

SUPPLEMENT DATED 1 OCTOBER 2019
TO THE BASE PROSPECTUS DATED 25 JUNE 2019



DEXIA CRÉDIT LOCAL

(a *société anonyme* established under the laws of the Republic of France)

\$20,000,000,000

**Guaranteed U.S. Medium Term Note Programme
benefiting from an unconditional and irrevocable first demand guarantee
by the States of Belgium, France and Luxembourg**

This Supplement (the “**Supplement**” or the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 25 June 2019 (the “**Base Prospectus**”, which term, where the context admits, shall include such Base Prospectus as amended and/or supplemented from time to time including, without limitation, by this Second Supplement and all references to this “Base Prospectus” shall be construed accordingly) prepared in relation to the \$20,000,000,000 Guaranteed U.S. Medium Term Note Programme (the “**Programme**”) of Dexia Crédit Local (the “**Issuer**”).

The Base Prospectus does not constitute a prospectus as defined in Article 5.4 of Directive 2003/71/EC as amended by Directive 2010/73/EU and as replaced by Regulation 2017/1129/EU (the “**Prospectus Regulation**”), and may be used only for the purpose for which it is published. The purpose of the Base Prospectus in relation to Notes is to give information with respect to the issue of Notes. The Notes will be exempt from the Prospectus Regulation pursuant to Article 1.2(d) thereof and the Notes will not be treated as being within the scope of the Prospectus Regulation. The Base Prospectus has not been, and will not be, approved by the CSSF as complying with the Prospectus Regulation.

The Base Prospectus may not be used for any offering to the public or any admittance to trading on a regulated market of Notes in any jurisdiction which would require the approval and publication of a prospectus under the Prospectus Regulation or similar document under applicable law.

The Issuer accepts responsibility for the information contained in this Second Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

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

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

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Second Supplement is available on the Luxembourg Stock Exchange’s website (www.bourse.lu).

This Second Supplement has been prepared for the purpose of updating the Issuer's information.

Update of the Issuer's information in the section "Dexia Crédit Local—Recent developments"

The following paragraph is inserted at the end of the above mentioned section located page 96 of the Base Prospectus:

The European Commission approves the prolongation of Dexia's senior debt State guarantee

The European Commission confirmed its approval of the prolongation by Belgium and France of Dexia's senior debt State guarantee beyond 31 December 2021.

Validated by the European Commission in December 2012, the Dexia Group's ordered resolution process is based in particular on a funding guarantee granted jointly and not severally by the Belgian, French and Luxembourg governments. The maximum principal amount of this guarantee is EUR 85 billion. It covers funding raised from qualified, institutional or professional investors covered by the guarantee agreement before 31 December 2021 and having a maximum maturity date of ten years. As at 1 July 2019, Dexia's total outstanding guaranteed debt amounted to EUR 64 billion.

In order to anticipate the expiry of the current guarantee, the Belgian and French States gave notice, to the European Commission, of a plan to extend this guarantee for a further period of 10 years from 1 January 2022. This extension has been approved on 27 September 2019.

The extended funding guarantee will retain most of its current features and will therefore remain joint, unconditional, irrevocable and on first demand. However, the following changes have been made to the scheme: (i) the new guarantee ceiling will be EUR 75 billion, (ii) the Luxembourg State will no longer participate in the guarantee scheme. Its 3% share will be distributed between the Belgian and French States in proportion to their current shares of 51.41% and 45.59% respectively, resulting in a proportion of 53% for Belgium and 47% for France, and (iii) the remuneration for the guarantee will remain at 5 basis points per annum on the guaranteed amounts outstanding, payable monthly. This fee may be increased by a conditional deferred fee, which will be payable on the Group's liquidation and provided that Dexia Crédit Local no longer holds a banking licence. The tariff structure for this fee will be progressive from 2022, and reach an annual rate of 135 basis points on outstanding in 2027.