

**SECOND SUPPLEMENT DATED 17 APRIL 2013
TO THE BASE PROSPECTUS DATED 28 JUNE 2012**



La Banque Postale

€10,000,000,000 Euro Medium Term Note Programme

This second supplement (the **Second Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 28 June 2012 (the **Base Prospectus**) prepared in relation to the €10,000,000,000 Euro Medium Term Note Programme of La Banque Postale (**La Banque Postale** or the **Issuer**) and the first supplement dated 5 October 2012 (the **First Supplement**). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Directive 2003/71/EC as amended (the **Prospectus Directive**). The *Autorité des marchés financiers* (the **AMF**) has granted visa No.°12-310 on 28 June 2012 to the Base Prospectus and visa No. 12-476 on 5 October 2012 to the First Supplement.

Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Second Supplement.

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 in the Base Prospectus and the First Supplement, the statements in (a) above will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, where the prospectus relates to an offer to the public, investors who have agreed to purchase or subscribe for any Notes before this Second Supplement is published have the right, exercisable before 19 April 2013, to withdraw their acceptances.

This Second Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus and the First Supplement. In particular, this Second Supplement purports to incorporate by reference into the Base Prospectus the 2012 Reference Document (as defined in *Information incorporated by reference* below) and to supplement the *Recent Developments* section of the Base Prospectus with the information contained in *Recent Developments* below.

This Second Supplement will be available on the website of the AMF at www.amf-france.org, and, together with the document incorporated by reference in this Second Supplement, on the website the Issuer at www.labanquepostale.fr.

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INFORMATION INCORPORATED BY REFERENCE

A copy of the *Document de référence et rapport financier annuel 2012* (in French) (**2012 Reference Document**) has been filed with the AMF on 28 March 2013 under number R.13-0010 and by virtue of this Second Supplement, this document is incorporated in, and forms part of, the Base Prospectus, with the exception of Chapter 11 of the 2012 Reference Document relating to La Banque Postale Chairman's declaration of responsibility regarding the content of the 2012 Reference Document.

The information contained in the Cross-Reference List below is deemed to replace the information contained in the sections "11.1 Historical Financial Information" to "11.5 Interim and other financial information" of the Cross-Reference List in the Base Prospectus.

Cross-Reference List

Annex XI of the European Regulation 809/2004/EC of 29 April 2004	Pages of the 2012 Reference Document	Pages of the 2011 Reference Document
<p><u>11.1. Historical Financial Information</u></p> <p>Audited historical financial information covering the latest 2 financial years</p> <p>(a) the balance sheet;</p> <p>(b) the income statement;</p> <p>(c) Statement of net profit and gains and losses ;</p> <p>(d) Statement of changes in equity capital ;</p> <p>(e) Cash Flow statement ;</p> <p>(f) the accounting policies and explanatory notes.</p>	<p>105</p> <p>104</p> <p>106</p> <p>107</p> <p>108</p> <p>109 to 163</p>	<p>91</p> <p>90</p> <p>92</p> <p>93</p> <p>94</p> <p>95 to 161</p>
<p><u>11.2. Financial statements</u></p> <p>If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	<p>166 to 204</p>	<p>p.164 to 201</p>
<p><u>11.3. Auditing of historical annual financial information</u></p> <p>11.3.1. A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.</p> <p>11.3.2. An indication of other information in the registration document which has been</p>	<p>164 to 165</p> <p>205 to 206</p> <p>N/A</p>	<p>162 to 163</p> <p>202 to 203</p> <p>N/A</p>

audited by the auditors.		
11.3.3. Where financial data 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 unaudited.	N/A	N/A
<u>11.4. Age of latest financial information</u>		
11.4.1. The last year of audited financial information may not be older than 18 months from the date of the registration document.	p.103 to 206 of the 2012 Reference Document	
<u>11.5. Interim and other financial information</u>		
11.5.1 If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	N/A	N/A
11.5.2. If the registration document is dated more than nine months after the end of the last audited financial year, it must contain interim financial information, covering at least the first six months of the financial year. If the interim financial information is unaudited state that fact. The interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the years end balance sheet.	N/A	N/A

A free English translation of the 2012 Reference Document and the 2011 Reference Document is available on the website of the Issuer at www.labanquepostale.fr.

RECENT DEVELOPMENTS

The section of the Base prospectus entitled "*Recent Developments*" is supplemented by the following information:

Press release published on 2 April 2013:

"La Banque Postale is boosting its presence in the wealth management segment thanks to the acquisition of BPE, and is setting up a dedicated platform for high-net worth customers"

La Banque Postale is acquiring BPE from Crédit Mutuel Arkéa today. This acquisition is in keeping with La Banque Postale's 2011-2015 strategy plan, entitled "The customer's interests first: let's prove our difference", where one of the priorities is to accelerate the expansion of wealth management.

As the Bank for everyone, La Banque Postale is offering all its high-net worth customers a range of products and services that meets most of their requirements.

After gradually rounding out its Retail Banking range between 2006 and 2011, **La Banque Postale now has a full wealth management offering, thanks to the acquisition of BPE.** The Bank is setting up a **centralised platform**, which offers a range of savings products and loans that meets all of this customer base's specific requirements.

This platform, which will serve the entire distribution network of La Banque Postale and its subsidiaries', will bring together the wealth management solutions offered by La Banque Postale Asset Management and Tocqueville Finance in the asset management sector, by La Banque Postale Gestion Privée in the discretionary asset management sector, by XAnge in the private equity sector, and by CNP in the life insurance sector.

La Banque Postale's aim is therefore to offer a full range of private banking solutions to its customers. This broadening of the range, which will not involve any alteration to the Group's marketing organisational structure, will benefit all La Banque Postale's customers, as well as BPE's specific customer base, in any of its 33 branches and three wealth management centres throughout France.

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La Banque Postale (www.labanquepostale.fr)

La Banque Postale, the banking subsidiary of Le Groupe La Poste, is a unique and special bank operating in the French retail banking market. As an institution that is faithful to its core values: acting in the general interest, confidentiality and closeness to its customers, La Banque Postale puts welcoming all its customers at the heart of its business. It supports its retail and corporate customers by providing a sustainable banking relationship, with an accessible and reasonably-priced range of products and services. It is continually adding to its product range, specifically through relying on the expertise of its subsidiaries and partners, thus entering new areas. La Banque Postale is accessible 24/7, anywhere, any time.

La Banque Postale means:

- NBI of €5.241 billion
- 45.2 million Post Office current accounts
- 10.6 million active customers
- 446,000 customers who are Companies, Local Authorities, and Associations
- Over 7 million bank cards

- 17,000 contact points (*Data as at the end of 2012*)"

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

I hereby certify, having taken all reasonable care to ensure that such is the case, that, to the best of my knowledge, the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import.

La Banque Postale
115, rue de Sèvres
75275 Paris Cedex 06
France

Represented by Mr. Philippe Wahl
Président du Directoire (Chairman of the Executive Board)
Dated 17 April 2013



Autorité des marchés financiers

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the *Règlement Général* of the *Autorité des marchés financiers* (AMF), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Supplement the visa no. 13-167 on 17 April 2013. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's *Règlement Général*, setting out the terms of the securities being issued.