

SUPPLEMENT N°1 DATED 3 SEPTEMBER 2014
TO THE BASE PROSPECTUS DATED 13 JUNE 2014



CRÉDIT MUTUEL ARKÉA

€13,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the “**Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 13 June 2014 (the “**Base Prospectus**”) 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 Supplement.

On 13 June 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 (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 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 Supplement has been produced for the purposes of supplementing the following sections of the Base Prospectus :

- “SUMMARY OF THE PROGRAMME” (page 6 *et seq.* of the Base Prospectus);
- “RÉSUMÉ EN FRANCAIS DU PROGRAMME” (page 17 *et seq.* of the Base Prospectus); and
- “DOCUMENTS INCORPORATED BY REFERENCE” (page 43 *et seq.* of the Base Prospectus).

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SUPPLEMENT TO THE SUMMARY OF THE PROGRAMME

On page 8 of the Base Prospectus, the first sentence of Element B.12 entitled “Selected historical key financial information” under section B. “Issuer” shall be deleted and replaced by the following:

“Not Applicable. There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2014”.

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

Issuer	Financial information (in millions of euros)	As at 30 June 2013	As at 30 June 2014
	Share capital and reserves	2,090.0	2,171.3
	Consolidated reserves	2,595.5	2,750.5
	Net Income for the six-month period	115.8	137.8
	Total shareholders' equity	4,834.0	5,220.9
	Long-medium and short term debt*	17,541.8	17,599.0
	*comprising subordinated debts	409.1	408.9
	Debenture loans (gross value)	12,783.8	12,124.5

SUPPLEMENT TO THE RESUME EN FRANÇAIS DU PROGRAMME

On page 19 of the Base Prospectus, the first sentence of Element B.12 entitled “Informations financières historiques clés sélectionnées” under section B “Émetteur” shall be deleted and replaced by the following:

“Sans objet. Il n’y a eu aucun changement significatif de la situation financière ou commerciale de l’Émetteur ou du Groupe depuis le 30 juin 2014”.

The Element B.12 entitled “Informations financières historiques clés sélectionnées” under section B “Émetteur” shall be completed on page 19 with the following information:

Emetteur	Informations financières (en millions d’euros)	Au 30 juin 2013	Au 30 juin 2014
	Capital social	2 090,0	2 171,3
	Réserves consolidées	2 595,5	2 750,5
	Résultat semestriel	115,8	137,8
	Capitaux propres consolidés	4 834,0	5 220,9
	Dettes à court, moyen et long-terme*	17 541,8	17 599,0
	*y compris les dettes subordonnées	409,1	408,9
	Emprunts obligataires (valeur brute)	12 783,8	12 124,5

SUPPLEMENT TO THE DOCUMENTS INCORPORATED BY REFERENCE

The free translation into English of the consolidated financial statements of the Issuer as at, and for the six-month period ended, 30 June 2014 together with the related notes (the “**2014 Consolidated Interim Financial Statements**”) and the auditor’s reports thereon (the “**2014 Interim Auditors’ Review Report**”) and together with the 2014 Consolidated Interim Financial Statements the “**2014 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 by reference in, and form part of, the Base Prospectus.

The 2014 Consolidated Interim Financial Statements have been approved by the Board of Directors of the Issuer dated 26 August 2014.

The Issuer takes responsibility for the free translation of the 2014 Consolidated Interim Financial Statements.

The information incorporated by reference in the Base Prospectus 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
2014 Consolidated Interim Financial Information	
Balance Sheet	Page 1 of the 2014 Consolidated Interim Financial Statements.
Income Statement	Page 2 of the 2014 Consolidated Interim Financial Statements.
Change in shareholders’ equity	Page 3 of the 2014 Consolidated Interim Financial Statements.
Cash flow statement	Page 4 of the 2014 Consolidated Interim Financial Statements.
Notes	Pages 5 to 42 of the 2014 Consolidated Interim Financial Statements.
Auditors’ review report on the 2014 Consolidated Interim Financial Statements	2014 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 (EC) N° 809/2004 of the Commission dated 29 April 2004, as amended.

Copies of the Base Prospectus and this Supplement and the 2014 Consolidated Interim 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/en/emtn-programme) 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 Supplement. To the best of its knowledge (having taken all reasonable care to ensure that such is the case), 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, 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 Supplement or any statement incorporated by reference into the Base Prospectus by this 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 Supplement have the right, exercisable within a limit time of two (2) working days after the publication of this Supplement (*i.e.* until 5 September 2014 included), to withdraw their acceptances.