

PROSPECTUS SUPPLEMENT N° 3 DATED 15 MAY 2014

TO THE BASE PROSPECTUS DATED 11 JUNE 2013



CRÉDIT MUTUEL ARKÉA

€13,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 11 June 2013 (the "**Base Prospectus**"), the supplements dated 28 June 2013 and 2 September 2013 (respectively the "**First Supplement**" and the "**Second Supplement**") prepared in relation to the €13,000,000,000 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**") 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 Third 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 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 Third 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 Third Supplement has been produced for the purposes of :

- supplementing the section "DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP" on page 64 *et seq.* of the Base Prospectus, in creating a new sub-section 6 entitled "Recent developments" on page 66 of the Base Prospectus;
- supplementing the section "SUMMARY OF THE PROGRAMME" (pages 6 *et seq.* of the Base Prospectus);
- supplementing the section "RESUME EN FRANCAIS DU PROGRAMME" (pages 15 *et seq.* of the Base Prospectus); and
- supplementing the section "DOCUMENTS INCORPORATED BY REFERENCE" (pages 35 *et seq.* of the Base Prospectus).

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DESCRIPTION OF CRÉDIT MUTUEL ARKÉA AND THE GROUP

A new sub-section entitled "Recent developments" is created on page 66 of the Base Prospectus.

This sub-section shall be read as follows:

On 29 April 2014, Standard & Poor's Ratings Services has revised the Issuer's credit rating outlook from "stable" to "negative".

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 31 December 2013".

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

Consolidated Financial information (*in millions of euros*)

	31 December 2012	31 December 2013
Share capital and reserves	2,023.8	2,137.8
Consolidated reserves	2,497.8	2,591.7
Net Income	168.1	212.8
Total shareholders' equity	4,725.0	5,014.9
Long-medium and short term debt*	19,949.5	17,474.1
*comprising subordinated debts	417.6	397.3
debenture loans (gross value)	14,148.9	13,383.3

RESUME EN FRANÇAIS DU PROGRAMME

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

"Il n'y a eu aucun changement significatif de la situation financière ou commerciale de l'Émetteur ou du Groupe depuis le 31 décembre 2013".

The sub-section B.12 entitled "Informations financières historiques clés sélectionnées" under section B "Émetteur" shall be completed on page 17 with the following information:

Information Financière Consolidée(en millions d'euros)

	31 décembre 2012	31 December 2013
Capital social	2 023,8	2 137,8
Réserves consolidées	2 497,8	2 591,7
Résultat de l'exercice	168,1	
Capitaux propres consolidés	4 725,0	212,8
Dettes à court, moyen et long-terme*	19 949,5	5 014,9
*y compris les dettes subordonnées	417,6	17 474,1
Emprunts obligataires (valeur brute)	14 148,9	397,3
		13 383,3

DOCUMENTS INCORPORATED BY REFERENCE

The free translation into English of the consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2013 together with the related notes (the "**2013 Consolidated Financial Statements**") and the auditor's reports thereon (the "**2013 Auditors' Report**" and together with the 2013 Consolidated Financial Statements the "**2013 Consolidated 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 Consolidated Financial Statements have been approved by the Board of Directors of the Issuer dated 28 March 2014 and approved by the *Assemblée Générale Ordinaire* of the Issuer on 24 April 2014 .

The Issuer takes responsibility for the free translation of the 2013 Financial Information.

The information incorporated by reference in the Base Prospectus as supplemented by this Third 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
<i>2013 Consolidated Financial Information</i>	
Balance Sheet	Page 1 of the 2013 Consolidated Financial Statements
Income Statement	Page 2 of the 2013 Consolidated Financial Statements
Change in shareholders' equity	Page 3 of the 2013 Consolidated Financial Statements
Cash flow statement	Page 4 of the 2013 Consolidated Financial Statements
Notes	Pages 5 to 58 of the 2013 Consolidated Financial Statements
Auditors' review report on the 2013 Consolidated Financial Statements	2013 Auditor's 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.

Copies of the Base Prospectus, the First Supplement, the Second Supplement, this Third Supplement and the 2013 Consolidated 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 Notes are capable of being issued under the Programme. Such documents will also be published on the Issuer's website (http://www.arkea.com/banque/assurance/credit/mutuel/ecb_5038/fr/programme-empti) and on the Luxembourg Stock Exchange's website (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 Third Supplement. To the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import.

Save as disclosed in this Third 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 as supplemented by the First Supplement and the Second Supplement.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement or any statement incorporated by reference into the Base Prospectus by this Third Supplement and, (b) any statement in or incorporated by reference in 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 securities before first publication of this Third Supplement have the right, exercisable within a limit time of two (2) working days after the publication of this Third Supplement (*i.e.* until 19 May 2014 included), to withdraw their acceptances.