

**FIRST SUPPLEMENT DATED 8 NOVEMBER TO THE BASE PROSPECTUS DATED 29 JUNE
2016**



PSA BANQUE FRANCE
(formerly known as Société Financière de Banque – SOFIB)

€4,000,000,000

Euro Medium Term Note Programme

This first supplement (the **First Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 29 June 2016 (the **Base Prospectus**) prepared in relation to the €4,000,000,000 Euro Medium Term Note Programme of PSA BANQUE FRANCE (**PSA BANQUE FRANCE** or the **Issuer**), formerly known as Société Financière de Banque – SOFIB. The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Directive 2003/71/EC, as amended (the **Prospectus Directive**). The *Autorité des marchés financiers* (the **AMF**) has granted visa No. 16-282 on 29 June 2016 to the Base Prospectus.

Application has been made for approval of this First Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this First Supplement.

This First Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purposes of: (a) providing details of the issuer's change of name; (b) modifying the "Risk Factors" section; (c) incorporating by reference the Issuer's unaudited interim consolidated financial statements as of 30 June 2016; and (d) including new "Auditors" and "Significant or Material Change" statements.

Save as disclosed in this First 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.

Copies of this First Supplement will be available so long as any of the Notes are outstanding (a) free of charge, at the registered office of the Issuer during normal business hours, (b) during usual business hours on any weekday (public holidays excepted) for collection at the offices of the Fiscal Agent and the Paying Agent(s), (c) on the website of the AMF at www.amf-france.org, and (d) together with the documents incorporated by reference in this First Supplement, on the website of PSA BANQUE FRANCE at www.psa-banque-france.com.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

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1. ISSUER'S CHANGE OF NAME

As described in the 2016 Half-Year Report, on 18 July 2016 Société Financière de Banque – SOFIB changed its corporate name and, accordingly, is henceforth known as PSA BANQUE FRANCE. Accordingly, all references made in the Base Prospectus to Société Financière de Banque – SOFIB and to the “Issuer” shall be to PSA BANQUE FRANCE.

2. RISK FACTORS

The first paragraph of the sub-section “FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER NOTES ISSUED UNDER THE PROGRAMME” of the section “Risk Factors” appearing on page 5 of the Base Prospectus is deleted and replaced with the following:

“The risk factors relating to PSA BANQUE FRANCE and its activity are set out in detail on pages 23 to 31 of the 2015 Annual Report and pages 16 and 17 of the 2016 Half-Year Report (both as defined in the section “Documents incorporated by reference”), which are incorporated by reference in this Base Prospectus, and include the following:”

3. DOCUMENTS INCORPORATED BY REFERENCE

PSA BANQUE FRANCE has published an English translation of the Interim Financial Report as of 30 June 2016.

The section “DOCUMENTS INCORPORATED BY REFERENCE” appearing on pages 22 to 23 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“The following documents shall be incorporated by reference in, and form part of, this Base Prospectus:

- (a) The English translation of the *Rapport Semestriel 2016* (the **2016 Half-Year Report**) has been filed with the AMF and the pages of the 2016 Half-Year Report included in the cross-reference table set out below are incorporated by reference in, and form part of, the Base Prospectus. Any information not listed in the cross-reference table set out below but included in the 2016 Half-Year Report is either not relevant for investors or covered elsewhere in this Base Prospectus and shall not be incorporated by reference into this Base Prospectus; and
- (b) The English translation of the *2015 Rapport Annuel* of PSA BANQUE FRANCE (the **2015 Annual Report**), which has previously been published and was filed with the AMF on 15 June 2016.

PSA BANQUE FRANCE will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Base Prospectus which is capable of affecting the assessment of any Notes, prepare a supplement to this Base Prospectus or publish a new Base Prospectus for use in connection with any subsequent issue of Notes.

Following the publication of this Base Prospectus a supplement may be prepared by PSA BANQUE FRANCE and approved by the AMF in accordance with Article 16 of the Prospectus Directive and article 212-25 of the *Règlement Général* of the AMF. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable, be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Copies of documents incorporated by reference in the Base Prospectus can be obtained from the registered office of PSA BANQUE FRANCE and from the specified offices of the Paying Agent for the time being at 11, avenue Emile Reuter, 2420 Luxembourg, Luxembourg. They will also be published on PSA BANQUE FRANCE’s website at: www.psa-banque-france.com and on the *Direction de l'information légale et administrative's* website at (www.info-financiere.fr) for financial information only. The Base Prospectus (together with any Final Terms relating to Notes admitted to trading on a Regulated Market and/or offered to the public in France) has been published on the AMF's website at www.amf-france.org.

The cross-reference tables below set out the relevant page references for the information incorporated herein by reference:

	Annex XI of EC regulation No. 809/2004, as amended – Minimum disclosure requirements for the debt and derivatives securities registration document	2016 Half-Year Report	2015 Annual Report
3	RISK FACTORS		
3.1	Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	pages 16 and 17	pages 23-31
4	INFORMATION ABOUT THE ISSUER		
4.1	<u>History and development of the Issuer:</u>		
4.1.4	the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office).		page 33
4.1.5	any recent events particular to the issuer and which are to a material extent relevant to the evaluation of the issuer's solvency.		pages 6-22
5	BUSINESS OVERVIEW		
5.1.	<u>Principal Activities</u>		
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed;		pages 6-13
5.1.3	Principal Markets A brief description of the principal markets in which the issuer competes.		Pages 9-13
9	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1	Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer: members of the administrative, management or supervisory bodies;		pages 34 and 37-41
9.2	Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.1 and their private interests and or other duties. In the event that there are no such conflicts, a statement to that effect		page 34
11	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1	<u>Historical Financial Information</u>		

11.2	Consolidated Financial Statements		
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	(c) statement of changes in equity		page 46
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	(e) the accounting policies and explanatory notes.		pages 51-58
	(f) audit report		pages 88-89
	Interim Consolidated Financial Statements		
	(a) the balance sheet;	page 22	
	(b) the income statement;	page 23	
	(c) statement of changes in equity	page 24	
	(d) statement of cash flow	page 25	
	(e) the accounting policies and explanatory notes.	page 26-54	
	(f) audit report	page 55	
11.3	<u>Auditing of historical annual financial information</u>		
11.3.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.		page 90
11.6	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during the period covering, at last 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.		page 13

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.”

4. GENERAL INFORMATION

- 4.1 The paragraph "Significant or Material Change" on page 72 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no significant change in the financial or trading position of the PSA BANQUE FRANCE since 30 June 2016 (being the date of its last published interim financial statements) and there has been no material adverse change in the financial position or prospects of PSA BANQUE FRANCE since 31 December 2015.”

- 4.2 The paragraph "Auditors" on page 72 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

“The auditors of the Issuer are Ernst & Young Audit and Mazars, who have audited the Issuer’s first consolidated financial statements without qualification, in accordance with IFRS for the financial year ended on 31 December 2015 and have reviewed the Issuer’s unaudited interim consolidated financial statements at 30 June 2016. Ernst & Young Audit and Mazars carry out their duties in accordance with the principles of the *Compagnie Nationale des Commissaires aux Comptes* (CNCC) (National Association of Statutory Auditors).”

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT

I hereby certify, having taken all reasonable care to ensure that such is the case, that, to the best of my knowledge, the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import.

Paris, 8 November 2016

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Represented by

Andrea Bandinelli

Chief Executive Officer

Christophe Blancal

Head of Treasury & Financing



Autorité des marchés financiers

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 (AMF)*, in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa no. 16-520 on 8 November 2016. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by PSA BANQUE FRANCE 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 coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. 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 of the securities being issued.