



BANQUE PALATINE
(société anonyme à conseil d'administration)

€ 5,000,000,000

Euro Medium Term Note Programme

This prospectus supplement no. 3 (the "**Prospectus Supplement no. 3**") constitutes a third 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**") and by the second Prospectus Supplement dated **28 October 2019** which received visa no. **19-504** from the *Autorité des marchés financiers* (the "**AMF**") on **28 October 2019** (the "**Prospectus Supplement no. 2**"). The Base Prospectus as supplemented by the Prospectus Supplement no.1, by the Prospectus Supplement no.2 and by this Prospectus Supplement no.3 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, in the Prospectus Supplement no. 1 and in the Prospectus Supplement no. 2 shall have the same meaning when used in this Prospectus Supplement no. 3.

This Prospectus Supplement no. 3 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. 3, the Base Prospectus, the Prospectus Supplement no. 1, the Prospectus Supplement no. 2 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. 3 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. 3 i.e. 29 November 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. 3 the visa no 19-547 on 27 November 2019. The Base Prospectus, as supplemented by the Prospectus Supplement no. 1, by the Prospectus Supplement no. 2 and by this Prospectus Supplement no. 3, 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> <p>Le 25 Novembre 2019, Banque Palatine a publié un communiqué de presse annonçant que Bertrand DUBUS, directeur général délégué en charge du développement, quitte la Banque Palatine en date du 22 novembre 2019. Après 18 ans au sein du groupe BPCE, il va désormais se consacrer à des projets personnels et entrepreneuriaux.</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> <p>On November 25th 2019, Banque Palatine issued a press release announcing that Bertrand DUBUS, Deputy Chief Executive Officer in charge of Development, leaves Banque Palatine in November 22 2019. After 18 years within Groupe BPCE, he will now focus on personal and entrepreneurial projects.</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> <p>Il 25 novembre 2019, Banque Palatine ha rilasciato un comunicato stampa in cui annunciava che Bertrand DUBUS, Vice Direttore Generale responsabile dello sviluppo, lascerà Banque Palatine il 22 novembre 2019. Dopo 18 anni con Groupe BPCE, ora lo farà dedicarsi a progetti personali e imprenditoriali.</p>
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GENERAL INFORMATION

On page 370 of the Base Prospectus, the paragraph (6) is renewed and paragraph (24) is added:

6. To the knowledge of the Issuer, there are no potential conflict of interest between the duties toward the Group, members of the Board of Directors and Chief Executive Office, and their private interests.

24. On November 25th 2019, Banque Palatine issued a press release announcing that Bertrand DUBUS, Deputy Chief Executive Officer in charge of Development, leaves Banque Palatine in November 22, 2019. After 18 years within Groupe BPCE, he will now focus on personal and entrepreneurial projects.

RECENT DEVELOPMENTS

In the section “Recent Developments”, the paragraph (3) is added:

3. On November 25th 2019, Banque Palatine issued a press release announcing that Bertrand DUBUS, Deputy Chief Executive Officer in charge of Development, leaves Banque Palatine in November 22, 2019. After 18 years within Groupe BPCE, he will now focus on personal and entrepreneurial projects.

DESCRIPTION OF THE ISSUER

The section headed "DESCRIPTION OF THE ISSUER" of the Base Prospectus is modified as follows:

On page 344 of the Base Prospectus, the element headed "*Members of Management Committee*" is deleted in its entirety and replaced with the following:

Christine JACGLIN, CEO (Date of Birth: 08/04/1964)

NAXICAP : Member of the Supervisory Board

Patrick IBRY, Deputy CEO (Date of Birth: 11/04/1963)

PALATINE ASSET MANAGEMENT: Vice-Chairman of the Supervisory Board, Chairman of the Audit Committee
GIE CAISSE D'EPARGNE SYNDICATION RISQUE: Permanent representative of Banque Palatine, Member of Supervisory Board

ARIES ASSURANCES: Chairman of the Supervisory Board

As part of their duties, the persons above named as members of the Management Committee are domiciled under their function at the headquarters of the Issuer.

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE PROSPECTUS
SUPPLEMENT NO. 3**

Sylvie Ferrier, *Directrice Finances*

Declaration by the person responsible for the Prospectus Supplement no. 3

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. 3 (when read together with the Base Prospectus) is in accordance with the facts and contains no omission likely to affect its import.

Paris, 27 November 2019

Banque Palatine

42, rue d'Anjou

75008 Paris

France

duly represented by **Sylvie Ferrier**, *Directrice Finances*