



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 **3 July 2017** which received visa no. **17-318** from the *Autorité des marchés financiers* (the "**AMF**") on **3 July 2013** (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 **3 August 2017** which received visa no. **17-420** from the *Autorité des marchés financiers* (the "**AMF**") on **3 July 2013** (the "**Prospectus Supplement no. 1**"). The Base Prospectus as supplemented by the Prospectus Supplement no.1 and by the 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. 13 September 2017, 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. 1 the visa no 17-478 on 13 September 2017. 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 8 of the Base Prospectus, the element headed "*B.12 Informations financières historiques clés*" is deleted in its entirety and replaced with the following:

B.12	Informations financières historiques clés	COMPTE DE RESULTAT				
		En millions d'Euros	30 juin 2017	30 juin 2016	Exercice 2016	Exercice 2015
		Produit Net Bancaire	159.3	157.8	318.1	325.4
		Résultat Brut d'Exploitation	52.5	53.6	118.9	131.9
		Coût du risque	-16.5	-26.4	-46	-41.5
		Résultat d'exploitation	36	27.2	72.9	90.4
		Résultat net	22.3	16.5	46.3	55.5
		BILAN				
		Actif	14 795.5	16 300.2	15 337.7	17 359.3
		Passif	14 795.5	16 300.2	15 337.7	17 359.3
<p>Le ratio Core Equity Tier One (CET1) est égal à 7,9% au 31 décembre 2016.</p> <p>Aucune détérioration significative n'a eu de répercussions sur les perspectives de l'Émetteur depuis le 31 décembre 2016.</p> <p>Il n'y a eu aucun changement significatif de la situation financière ou commerciale de l'Émetteur depuis le 30 juin 2017.</p>						

SUMMARY OF THE PROGRAM

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

On page 32 of the Base Prospectus, the element headed "*B.12 Key historic financial information*" is deleted in its entirety and replaced with the following:

B.12	Key historic financial information	INCOME STATEMENT				
		In millions of Euros	First-half 2017	First-half 2016	Financial year 2016	Financial year 2015
		Net Banking Income	159.3	157.8	318.1	325.4
		Gross Operating Profit	52.5	53.6	118.9	131.9
		Cost of risk	-16.5	-26.4	-46	-41.5
		Operating Profit	36	27.2	72.9	90.4
		Net Profit	22.3	16.5	46.3	55.5
		BALANCE SHEET				
		Assets	14 795.5	16 300.2	15 337.7	17 359.3
		Liabilities	14 795.5	16 300.2	15 337.7	17 359.3
		<p>The Core Equity Tier One ratio (CET1), as of December 31st, 2016 is equal to 7.9%.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2016.</p> <p>There has been no significant change in the financial or trading position of the Issuer since 30 June 2017.</p>				

NOTA DI SINTESI

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

On page 5 of the document NOTA DI SINTESI, the element headed "*B.12 Informazioni finanziarie fondamentali relative agli esercizi passati*" is deleted in its entirety and replaced with the following:

B.12	Informazioni finanziarie fondamentali relative agli esercizi passati	CONTO ECONOMICO					
		In milioni di Euro	Primo semestre 2017	Primo semestre 2016	Esercizio 2016	Esercizio year 2015	
		Risultato netto bancario	159.3	157.8	318.1	325.4	
		Margine operativo lordo	52.5	53.6	118.9	131.9	
		Costo del rischio	-16.5	-26.4	-46	-41.5	
		Utile operativo	36	27.2	72.9	90.4	
		Utile netto	22.3	16.5	46.3	55.5	
		STATO					
		PATRIMONIALE					
		Attivo	14 795.5	16 300.2	15 337.7	17 359.3	
		Passivo	14 795.5	16 300.2	15 337.7	17 359.3	
		<p>Il rapporto Core Equity Tier One (CET1) è pari al 7,9 % al 31 dicembre 2016.</p> <p>Non è stato riscontrato alcun cambiamento negativo sostanziale nelle prospettive dell'Emittente dal 31 dicembre 2016.</p> <p>Non è stato riscontrato alcun cambiamento significativo nella situazione finanziaria o commerciale dell'Emittente dal 30 giugno 2017.</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 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;
- (b) the 2015 annual financial report (the "**2015 Financial Report**") of the Issuer in English language which includes the consolidated financial statements for the fiscal year ended 31 December 2015, together with the explanatory notes and the related auditors reports;
- (c) the interim financial report as of June 2017 (the « **Rapport Financier Semestriel Juin 2017** ») 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 4 July 2016 (pages 78 to 106) (ii) Base Prospectus dated 10 July 2015 (pages 73 to 97) and (iii) Base Prospectus dated 22 August 2014 (pages 49 to 72).

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) and on the following website: www.info-financiere.fr.

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

		2017 Interim Financial Report¹	2016 Financial Report	2015 Financial Report
3.	Selected Financial Information			
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 16 to 17	Pages 103 to 104	Pages 87 to 88
3.2	If selected financial information for interim periods is provided, comparative data from the same period in the prior financial year.	Pages 16 to 19	Not Applicable	Not Applicable
13.1	<i>Historical financial information</i>			
	Audited historical financial information covering the latest 2 financial years		Pages 67 to 163	Pages 58 to 136
	Statutory Auditors reports		Pages 164 to 177	Pages 137 to 153
	Balance sheet		Page 103	Page 87

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

	Income statements		Page 104	Page 88
	Cash flow statements		Page 106	Page 90
	Accounting principles		Pages 118 to 131	Pages 97 to 109
	Explanatory notes		Pages 107 to 163	Pages 91 to 136
13.2	<i>Financial statements</i>			
	Own and consolidated financial statements, include at least the consolidated financial statements in the registration document.		Pages 67 to 163	Pages 58 to 136
13.3	<i>Auditing of historical annual financial information</i>	Not Applicable	Pages 164 to 177	Pages 137 to 153
13.5	<i>Interim and other financial information</i>	Pages 16 to 56	Not Applicable	Not Applicable
	Rapport d'examen ou d'audit établi	Pages 13 to 14	Not Applicable	Not Applicable
	Balance sheet	Page 16	Not Applicable	Not Applicable
	Income statements	Page 17	Not Applicable	Not Applicable
	Cash flow statements	Page 19	Not Applicable	Not Applicable
	Accounting principles	Pages 25 to 34	Not Applicable	Not Applicable
	Explanatory notes	Pages 22 to 56	Not Applicable	Not Applicable
13.6	<i>Legal and arbitration proceedings</i>	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

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 4 July 2016 (pages 78 to 106) (ii) Base Prospectus dated 10 July 2015 (pages 73 to 97) and (iii) Base Prospectus dated 22 August 2014 (pages 49 to 72) 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 356 of the Base Prospectus, the paragraph (2) is deleted in its entirety and replaced as follows:

2. There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2017.

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

Paris, 13 September 2017

Banque Palatine

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France

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