and
 - risk specific to the non-life insurance business (including underwriting risk (pages 289 and 290 of the 2023 Universal Registration Document), interest rate risk (page 290 of the 2023 Universal Registration Document) and credit/counterparty risk (page 290 of the 2023 Universal Registration Document)); and
- environmental risks including climate (pages 290 and 291 of the 2023 Universal Registration Document)."

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "**DOCUMENTS INCORPORATED BY REFERENCE**" on pages 38 to 47 of the Base Prospectus is deleted and replaced by the following for the purposes of incorporating by reference in the Base Prospectus the Amendment to the 2023 Universal Registration Document (as defined below) of the Issuer:

"This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously published and filed with the CSSF and which are incorporated by reference in, and shall be deemed to form part of, this Base Prospectus:

- (a) the sections referred to in the table below, included in the French language version of the amendment to the 2023 Universal Registration Document (as defined below) - filed with the French *Autorité des marchés financiers* under reference D.24-0277-A01 on 9 September 2024 (the "**Amendment to the 2023 Universal Registration Document**" - Hyperlink : https://www.cm-arkea.com/arkea/banque/upload/docs/application/pdf/2024-09/amendement-urd-semesteriel-2023_fr.pdf) containing the condensed unaudited consolidated interim financial statements of the Issuer and related statutory auditors' report (limited review) for the six months period ended 30 June 2024;
- (b) the sections referred to in the table below, included in the French language version of the 2023 universal registration document of the Issuer - filed with the French *Autorité des marchés financiers* under reference D.24-0277 on 12 April 2024 (the "**2023 Universal Registration Document**" - Hyperlink: https://www.cm-arkea.com/arkea/banque/upload/docs/application/pdf/2024-04/document_denregistrement_universel_2023.pdf) containing the audited consolidated annual financial statements of the Issuer and audit report as of and for the financial year ended 31 December 2023 (the "**2023 Consolidated Financial Statements**");
- (c) the sections referred to in the table below, included in the French language version of the 2022 universal registration document of the Issuer - filed with the French *Autorité des marchés financiers* under reference D.23-0277 on 13 April 2023 (the "**2022 Universal Registration Document**" - Hyperlink: https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2023-04/aka2022_urd_fr_mel_230414.pdf) containing the audited consolidated annual financial statements of the Issuer and audit report as of and for the financial year ended 31 December 2022 (the "**2022 Consolidated Financial Statements**");
- (d) the sections "Terms and Condition of the Notes" of the following bases prospectuses and supplements relating thereto:
 - (i) base prospectus dated 7 July 2023 (pages 54 to 124) (the "**2023 EMTN Conditions**" - Hyperlink: https://www.cm-arkea.com/arkea/banque/upload/docs/application/pdf/2023-11/emtn-base-prospectus-07072023_investisseurs_072023_2023-11-14_16-37-35_82.pdf),
 - (ii) base prospectus dated 22 July 2022 (pages 41 to 79) (the "**2022 EMTN Conditions**" - Hyperlink: https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2022-07/cma_-_emtn_2022_-_base_prospectus.pdf),
 - (iii) base prospectus dated 15 July 2021 (pages 42 to 80) (the "**2021 EMTN Conditions**" - Hyperlink: https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2021-07/cma_-_emtn_2021_-_base_prospectus_-_v._finale_1.pdf),
 - (iv) base prospectus dated 30 June 2020 (pages 89 to 129) and the third supplement dated 3rd March 2021 to the base prospectus dated 30 June 2020 (pages 22 and 23) (the "**2020 EMTN Conditions**" - Hyperlinks: https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2020-07/cma_-_emtn_2020_-_base_prospectus_-_v_finale1.pdf and https://www.cm-arkea.com/banque/assurance/credit/upload/docs/application/pdf/2021-03/emtn_cma_-_supplement_n3_final.pdf),
 - (v) base prospectus dated 25 June 2019 (pages 89 to 129), the third supplement dated 10 January 2020 to the base prospectus dated 25 June 2019 (page 15) and the fourth supplement dated 6 March 2020 to the base prospectus dated 25 June 2019 (page 14) (the "**2019 EMTN Conditions**" - Hyperlinks:

- https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2019-06/cma_emtn_2019_-_base_prospectus_v._finale.pdf,
https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2020-01/supplement_to_prospectus_-_base_final_200110_c-024599.pdf and
https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2020-03/supplement_cma_programme_emtn_final.pdf),
- (vi) base prospectus dated 5 September 2018 (pages 95 to 132) and the second supplement dated 28 February 2019 to the base prospectus dated 5 September 2018 (page 11) (the "**2018 EMTN Conditions**" - Hyperlinks: https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2018-09/base_prospectus_cma.2018.pdf and https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2019-02/supplement_cma_programme_emtn_final.pdf),
- (vii) base prospectus dated 31 August 2017 (pages 77 to 111) (the "**2017 EMTN Conditions**" - Hyperlink: <https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2017-09/emtn-base-prospectus-credit-mutuel-arkea-31082017.pdf>),
- (viii) base prospectus dated 21 July 2015 (pages 56 to 87) (the "**2015 EMTN Conditions**" - Hyperlink: <https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2015-07/emtn-base-prospectus-credit-mutuel-arkea-21072015.pdf>), and
- (ix) base prospectus dated 27 May 2011 (pages 37 to 61) (the "**2011 EMTN Conditions**" - Hyperlink: <https://www.arkea.com/banque/assurance/credit/upload/docs/application/pdf/2014-06/base-prospectus-credit-mutuel-arkea-27052011.pdf> and, together with the 2023 EMTN Conditions, the 2022 EMTN Conditions, the 2021 EMTN Conditions, the 2020 EMTN Conditions, the 2019 EMTN Conditions, the 2018 EMTN Conditions, the 2017 EMTN Conditions and the 2015 EMTN Conditions, the "**EMTN Previous Conditions**") for the purpose only of further issue of Notes to be assimilated (*assimilables*) and form a single series with Notes already issued under the relevant EMTN Previous Conditions).

The parts of these documents that are not incorporated by reference in this Base Prospectus are either not relevant for the investors or covered elsewhere in the Base Prospectus.

All documents incorporated by reference in this Base Prospectus will be published on the websites of the Issuer (https://www.arkea.com/banque/assurance/credit/mutuel/ecb_5038/fr/programme-emtn) and/or the Luxembourg Stock Exchange (www.luxse.com) so long as any of the Notes are outstanding, in each case in accordance with the Prospectus Regulation. Free English translations of the Amendment to the 2023 Universal Registration Document, the 2023 Universal Registration Document and the 2022 Universal Registration Document are also available on the website of the Issuer (https://www.cm-arkea.com/banque/assurance/credit/mutuel/ecb_5033/fr/documents-d-enregistrement-universels) for information purposes only.

Unless otherwise explicitly incorporated by reference into this Base Prospectus in accordance with the list above, the information contained in the website of the Issuer shall not be deemed incorporated by reference herein, is for information purposes only and has not been scrutinized or approved by the competent authority.

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference list below. For the avoidance of doubt, the non-incorporated parts of the documents incorporated by reference, *i.e.* the pages not listed in the cross-reference list below, are not incorporated by reference in this Base Prospectus and do not form part of the Base Prospectus.

Annex 6 of the Commission Delegated Regulation No. 2019/980/EU, as modified		Amendment to the 2023 Universal Registration Document	2023 Universal Registration Document	2022 Universal Registration Document
1.	PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL			
1.1	Identify all persons responsible for the information or any parts of it, given in the registration document with, in the latter case, an indication of such parts. In the case of natural persons, including members of the Issuer's administrative, management or supervisory bodies, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.	N/A	N/A	N/A
1.2	A declaration by those responsible for the registration document that to the best of their knowledge, the information contained in the registration document is in accordance with the facts and that the registration document makes no omission likely to affect its import.	N/A	N/A	N/A
2.	STATUTORY AUDITORS			
2.1	Names and addresses of the Issuer's auditors for the period covered by the historical financial information (together with their membership in a professional body).	N/A	N/A	N/A
2.2	If auditors have resigned, been removed or have not been re-appointed during the period covered by the historical financial information, indicate details if material.	N/A	N/A	N/A
3.	RISK FACTORS			
3.1	A description of the material risks that are specific to the Issuer and that may affect the Issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed "Risk Factors". In each category the most material risks, in the assessment of the Issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative	Pages 42 and 43 ¹	Pages 279 to 292 ²	N/A

¹ See macroeconomic risk (page 42), strategic risk (including risks relating to Crédit Mutuel Arkéa's affiliation to Crédit Mutuel group (page 42)), provisions for credit risk (page 43) and risks specific to the insurance business (page 43).

² See macroeconomic risk (pages 279 and 280), risk related to the regulatory environment (including risk related to changes in prudential requirements (page 280) and risk related to changes in regulatory requirement (page 281)), strategic risk (including business model risk (page 281) and risk related to the competitive environment (page 282)), resolution risk (including governance risk (related to the implementation of resolution measures) (pages 282 and 283), Human Resources risk (page 283), customer and counterparty credit risk (pages 283 and 284), IT risk (pages 284 and 285), external fraud risk (page 285), risk related to internal processes and external events (page 285), non-compliance risk (pages 285 and 286), internal fraud risk (page 286), legal risk (page 286), reputational risk (page 286), risk related to the use of models (page 286), liquidity risk (page 287), interest rate risk (pages 287 and 288), market risks (page 288), life insurance risk (including underwriting risk (page 288), interest rate risk (pages 288 and 289), liquidity risk (page 289), market risks (page 289) and credit/counterparty risk (page 289), risk specific to the non-life insurance business (including underwriting risk (pages 289 and 290), interest rate risk (page 290) and credit/counterparty risk (page 290) and environmental risks including climate (pages 290 and 291).

	impact on the Issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.			
4.	INFORMATION ABOUT THE ISSUER			
4.1	<u>History and development of the Issuer</u>	N/A	Pages 22 and 23	N/A
4.1.1	The legal and commercial name of the Issuer.	N/A	Page 492	N/A
4.1.2	The place of registration of the Issuer, its registration number and legal entity identifier ("LEI").	N/A	Pages 490 and 492	N/A
4.1.3	The date of incorporation and the length of life of the Issuer, except where the period is indefinite.	N/A	Page 490	N/A
4.1.4	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	N/A	Page 490	N/A
4.1.5	Details of any recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer's solvency.	N/A	N/A	N/A
4.1.6	Credit ratings assigned to the Issuer at the request or with the cooperation of the Issuer in the rating process. A brief explanation of the meaning of the ratings if this has previously been published by the rating provider.	N/A	N/A	N/A
4.1.7	Information on the material change in the Issuer's borrowing and funding structure since the last financial year.	N/A	N/A	N/A
4.1.8	Description of the expected financing of the Issuer's activities.	N/A	Pages 322 to 324	N/A
5.	BUSINESS OVERVIEW			
5.1	Principal activities			

5.1.1	A brief description of the Issuer's principal activities, including:			
	(a) the main categories of product sold and/or services performed;	N/A	Pages 6 and 7, 25 to 31 and 105	N/A
	(b) an indication of any significant new products or activities;	N/A	Pages 33 to 39	N/A
	(c) the principal markets in which the Issuer competes.	N/A	Page 490	N/A
5.2.	The basis for any statements made by the Issuer regarding its competitive position.	N/A	Page 25	N/A
6.	ORGANISATIONAL STRUCTURE			
6.1	If the Issuer is part of a group, a brief description of the group and the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	Pages 28 to 29	Pages 8 to 11 and 45 and 46	N/A
6.2.	If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	N/A	N/A	N/A
7.	TREND INFORMATION			
7.1	A description of:			
	(a) any material adverse change in the prospects of the Issuer since the date of its last published audited financial statements;	N/A	N/A	N/A
	(b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document.	N/A	N/A	N/A
	If neither of the above are applicable then the Issuer should include (an) appropriate negative statement(s).			
7.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's	N/A	Pages 100 and 101	N/A

	prospects for at least the current financial year.			
8.	PROFIT FORECASTS OR ESTIMATES			
8.1	Where an Issuer includes on a voluntary basis a profit forecast or a profit estimate, that forecast or estimate included in the registration document must contain the information set out in items 8.2 and 8.3. If a profit forecast or profit estimate has been published and is still outstanding, but no longer valid, then provide a statement to that effect and an explanation of why such profit forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 8.2 and 8.3.	N/A	N/A	N/A
8.2	Where an Issuer chooses to include a new profit forecast or a new profit estimate, or where the Issuer includes a previously published profit forecast or a previously published profit estimate pursuant to item 8.1, the profit forecast or estimate shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the Issuer has based its forecast, or estimate. The forecast or estimate shall comply with the following principles:	N/A	N/A	N/A
	(a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies;			
	(b) the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of			

	the estimates underlying the forecast; and			
	(c) in the case of a forecast, the assumptions shall draw the investor's attention to those uncertain factors which could materially change the outcome of the forecast.			
8.3	The prospectus shall include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both:	N/A	N/A	N/A
	(a) comparable with the historical financial information;			
	(b) consistent with the Issuer's accounting policies.			
9.	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES			
9.1.	Names, business addresses and functions within the Issuer of the following persons and an indication of the principal activities performed by them outside of that Issuer where these are significant with respect to that Issuer:			
	(a) members of the administrative, management or supervisory bodies;	Pages 31 and 32	Pages 50 to 63 and 70 and 71	N/A
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.			
9.2	Administrative, management, and supervisory bodies conflicts of interests	N/A	Pages 75 and 76	N/A
	Potential conflicts of interests between any duties to the Issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.			
10.	MAJOR SHAREHOLDERS			
10.1.	To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by	N/A	Pages 8, 162 and 490	N/A

	whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.			
10.2.	A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.	N/A	N/A	N/A
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES			
11.1	<u>Historical financial information</u>			
	Balance sheet	N/A	Pages 342 and 343	Pages 272 to 273
	Income Statement	N/A	Page 344	Page 274
	Statement of cash flows	N/A	Page 347	Page 277
	Notes	N/A	Pages 381 to 454	Pages 303 to 370
	Auditors' report	N/A	Pages 496 to 502	Pages 408 to 413
	Statement of net income and gains and losses recognized directly in equity	N/A	Page 345	Page 275
	Change in shareholders' equity	N/A	Page 346	Page 276
11.2	Interim and other financial information			
	Balance sheet	Pages 45 and 46	N/A	N/A
	Income Statement	Page 47	N/A	N/A
	Statement of cash flows	Pages 51 and 52	N/A	N/A
	Notes	Pages 83 to 127	N/A	N/A
	Auditors' report	N/A	N/A	N/A
	Statement of net income and gains and losses recognized directly in equity	Page 48	N/A	N/A
	Change in shareholders' equity	Pages 49 and 50	N/A	N/A
11.3	<u>Auditing of historical financial information</u>			
11.3.1	The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive	N/A	Page 496 to 502	Pages 408 to 413

	2006/43/EC and Regulation (EU) No. 537/2014.			
	Where Directive 2006/43/EC and Regulation (EU) No. 537/2014 do not apply:			
	(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.			
	(b) where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.			
11.3.2	Indication of other information in the registration document which has been audited by the auditors.	N/A	N/A	N/A
11.3.3	Where financial information in the registration document is not extracted from the Issuer's audited financial statements state the source of the data and state that the data is not audited.	N/A	N/A	N/A
11.4.	<u>Legal and arbitration proceedings</u>			
11.4.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	N/A	N/A	N/A
11.5.	Significant change in the Issuer's financial position			

11.5.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate negative statement.	N/A	N/A	N/A
12.	ADDITIONAL INFORMATION			
12.1	Share capital			
	The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.	N/A	Page 408	N/A
12.2	Memorandum and Articles of Association			
	The register and the entry number therein, if applicable, and a description of the Issuer's objects and purposes and where they can be found in the memorandum and articles of association.	N/A	Page 490	N/A
13.	MATERIAL CONTRACT			
	A brief summary of all material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to security holders in respect of the securities being issued	N/A	Page 491	N/A
14.	DOCUMENTS AVAILABLE			
	A statement that for the term of the registration document the following documents, where applicable, can be inspected:			

	(a) the up to date memorandum and articles of association of the Issuer;	N/A	N/A	N/A
	(b) all reports, letters, and other documents, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in the registration document.	N/A	N/A	N/A
	An indication of the website on which the documents may be inspected	N/A	N/A	N/A

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the relevant EMTN Previous Conditions.

Non-incorporated parts of the base prospectus of the Issuer dated 27 May 2011, the base prospectus of the Issuer dated 21 July 2015, the base prospectus of the Issuer dated 31 August 2017, the base prospectus of the Issuer dated 5 September 2018, the base prospectus of the Issuer dated 25 June 2019, the base prospectus of the Issuer dated 30 June 2020, the base prospectus of the Issuer dated 15 July 2021, the base prospectus of the Issuer dated 22 July 2022 and the base prospectus of the Issuer dated 7 July 2023 do not form part of the Base Prospectus and are not relevant for investors."

TERMS AND CONDITIONS OF THE NOTES

The second paragraph of sub-paragraph (i) entitled "*General Meetings*" of paragraph (d) entitled "*Collective Decisions*" of Condition 11 entitled "*Representation of Noteholders*" of the section entitled "*TERMS AND CONDITIONS OF THE NOTES*" on page 106 of the Base Prospectus, is deleted and replaced as follows:

"General Meetings may deliberate validly on first convocation only if the Noteholders present or represented hold at least one-fifth (1/5) of the principal amount of the Notes then outstanding. On second convocation, no quorum shall be required. The decisions of the General Meeting shall be taken by a two-third (2/3) majority of votes cast by the Noteholders attending such General Meeting or represented thereat, except when the General Meeting deliberates on any proposal for a merger or demerger of the Issuer in the circumstances provided for under Articles L. 236-14 and L. 236-23 of the French *Code de commerce*, in which case the decision will be taken by a simple majority of votes cast by the Noteholders attending such General Meeting or represented thereat. The votes cast do not include those attached to Notes in respect of which the Noteholder did not take part in the vote, abstained or cast a blank or invalid vote."

The paragraph (i) of sub-paragraph (i) entitled "*Full Masse*" of Condition 11 entitled "*Representation of Noteholders*" of the section entitled "*TERMS AND CONDITIONS OF THE NOTES*" on pages 107 and 108 of the Base Prospectus, is deleted and replaced as follows:

"The second paragraph of Condition 11(d)(i) shall be deleted and replaced by the following paragraph:

"General Meetings may deliberate validly on first convocation only if the Noteholders present or represented hold at least one-fifth (1/5) of the principal amount of the Notes then outstanding. On second convocation, no quorum shall be required. The decisions of the General Meeting shall be taken by a two-third (2/3) majority of votes cast by the Noteholders attending such General Meeting or represented thereat. The votes cast do not include those attached to Notes in respect of which the Noteholder did not take part in the vote, abstained or cast a blank or invalid vote."

DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP

The last sub-paragraph of paragraph 1 entitled "*DESCRIPTION OF THE GROUP*" of the section entitled "*DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP*" on page 115 of the Base Prospectus, is deleted and replaced as follows:

"Crédit Mutuel Arkéa has €89.2 billion in outstanding loans and €170.2 billion in savings outstanding as at 30 June 2024."

The last sub-paragraph of paragraph 2.2 entitled "*Provisions adopted at the national level*" of the section entitled "*DESCRIPTION OF CRÉDIT MUTUEL ARKEA AND THE GROUP*" on page 116 of the Base Prospectus is deleted and replaced as follows:

"For further information, investors are invited to read paragraph 1.7 entitled "*Solidarity relationships*" (*Relations de solidarité*) set out on pages 28 and 29 of the Amendment to the 2023 Universal Registration Document, which are incorporated by reference in this Base Prospectus (See "*Documents Incorporated by Reference*").

Paragraph 3 entitled "BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT" of the section entitled "*DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP*" on page 116 of the Base Prospectus is deleted.

The first sub-paragraph of paragraph 4 entitled "*SHARE CAPITAL AND LONG-TERM DEBT OF CRÉDIT MUTUEL ARKÉA*" of the section entitled "*DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP*" on page 116 of the Base Prospectus is deleted and replaced as follows:

"As at 19 September 2024, shareholders' equity, group share and share capital and additional paid-in capital of the Issuer amounts to €3,035,747,294.76 and the long-term debt (defined as the aggregate amount of bond issue and subordinated debt) of the Issuer amounts to €25,111,579,428.43."

GENERAL INFORMATION

Paragraph 3 of the section entitled "*GENERAL INFORMATION*" on page 155 of the Base Prospectus is deleted and replaced by the following:

"(3) There has been no significant change in the financial position or financial performance of the Issuer or the Group since 30 June 2024."

Paragraph 7 of the section entitled "*GENERAL INFORMATION*" on page 155 of the Base Prospectus is deleted and replaced by the following:

"(7) Application may be made for Notes to be accepted for clearance through Euroclear France (10-12, place de la Bourse, 75002 Paris, France) and/or Euroclear (1 boulevard du Roi Albert II, 1210 Bruxelles, Belgique) and Clearstream (42, avenue J.F. Kennedy, L-1855 Luxembourg, Luxembourg). The Common Code and the International Securities Identification Number (ISIN) or the identification number for any other relevant clearing system for each Series of Notes will be set out in the relevant Final Terms."