

SUPPLEMENT NO. 2 DATED 2 SEPTEMBER 2013  
TO THE BASE PROSPECTUS DATED 11 JUNE 2013



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

This supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 11 June 2013 (the “**Base Prospectus**”) and the supplement to the Base Prospectus dated 28 June 2013 (the “**First Supplement**”) prepared in relation to the €13,000,000,000 EuroMedium 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**”). Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

On 11 June 2013, 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 (the “**Prospectus Directive**”) in its capacity as competent authority in Luxembourg under the *loi relative aux prospectus pour valeurs mobilières* dated 10 July 2005 which implements the Prospectus Directive in Luxembourg (the “**Luxembourg Law**”).

Application has been made to the CSSF for approval of this Second Supplement as a supplement to the Base Prospectus for the purposes of article 16 of the Prospectus Directive and article 13 of Luxembourg Law, as amended.

This Second Supplement has been produced for the purposes of supplementing the following sections of the Base Prospectus:

- “SUMMARY OF THE PROGRAMME” (pages 6 *et seq.* of the Base Prospectus);
- “RESUME EN FRANCAIS DU PROGRAMME” (pages 15 *et seq.* of the Base Prospectus);
- “DOCUMENTS INCORPORATED BY REFERENCE” (pages 35 *et seq.* of the Base Prospectus);
- “TERMS AND CONDITIONS OF THE NOTES” (pages 46 *et seq.* of the Base Prospectus);
- “FORM OF FINAL TERMS” (pages 70 *et seq.* of the Base Prospectus); and
- “GENERAL INFORMATION” (pages 91 *et seq.* of the Base Prospectus).

The amendment in relation to the Terms and Conditions of the Notes shall only apply to Final Terms, the date of which falls on or after the approval of this Second Supplement.

## 1. SUPPLEMENT TO THE SUMMARY OF THE PROGRAMME

The second sentence of sub-section B.12 entitled “Selected historical key financial information” under section B. “Issuer” shall be deleted and replaced by the following:

“There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2013”.

The sub-section B.12 entitled “Selected historical key financial information” under section B. “Issuer” shall also be completed on page 8 with the following information:

Consolidated Financial information (in millions of euros) as at 30 June 2013	
Share capital and reserves	2,090.0
Consolidated reserves	2,595.5
Net Income for the six-month period	115.8
Total shareholders’ equity	4,834.0
Long-medium and short term debt*	17,541.8
*comprising subordinated debts	409.1
debenture loans (gross value)	12,783.8

## 2. SUPPLEMENT TO THE RESUME EN FRANÇAIS DU PROGRAMME

The second sentence of sub-section B.12 entitled “*Informations financières historiques clés sélectionnées*” under section B. “*Emetteur*” shall be deleted and replaced by the following:

“Il n’y a eu aucun changement significatif de la situation financière ou commerciale de l’Emetteur ou du Groupe depuis le 30 juin 2013.”

The sub-section B12 entitled “*Informations financières historiques clés sélectionnées*” under section B. “*Emetteur*” shall be completed on page 17 with the following information:

Information Financière Consolidée (en millions d’euros) au 30 juin 2013	
Capital social	2 090,0
Réserves consolidées	2 595,5
Résultat semestriel	115,8
Capitaux propres consolidés	4 834,0
Dettes à court, moyen et long-terme*	17 541,8
*y compris les dettes subordonnées	409,1
Emprunts obligataires (valeur brute)	12 783,8

## 3. SUPPLEMENT TO THE DOCUMENTS INCORPORATED BY REFERENCE

The English language version of consolidated financial statements of the Issuer as at, and for the six-month period ended, 30 June 2013 together with the related notes (the “**2013 Consolidated Interim Financial Statements**”) and the auditors’ review reports thereon (the “**2013 Interim Auditors’ Review Report**”, and together with the 2013

Consolidated Interim Financial Statements the “**2013 Consolidated 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 in, and form part of, the Base Prospectus, as supplemented. The 2013 Interim Financial Statements have been approved by the Board of Directors of the Issuer dated 27 August 2013.

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

#### Cross-reference list

Information Incorporated by Reference (Annex XI of the European Regulation 809/2004/EC)	Reference
<b><u>11.5 Interim and Other Financial Information</u></b>	
<i>2013 Consolidated Interim Financial Information</i>	
Balance Sheet	Page 1 of the 2013 Consolidated Interim Financial Statements
Income Statement	Page 2 of the 2013 Consolidated Interim Financial Statements
Change in shareholders' equity	Page 3 of the 2013 Consolidated Interim Financial Statements
Statement of cash flow statement	Page 4 of the 2013 Consolidated Interim Financial Statements
Notes	Pages 5 to 40 of the 2013 Consolidated Interim Financial Statements
Auditors' Review Report on the 2013 Consolidated Interim Financial Statements	2013 Interim Auditors' Review 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 809/2004/EC.

Any information not listed in the cross reference list but included in the documents incorporated by reference is given for information purpose only.

#### 4. TERMS AND CONDITIONS OF THE NOTES

Condition 5(c)(iii) (“Rate of Interest for Floating Rate Notes”) shall be amended as follows:

- (a) On page 46, the following paragraph is added at the end of clause (A) (“FBF Determination for Floating Rate Notes”):

“Where any Floating Rate is specified in the relevant Final Terms as being determined by linear interpolation in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Floating Rate, one of which shall be determined as if the maturity were the period of time (for which rates are available) next shorter than the length of the relevant Interest Period, and the other of which shall be determined as if the maturity were the period of time (for which rates are available) next longer than the length of the relevant Interest Period.”

- (b) On page 47, the following paragraph is added at the end of clause (B) (“Screen Rate Determination for Floating Rate Notes”):

“Where any Benchmark is specified in the relevant Final Terms as being determined by linear interpolation in respect of an Interest Period, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Relevant Rate, one of which shall be determined as if the maturity were the period of time (for which rates are available) next shorter than the length of the relevant Interest Period, and the other of which shall be determined as if the maturity were the period of time (for which rates are available) next longer than the length of the relevant Interest Period.”

## 5. FORM OF FINAL TERMS

On pages 70 to 72, paragraph 13 (“Floating Rate Note Provisions”) shall be amended as follows:

- (a) In paragraph 13 (ix) (“Screen Rate Determination”), the item “Benchmark” shall be deleted and replaced with the following item:

- Benchmark : *[●] (specify benchmark [EURIBOR, LIBOR or EUR CMS] or [If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 5(c)(iii)(B), insert the relevant interest period(s) and the relevant two rates used for such determination])*

- (b) In paragraph 13 (x) (“FBF Determination”), the item “Floating Rate Option” shall be deleted and replaced with the following item:

- Floating Rate (*Taux Variable*): *[●] (specify Benchmark [EURIBOR, LIBOR or EUR CMS] and months [e.g. EURIBOR 3 months] or [If the Rate of Interest is determined by linear interpolation in respect of an interest period (as per Condition 5(c)(iii)(A)), insert the relevant interest period(s) and the relevant two rates used for such determination])*

## 6. GENERAL INFORMATION

On page 91, paragraph (3) of Section “General Information” shall be deleted and replaced by the following:

“(3) There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2013.”

On page 92, paragraph (11) of Section “General Information” shall be deleted and replaced by the following:

“(11) So long as Notes are capable of being issued under the Programme, copies of the following documents will, when published, be available during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the registered office of the Issuer and at the specified office of the Paying Agent(s):

- (i) the *statuts* of the Issuer;
- (ii) the consolidated financial statements of the Issuer in respect of the financial years ended 31 December 2011 and 2012 and the consolidated financial statements of the Issuer as at, and for the

six-month period ended, 30 June 2013;

- (iii) the Agency Agreement (which includes the form of the *Lettre Comptable*, the Temporary Global Certificates, the Definitive Materialised Notes, the Coupons and the Talons);
- (iv) Final Terms for Notes that are listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange or any other Regulated Market in the EEA and/or that are offered to the public in Luxembourg and/or in any Member State of the EEA;
- (v) a copy of this Base Prospectus together with any Supplement to this Base Prospectus or further Base Prospectus;
- (vi) all reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the relevant Issuer's request any part of which is included or referred to in this Base Prospectus."

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

Save as disclosed in this Second 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 First Supplement dated 28 June 2013.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second 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 Notes before first publication of this Second Supplement have the right, exercisable within a time limit of two (2) working days after the publication of this Second Supplement (*i.e.* until 4 September 2013), to withdraw their acceptances.