



**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 2018** which received visa no. **18-279** from the *Autorité des marchés financiers* (the "**AMF**") on **4 July 2018** (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 **10 August 2018** which received visa no. **18-383** from the *Autorité des marchés financiers* (the "**AMF**") on **10 August 2018** (the "**Prospectus Supplement no. 1**") and by the second Prospectus Supplement dated **11 December 2018** which received visa no. **18-557** from the *Autorité des marchés financiers* (the "**AMF**") on **11 December 2018** (the "**Prospectus Supplement no. 2**"). The Base Prospectus as supplemented by the Prospectus Supplement no.1, by the Prospectus Supplement no.2 and by the 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](http://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. 14 March 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 19-092 on 12 March 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 9 and 10 of the Base Prospectus, the element headed "B.12 Informations financières historiques clés" is deleted in its entirety and replaced with the following:

<b>B.12</b>	<b>Informations financières historiques clés</b>	<b>COMPTE DE RESULTAT*</b>		
		<b>En millions d'Euros</b>	<b>Exercice 2017 (IAS39)</b>	<b>Exercice 2018 (IFRS9)</b>
		Produit Net Bancaire	319.3	331.5
		Résultat Brut d'Exploitation	112.8	79.0
		Coût du risque	-39.5	-41.4
		Résultat d'exploitation	73.3	37.7
		Résultat net	45.9	23.4
		<b>BILAN</b>		
		Actif	14 767.5	15 170.9
		Passif	14 767.5	15 170.9
		<p>* Le conseil d'administration de la Banque Palatine, présidé par Christine Fabresse, a examiné et arrêté les comptes le 4 février 2019. Ces résultats sont en cours de certification par les commissaires aux comptes.</p> <p>Le ratio Core Equity Tier One (CET1) est égal à 9.05% au 31 décembre 2018.</p> <p>Aucune détérioration significative n'a eu de répercussions sur les perspectives de l'Émetteur depuis le 31 décembre 2017.</p> <p>Il n'y a eu aucun changement significatif de la situation financière ou commerciale de l'Émetteur depuis le 30 juin 2018.</p>		

## SUMMARY OF THE PROGRAM

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

On page 33 of the Base Prospectus, the element headed "*B.12 Key historic financial information*" is deleted in its entirety and replaced with the following:

<b>B.12</b>	<b>Key historic financial information</b>	<b>INCOME STATEMENT*</b>		
		<b>In millions of Euros</b>	<b>Financial year 2017 (IAS39)</b>	<b>Financial year 2018 (IFRS9)</b>
		Net Banking Income	319.3	331.5
		Gross Operating Profit	112.8	79.0
		Cost of risk	-39.5	-41.4
		Operating Profit	73.3	37.7
		Net Profit	45.9	23.4
		<b>BALANCE SHEET</b>		
		Assets	14 767.5	15 170.9
		Liabilities	14 767.5	15 170.9
<p>* The Board of Directors of Banque Palatine, chaired by Christine Fabresse, examined and approved the financial statements on 4 February, 2019 for the 2018 financial year. These results are currently being certified by the statutory auditors.</p> <p>The Core Equity Tier One ratio (CET1), as of December 31st, 2018 is equal to 9.05%.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2017.</p> <p>There has been no significant change in the financial or trading position of the Issuer since 30 June 2018.</p>				

## DOCUMENTS INCORPORATED BY REFERENCE

The section headed "DOCUMENTS INCORPORATED BY REFERENCE" of the Base Prospectus is deleted in its entirety and replaced with the following:

This Base Prospectus should be read and construed in conjunction with the following documents which have been previously published and have been filed with the AMF. Such documents shall be incorporated in, and shall be deemed to form part of, this Base Prospectus:

- (a) the 2017 annual financial report (the "**2017 Financial Report**") of the Issuer in English language which includes the consolidated financial statements for the fiscal year ended 31 December 2017, together with the explanatory notes and the related auditors reports;
- (b) the 2016 annual financial report (the "**2016 Financial Report**") of the Issuer in English language which includes the consolidated financial statements for the fiscal year ended 31 December 2016, together with the explanatory notes and the related auditors reports;
- (c) the interim financial report as of June 2018 (the « **Rapport Financier Semestriel Juin 2018** ») of the Issuer in French language which includes non audited condensed financial statements, notes to the financial statements as well as auditor's limited review report;
- (d) the sections "Terms and Conditions of the Notes" of the following base prospectuses: (i) Base Prospectus dated 3 July 2017 (pages 81 to 109) (ii) Base Prospectus dated 4 July 2016 (pages 78 to 106) and (iii) Base Prospectus dated 10 July 2015 (pages 73 to 97).
- (e) the press release "Résultats 2018 de la Banque Palatine" in french language, published on 07 March 2019, which includes unaudited condensed financial statements for the fiscal year ended 31 December 2018.

For as long as any Notes are outstanding, all documents incorporated by reference into this Base Prospectus may be obtained, free of charge at the registered office of the Issuer during normal business hours and will be available on the website of the Issuer ([www.palatine.fr](http://www.palatine.fr)) and on the following website: [www.info-financiere.fr](http://www.info-financiere.fr).

**Cross Reference Table - Annex IV of EC Regulation no. 809/2004**

		<b>Press Release « Résultats 2018 de la Banque Palatine»</b>	<b>2018 Interim Financial Report<sup>1</sup></b>	<b>2017 Financial Report</b>	<b>2016 Financial Report</b>
3.	<b>Selected Financial Information</b>				
3.1	Selected historical financial information regarding the issuer, presented, for each financial year for the period covered by the historical financial information, and any subsequent interim financial period, in the same currency as the financial information.	Pages 1 to 4	Pages 16 to 17	Pages 103 to 105	Pages 103 to 104
3.2	If selected financial information for interim periods is provided, comparative data from the same period in the prior financial year.	Not Applicable	Pages 16 to 20	Not Applicable	Not Applicable
13.1	<i>Historical financial information</i>				

<sup>1</sup> The page numbers in this table correspond to the continuous numbering of the 2017 Interim Financial Report.

	Audited historical financial information covering the latest 2 financial years	Not Applicable		Pages 65 to 174	Pages 67 to 163
	Statutory Auditors reports	Not Applicable		Pages 175 to 192	Pages 164 to 177
	Balance sheet	Pages 3 and 4		Page 103	Page 103
	Income statements	Pages 3 and 4		Page 104 to 105	Page 104
	Cash flow statements	Not Applicable		Page 108	Page 106
	Accounting principles	Not Applicable		Pages 122 to 135	Pages 118 to 131
	Explanatory notes	Not Applicable		Pages 109 to 174	Pages 107 to 163
13.2	<i>Financial statements</i>				
	Own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	Pages 3 to 4		Pages 65 to 174	Pages 67 to 163
13.3	<i>Auditing of historical annual financial information</i>	Not Applicable	Not Applicable	Pages 175 to 192	Pages 164 to 177
13.5	<i>Interim and other financial information</i>	Not Applicable	Pages 16 to 81	Not Applicable	Not Applicable
	Established review or audit report	Not Applicable	Pages 13 to 14	Not Applicable	Not Applicable
	Balance sheet	Not Applicable	Page 16	Not Applicable	Not Applicable
	Income statements	Not Applicable	Page 17	Not Applicable	Not Applicable
	Cash flow statements	Not Applicable	Page 20	Not Applicable	Not Applicable
	Accounting principles	Not Applicable	Pages 21 to 27 and pages 31 to 35	Not Applicable	Not Applicable
	Explanatory notes	Not Applicable	Pages 21 to 81	Not Applicable	Not Applicable
13.6	<i>Legal and arbitration proceedings</i>	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13.7	<i>Significant change in the issuer's financial or trading position</i>	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Any information not listed in the cross-reference list but included in the documents incorporated by reference is given for information purposes only.

The sections "Terms and Conditions" of the following base prospectuses: (i) Base Prospectus dated 3 July 2017 (pages 81 to 109) (ii) Base Prospectus dated 4 July 2016 (pages 78 to 106) and (iii) Base Prospectus dated 10 July 2015 (pages 73 to 97) are only incorporated by reference into the Base Prospectus in order to issue assimilated Notes to form a single Series already issued in accordance with the "Terms and Conditions" of the base prospectuses as defined in (i) to (iii) above.

## GENERAL INFORMATION

On page 362 of the Base Prospectus, the paragraphs 1 is deleted in its entirety and replaced as follows:

1. No authorisation procedures are required of the Issuer by French law for the establishment or update of the Programme.

To the extent that Notes issued by the Issuer under the Programme may constitute obligations under French law, the issue of such Notes has been authorised by a resolution of the Issuer's Conseil d'Administration (Board of Directors) dated 8 February 2019 which has delegated to Pierre-Yves Drean, Chief Executive Officer (Directeur Général), Patrick Ibry, Deputy Chief Executive Officer (Directeur Général Délégué), Bertrand Dubus, Deputy Chief Executive Officer (Directeur Général Délégué), Sylvie Ferrier, Chief Financial Officer (Directrice des Finances), Tarek Akrouf, Ingeniering and Trading Director (Directeur Ingénierie et Trading), Fawzi Terranti, Securities and Derivatives Trader (Opérateur Titres et Produits Dérivés) and Julien Martin, Securities and Derivatives Trader (Opérateur Titres et Produits Dérivés) the power to decide issues of obligations and assimilated securities for a maximum aggregate nominal amount of EUR 300,000,000 within a period of one year ending 8 February 2020.

On page 364 of the Base Prospectus, the paragraph 20 should be added:

20. The press release "Résultats 2018 de la Banque Palatine" published on 07 March 2019 gives new information on 2018 annual results. According to paragraph 8 (2) of ANNEX XI TO REGULATION (EC) No 809/2004, the issuer approves the following statements:

- Banque Palatine approves the information published in this press release.
- Independent accountants or auditors have agreed that this information is substantially consistent with the final results to be published in the next annual audited financial statements.
- This financial information has not been audited.

**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, the Prospectus Supplement no. 1 and the Prospectus Supplement no. 2) is in accordance with the facts and contains no omission likely to affect its import.

Paris, 12 March 2019

**Banque Palatine**

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75008 Paris

France

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