

**SECOND SUPPLEMENT DATED 26 MARCH 2014  
TO THE BASE PROSPECTUS DATED 22 OCTOBER 2013**



**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 22 October 2013 (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 to the Base Prospectus dated 29 November 2013 (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.°13-568 on 22 October 2013 to the Base Prospectus and visa No. 13-646 on 29 November 2013 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, 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.

To the extent applicable, and provided that the conditions of Article 212-25 I of the *Règlement Général* of the AMF are fulfilled, investors who have already agreed to purchase or subscribe for the Notes to be issued under the Programme before this Second Supplement is published, have the right, according to Article 212-25 II of the *Règlement Général* of the AMF, to withdraw their acceptances within a time limit of minimum two working days after publication of this Second Supplement. This right to withdraw shall expire by close of business on 28 March 2014.

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 incorporating by reference into the Base Prospectus the 2013 Reference Document (as defined in the section entitled Information incorporated by reference below).

This Second Supplement will be available on the website of the AMF at [www.amf-france.org](http://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](http://www.labanquepostale.fr).

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## INFORMATION INCORPORATED BY REFERENCE

A copy of the *Document de référence et rapport financier annuel 2013* in French language (**2013 Reference Document**) has been filed with the AMF on 10 March 2014 under number D. 14-0128 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 2013 Reference Document relating to La Banque Postale Chairman's declaration of responsibility regarding the content of the 2013 Reference Document, which is hereby explicitly excluded from the scope of incorporation to the Base Prospectus.

This 2013 Reference Document is available on the websites of the Issuer ([www.labanquepostale.fr](http://www.labanquepostale.fr)) and the AMF ([www.amf-france.org](http://www.amf-france.org)). This 2013 Reference Document will also be available during usual business hours on any weekday (except Saturdays, Sundays and public holidays) for inspection and collection free of charge, at the specified office of the Fiscal Agent so long as any of the Notes are outstanding.

The free English translation of the 2013 Reference Document will be available on, and may be obtained without charge from, the website of the Issuer ([www.labanquepostale.fr](http://www.labanquepostale.fr)).

The information contained in the cross-reference table 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 table contained in the Base Prospectus.

### cross-reference table

<b>11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	Pages of the 2013 Reference Document	Pages of the 2012 Reference Document
<b>11.1. <u>Historical Financial Information</u></b>		
Audited historical financial information covering the latest 2 financial years		
(a) the consolidated balance sheet;	113	105
(b) the income statement;	112	104
(c) Statement of net profit and gains and losses ;	114	106
(d) Statement of changes in equity capital recognised directly in equity capital ;	115	107
(e) Cash Flow statement ;	116	108
(f) Notes to the consolidated financial statements.	117 to 175	109 to 163
<b>11.2. <u>Financial statements</u></b>		
If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	178 to 218	166 to 204

<p><b><u>11.3. Auditing of historical annual financial information</u></b></p> <p><b>11.3.1.</b> 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><b>11.3.2.</b> An indication of other information in the registration document which has been audited by the auditors.</p> <p><b>11.3.3.</b> 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.</p>	<p>176 to 177</p> <p>219 to 220</p> <p>N/A</p> <p>N/A</p>	<p>164 to 165</p> <p>205 to 206</p> <p>N/A</p> <p>N/A</p>
<p><b><u>11.4. Age of latest financial information</u></b></p>		
<p><b>11.4.1.</b> The last year of audited financial information may not be older than 18 months from the date of the registration document.</p>	<p>111 to 220</p>	<p>103 to 206</p>
<p><b><u>11.5. Interim and other financial information</u></b></p>		
<p><b>11.5.1</b> 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.</p>	<p>N/A</p>	<p>N/A</p>
<p><b>11.5.2.</b> 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.</p> <p>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.</p>	<p>N/A</p>	<p>N/A</p>

## 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. Marc Batave  
*Membre du Directoire* (Member of the Executive Board)  
Dated 26 March 2014



### *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. 14-100 on 26 March 2014. 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.