

**SECOND SUPPLEMENT DATED 20 SEPTEMBER 2024
TO THE BASE PROSPECTUS DATED 6 JUNE 2024**



La Banque Postale

€20,000,000,000 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 6 June 2024 (the **Base Prospectus**) and the first supplement to the Base Prospectus dated 5 August 2024 both prepared in relation to the €20,000,000,000 Euro Medium Term Note Programme of La Banque Postale (**La Banque Postale** or the **Issuer**). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of article 8 of Regulation (EU) 2017/1129 (the **Prospectus Regulation**).

The *Autorité des marchés financiers* (the **AMF**) has granted visa No. 24-199 on 6 June 2024 to the Base Prospectus and visa No. 24-351 on 5 August 2024 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 the Prospectus Regulation.

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, 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, exercisable within a time limit of two (2) working days after the publication of this Second Supplement (i.e. no later than 24 September 2024), to withdraw their acceptances provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Notes,

whichever occurs first. Investors may contact the Authorised Offerors should they wish to exercise the right of withdrawal.

This Second Supplement has been prepared pursuant to Article 23 1. of the Prospectus Regulation for the purpose of:

- incorporating by reference the *Amendement au Document d'enregistrement universel au 30 juin 2024 déposé auprès de l'AMF le 13 septembre 2024* in the French language of the Issuer, which received filing number n° D.24-0178-A01 from the AMF on 13 September 2024 and which includes the unaudited interim condensed consolidated financial statements of the Issuer for the six-month period ended 30 June 2024;
- updating the “Risk Factors”, “Information incorporated by reference” and “Description of the Issuer” sections of the Base Prospectus.

This Second Supplement will be available on the website of the AMF at www.amf-france.org, and, on the website of the Issuer at www.labanquepostale.com.

TABLE OF CONTENTS

| | Page |
|--|------|
| Risk Factors..... | 4 |
| Information incorporated by reference..... | 5 |
| Description of the Issuer..... | 15 |
| Person Responsible for the Information Given in the Second Supplement..... | 16 |

RISK FACTORS

1/ The paragraph of “**1. Risks relating to the Issuer and its operations**” of the section Risk Factors appearing on page 22 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

For details on the risk factors relating to the Issuer and La Banque Postale Group refer to pages 128 to 140 of the *Amendment to 2023 Universal Registration Document* (as defined in section of “Information Incorporated by Reference”) which is incorporated by reference into this Base Prospectus.

INFORMATION INCORPORATED BY REFERENCE

The section “**Information Incorporated by Reference**” appearing on page 43 to 48 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

The sections referred to in the table below included in the following documents (see hyperlinks in **blue** below) which have been previously published or are published simultaneously with this Base Prospectus shall be incorporated in, and form part of, this Base Prospectus, save that any statement contained in the information which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Base Prospectus.

- The [*Amendment au Document d'enregistrement universel au 30 juin 2024 et Rapport Financier Semestriel*](#) in the French language of the Issuer, which received filing number n° D.24-0178-A01 from the AMF on 13 September 2024 and which includes the unaudited interim condensed consolidated financial statements of the Issuer for the six-month period ended 30 June 2024 and the related statutory auditors' report (the "**Amendment to 2023 Universal Registration Document**");
- The [*Document d'enregistrement universel au 31 décembre 2023 et Rapport Financier Annuel*](#) in French language of the Issuer, which received filing number D.24-0178 from the AMF on 26 March 2024, and which includes the audited consolidated and non-consolidated financial statements of the Issuer for the year ended 31 December 2023 and the related statutory auditors' reports (the "**2023 Universal Registration Document**");
- The [*Document d'enregistrement universel au 31 décembre 2022 et Rapport Financier Annuel*](#) in French language of the Issuer, which received filing number D.23-0136 from the AMF on 22 March 2023, and which includes the audited consolidated and non-consolidated financial statements of the Issuer for the year ended 31 December 2022 and the related statutory auditors' reports (the "**2022 Universal Registration Document**");
- The terms and conditions of the notes and the technical annex contained in the [base prospectus of the Issuer dated 12 September 2016](#) (the "**2016 EMTN Conditions**");
- The terms and conditions of the notes and the technical annex contained in the [base prospectus of the Issuer dated 11 September 2017](#) (the "**2017 EMTN Conditions**");
- The terms and conditions of the notes and the technical annex contained in the [base prospectus of the Issuer dated 5 September 2018](#) (the "**2018 EMTN Conditions**");
- The terms and conditions of the notes and the technical annex contained in the [base prospectus of the Issuer dated 25 March 2019](#) (the "**2019 EMTN Conditions**");

- The terms and conditions of the notes and the technical annex contained in the [base prospectus of the Issuer dated 25 March 2020](#) and in its [fifth supplement dated 25 January 2021](#) (the "**2020 EMTN Conditions**");
- The terms and conditions of the notes and the technical annex contained in the [base prospectus dated 31 March 2021](#) (the "**2021 EMTN Conditions**");
- The terms and conditions of the notes and the technical annex contained in the [base prospectus dated 11 April 2022](#) (the "**2022 EMTN Conditions**"); and
- The terms and conditions of the notes and the technical annex contained in the [base prospectus dated 24 April 2023](#) (the "**2023 EMTN Conditions**").

Such information shall be deemed to be incorporated in, and form part of this Base Prospectus.

This Base Prospectus, the Amendment to 2023 Universal Registration Document, the 2023 Universal Registration Document, the 2022 Universal Registration Document, the 2016 EMTN Conditions, the 2017 EMTN Conditions, the 2018 EMTN Conditions, the 2019 EMTN Conditions, the 2020 EMTN Conditions, the 2021 EMTN Conditions, the 2022 EMTN Conditions and the 2023 EMTN Conditions will be available on the websites of the Issuer (www.labanquepostale.com) and the AMF (www.amf-france.org). The Final Terms related to the Notes listed and admitted to trading on any Regulated Market in the EEA will be published on the website of the AMF at (www.amf-france.org).

The free English translations of the 2022 Universal Registration Document, the 2023 Universal Registration Document and the Amendment to 2023 Universal Registration Document are available on, and may be obtained without charge from, the website of the Issuer (www.labanquepostale.com).

For the purposes of the Prospectus Regulation, the information incorporated by reference in this Base Prospectus is set out in the following cross-reference tables below. For the avoidance of doubt, the information requested to be disclosed by the Issuer as a result of Annex 6 of the Commission Delegated Regulation 2019/980 supplementing the Prospectus Regulation, as amended (the "**Commission Delegated Regulation**") is referred to in the cross-reference tables below.

Non-incorporated parts of the documents incorporated by reference this Base Prospectus are either not relevant for the investors or covered elsewhere in this Base Prospectus.

Unless otherwise explicitly incorporated by reference into this Base Prospectus in accordance with the list below, the information contained in the website of the Issuer shall not be deemed incorporated by reference herein and is for information purposes only. Therefore it does not form part of this Base Prospectus and has not been scrutinised or approved by the AMF.

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|--|---|---|--|
| 3. RISK FACTORS | | | |
| <p>3.1 A description of the material risks that are specific to the issuer and that may affect the issuer’s ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed ‘Risk Factors’.</p> <p>In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.</p> | | | 128 to 140 |
| 4. INFORMATION ABOUT THE ISSUER | | | |
| <p>4.1 History and development of the Issuer:</p> <p>4.1.1 The legal and commercial name of the issuer</p> <p>4.1.2 The place of registration of the issuer, its registration number and legal entity identifier (‘LEI’);</p> <p>4.1.3 The date of incorporation and the length of life of the issuer, except where the period is indefinite;</p> <p>4.1.4 The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any;</p> | | | <p>283</p> <p>283</p> <p>283</p> <p>283</p> |

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|--|---|---|--|
| 4.1.8 Description of the expected financing of the issuer's activities | | | 220 |
| 5. BUSINESS OVERVIEW | | | |
| 5.1 Principal activities: 5.1.1 A description of the issuer's principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products or activities; (c) the principal markets in which the issuer competes. | | 27-40 27-40 27-40 | 6 |
| 5.2 The basis for any statements made by the issuer regarding its competitive position. | | | 36-45 |
| 6. ORGANISATIONAL STRUCTURE | | | |
| 6.1 If the issuer is part of a group, a brief description of the group and of the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure. | | | 7-8 |
| 9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES | | | |
| 9.1 Names, business addresses and functions within the issuer of the following persons, and an indication of the principal activities performed by them outside of that issuer | | | |

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|---|---|---|--|
| <p>where these are significant with respect to that issuer:</p> <p>(a) members of the administrative, management or supervisory bodies;</p> | | | 10-33 |
| <p>9.2 Administrative, management, and supervisory bodies conflicts of interests</p> <p>Potential conflicts of interests between any duties to the issuer of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.</p> | | | 276-277 |
| 10. MAJOR SHAREHOLDERS | | | |
| <p>10.1 To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.</p> | | | 7 |
| 11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES | | | |
| <p>11.1 Historical Financial Information</p> <p>11.1.1 Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.</p> <p>11.1.3 Accounting Standards</p> | 258-384 ¹ ; 385-421 ² | 286-454 ¹ ; 455-490 ² | |

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|---|---|---|--|
| <p>The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.</p> <p>If Regulation (EC) No 1606/2002 is not applicable, the financial information must be prepared in accordance with either:</p> <p>(a) a Member State’s national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU;</p> <p>(b) a third country’s national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country’s national accounting standards are not equivalent to Regulation (EC) No 1606/2002, the financial statements shall be restated in compliance with that Regulation.</p> | 258-384; 385-421 | 286-454; 455-490 | |
| <p>11.1.6 Consolidated Financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | 258-378 | 286-447 | |

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|--|---|---|--|
| <p>11.1.7 Age of financial information</p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p> | | 287 | |
| <p>11.2 Interim and other financial information</p> <p>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>11.3 Auditing of historical annual financial information</p> <p>11.3.1 The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> | <p>379-384; 418-421</p> | <p>448-454; 487-490</p> | <p>47 to 120 (unaudited)</p> |

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|--|---|---|--|
| 11.3.1a Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full. | N/A | N/A | |
| <p>11.4 Legal and arbitration proceedings</p> <p>11.4.1 Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.</p> | | | 134-135 ; 274 |
| 12. ADDITIONAL INFORMATION | | | |
| <p>12.1 Share Capital</p> <p>The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</p> | | | 90 |
| 12.2 Memorandum and Articles of Association | | 658-668 | 283 |

| Annex 6 of the Commission Delegated Regulation | 2022 Universal Registration Document (page number) | 2023 Universal Registration Document (page number) | Amendment to 2023 Universal Registration Document (page number) |
|--|---|---|--|
| The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association. | | | |
| 13. MATERIAL CONTRACTS | | | |
| 13.1 A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligation to security holders in respect of the securities being issued. | | 669 | |

The 2016 EMTN Conditions, the 2017 EMTN Conditions, the 2018 EMTN Conditions, the 2019 EMTN Conditions, the 2020 EMTN Conditions, the 2021 EMTN Conditions, the 2022 EMTN Conditions and the 2023 EMTN Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the 2016 EMTN Conditions, the 2017 EMTN Conditions, the 2018 EMTN Conditions, the 2019 EMTN Conditions, the 2020 EMTN Conditions, the 2021 EMTN Conditions, the 2022 EMTN Conditions or the 2023 EMTN Conditions.

| Information incorporated by reference | Reference |
|--|---|
| 2016 EMTN Conditions | Pages 39 to 83 |
| 2017 EMTN Conditions | Pages 106 to 225 |
| 2018 EMTN Conditions | Pages 110 to 229 |
| 2019 EMTN Conditions | Pages 121 to 214 |
| 2020 EMTN Conditions | Pages 46 to 202 of the base prospectus dated 25 March 2020 and pages 16 to 19 of its fifth supplement dated 25 January 2021 |
| 2021 EMTN Conditions | Pages 49 to 202 |
| 2022 EMTN Conditions | Pages 49 to 204 |
| 2023 EMTN Conditions | Pages 49 to 206 |

Non-incorporated parts of the base prospectuses of the Issuer dated 12 September 2016, 11 September 2017, 5 September 2018, 25 March 2019, 25 March 2020 and of the fifth supplement dated 25 January 2021, 31 March 2021, 11 April 2022 and 24 April 2023 are not relevant for investors.

DESCRIPTION OF THE ISSUER

The first paragraph of the section “Description of the Issuer” appearing on page 215 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

Information on the Issuer is set out in the Issuer’s 2023 Universal Registration Document filed with the AMF under n° D.24-0178 on 26 March 2024 and the Issuer’s Amendment to 2023 Universal Registration Document filed with the AMF under n° D.24-0178-A01 on 13 September 2023, both incorporated herein by reference. (Please refer to the cross-reference tables on pages 42 to 48 of this Base Prospectus)

RESPONSIBILITY STATEMENT

I hereby certify 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 Cyril CUDENNEC,

Directeur de la Salle des Marchés of the Issuer

Dated 20 September 2024



This Second Supplement has been approved on 20 September 2024 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Second Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Second Supplement obtained the following approval number: n°24-406.