



BANQUE PALATINE
(société anonyme à conseil d'administration)

€ 5,000,000,000

Euro Medium Term Note Programme

This prospectus supplement no. 2 (the "**Prospectus Supplement no. 2**") constitutes a second supplement to and must be read in conjunction with the Base Prospectus dated **4 July 2019** which received visa no. **19-322** from the *Autorité des marchés financiers* (the "**AMF**") on **4 July 2019** (the "**Base Prospectus**") prepared by **Banque Palatine** (the "**Issuer**") with respect to its Euro 5,000,000,000 Euro Medium Term Note Program (the "**Program**") as supplemented by the first Prospectus Supplement dated **19 August 2019** which received visa no. 19-405 from the *Autorité des marchés financiers* (the "**AMF**") on **19 August 2019** (the "**Prospectus Supplement no. 1**"). The Base Prospectus as supplemented by the Prospectus Supplement no.1 and by this Prospectus Supplement no.2 constitutes a base prospectus for the purpose of the Directive 2003/71/EC of November 4, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended (the "**Prospectus Directive**").

Terms defined in the Base Prospectus and in the Prospectus Supplement no. 1 shall have the same meaning when used in this Prospectus Supplement no. 2.

This Prospectus Supplement no. 2 has been prepared pursuant to Article 16 of the Prospectus Directive and Article 212-25 of the AMF General Regulations (*Règlement général de l'AMF*) for the purpose of giving information with regard to the Issuer and the notes to be issued under the Program additional to the information already included or incorporated by reference in the Base Prospectus.

This Prospectus Supplement no. 2, the Base Prospectus, the Prospectus Supplement no. 1 and any documents incorporated by reference herein and therein will be published on the website of the Issuer (www.palatine.fr) and filed with the AMF.

Pursuant to Article 16.2 of the Prospectus Directive and Article 212-25, II of the AMF General Regulations (*Règlement Général de l'AMF*), investors who have already accepted to purchase or subscribe for any Notes to be issued under the Program before this Prospectus Supplement no. 2 is published, shall have the right, exercisable within a time limit which shall not be shorter than two business days after the publication of this Prospectus Supplement no. 2 i.e. 30 October 2019, to withdraw their acceptance, provided that the new factor, material mistake or inaccuracy was prior to the final closing of the public offer and delivery of the financial securities.



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* (the "**AMF**"), in particular Articles 212-31 to 212-33, the AMF has granted to this Prospectus Supplement no. 2 the visa no 19-504 on 28 October 2019. The Base Prospectus, as supplemented by the Prospectus Supplement no. 1 and by this Prospectus Supplement no. 2, 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 consistent". It does not imply that the AMF has verified the accounting and financial data set out herein. 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 and conditions of the securities to be issued.

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RESUME DU PROGRAMME EN FRANÇAIS

The section headed "RESUME DU PROGRAMME EN FRANÇAIS" of the Base Prospectus is modified as follows:

On page 10 of the Base Prospectus, the element headed "*B.13 Evènement récent relatif à l'Emetteur présentant un intérêt significatif pour l'évaluation de sa solvabilité*" is deleted in its entirety and replaced with the following:

B.13	Evènement récent relatif à l'Emetteur présentant un intérêt significatif pour l'évaluation de sa solvabilité	<p>Pour accompagner son développement commercial et en lien avec le relèvement des exigences réglementaires, la Banque Palatine va procéder à une augmentation de capital par émission d'actions nouvelles à hauteur de 150 millions d'euros, dans la suite de l'autorisation des autorités de tutelle. Les actions seront entièrement souscrites par BPCE SA qui détient 99,99% de son capital. Cette augmentation de capital donnera lieu à l'émission de 7,5 millions d'actions d'un nominal de 20 euros chacune et prendra effet le 20 septembre 2019.</p> <p>Le 21 Octobre 2019, Banque Palatine a publié un communiqué de presse annonçant que le conseil d'administration de la Banque Palatine a désigné Christine Jacglin au poste de directrice générale à compter du 6 novembre 2019. Pierre-Yves Dréan continue d'assurer la direction générale de la Banque Palatine jusqu'à cette date, avant de prendre de nouvelles fonctions auprès de Christine Fabresse, directrice générale en charge de la Banque de proximité et Assurance du Groupe BPCE.</p>
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SUMMARY OF THE PROGRAM

The section headed "SUMMARY OF THE PROGRAM" of the Base Prospectus is modified as follows:

On page 35 of the Base Prospectus, the element headed "*B.13 Recent events relating to the Issuer having a significant impact on the Issuer's solvency*" is deleted in its entirety and replaced with the following:

B.13	Recent events relating to the Issuer having a significant impact on the Issuer's solvency	<p>To support its commercial development and in connection with the increase in regulatory requirements, Banque Palatine will proceed with a capital increase by issuing new shares for € 150 million, according to the authorization of the supervisory authorities. The shares will be fully subscribed by BPCE SA which holds 99.99% of the capital of Banque Palatine. This capital increase will result in the issue of 7.5 million shares with a par value of 20 euros each and will take effect on 20 September 2019.</p> <p>On October 21st 2019, Banque Palatine issued a press release announcing that Banque Palatine's Board of Directors has appointed Christine Jacglin as Executive Director effective November 6th 2019. Pierre-Yves Dréan continues to lead Bank until that date, before taking on new duties with Christine Fabresse, General Manager in charge of Groupe BPCE's Retail Banking and Insurance.</p>
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NOTA DI SINTESI

The section headed "NOTA DI SINTESI" of the Base Prospectus is modified as follows:

On pages 6 of the document NOTA DI SINTESI, the element headed "*B.13 Descrizione di qualsiasi fatto recente relativo all'Emittente che sia sostanzialmente rilevante per la valutazione della sua solvibilità*" is deleted in its entirety and replaced with the following:

B.13	Descrizione di qualsiasi fatto recente relativo all'Emittente che sia sostanzialmente rilevante per la valutazione della sua solvibilità	<p>Per sostenere il suo sviluppo commerciale e in relazione all'aumento dei requisiti normativi, Banque Palatine procederà ad un aumento di capitale emettendo nuove azioni per € 150 milioni, in conformità con l'autorizzazione delle autorità di controllo. Le azioni saranno interamente sottoscritte da BPCE SA che detiene il 99,99% del capitale. Questo aumento di capitale comporterà l'emissione di 7,5 milioni di azioni del valore nominale di 20 euro ciascuna e entrerà in vigore il 20 settembre 2019.</p> <p>Il 21 ottobre 2019, Banque Palatine ha rilasciato un comunicato stampa in cui annunciava che il Consiglio di amministrazione di Banque Palatine ha nominato Christine Jacglin come direttore esecutivo in vigore dal 6 novembre 2019. Pierre-Yves Dréan continua a guidare la Banca fino a quella data, prima di assumere nuovi incarichi con Christine Fabresse, direttore generale responsabile delle attività bancarie e assicurative al dettaglio del Groupe BPCE.</p>
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GENERAL INFORMATION

On page 370 of the Base Prospectus, the paragraph (23) is added:

23. On October 21st 2019, Banque Palatine issued a press release announcing that Banque Palatine's Board of Directors has appointed Christine Jacglin as Executive Director effective November 6th 2019. Pierre-Yves Dréan continues to lead Bank until that date, before taking on new duties with Christine Fabresse, General Manager in charge of Groupe BPCE's Retail Banking and Insurance.

RECENT DEVELOPMENTS

In the section “Recent Developments”, the paragraph (2) is added:

2. On October 21st 2019, Banque Palatine issued a press release announcing that Banque Palatine's Board of Directors has appointed Christine Jacglin as Executive Director effective November 6th 2019. Pierre-Yves Dréan continues to lead Bank until that date, before taking on new duties with Christine Fabresse, General Manager in charge of Groupe BPCE's Retail Banking and Insurance.

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE PROSPECTUS
SUPPLEMENT NO. 2**

Tarek Akrouf, *Directeur Ingénierie et Trading*

Declaration by the person responsible for the Prospectus Supplement no. 2

To the best of my knowledge (having taken all reasonable care to ensure that such is the case), I hereby certify that the information contained in this Prospectus Supplement no. 2 (when read together with the Base Prospectus) is in accordance with the facts and contains no omission likely to affect its import.

Paris, 28 October 2019

Banque Palatine
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75008 Paris
France

duly represented by **Tarek Akrouf**, *Directeur Ingénierie et Trading*