

SUPPLEMENT DATED 6 OCTOBER 2017
TO THE BASE PROSPECTUS DATED 29 JUNE 2017



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 “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 29 June 2017 (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 Third 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 (the “**2003 Prospectus Directive**”), as amended by Directive 2010/73/EU (the “**2010 Prospectus Directive**” and, together with the 2003 Prospectus Directive, the “**Prospectus Directive**”), 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 Directive pursuant to Article 1.2(d) thereof and the Notes will not be treated as being within the scope of the Prospectus Directive. The Base Prospectus has not been, and will not be, approved by the CSSF as complying with the Prospectus Directive.

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 Directive or similar document under applicable law.

The Issuer accepts responsibility for the information contained in this Third Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third 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 Third Supplement.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement or any statement incorporated by reference into the Base Prospectus by this Third 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 Third 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 Third Supplement is available on the Luxembourg Stock Exchange’s website (www.bourse.lu).

This Third Supplement has been prepared for the purpose of updating the information in relation to the Issuer.

Update of the Issuer's information in the section "*Dexia Crédit Local - Recent Developments - Towards a simplification and greater integration of the operating model - Outsourcing the operational processing chain for market activities*"

At the end of the above mentioned section on page 73 of the Base Prospectus, the three following paragraphs are inserted :

European banking group Dexia and U.S. professional services firm Cognizant have signed, on the 4th October 2017, a 10-year agreement allowing Cognizant to become Dexia's strategic provider of information technology and business process services for capital markets and credit operations in France (Dexia Crédit Local) and Belgium.

Under the agreement, 150 Dexia employees will move to a dedicated, newly-formed Cognizant company in France to which Dexia will transfer certain IT and business process services. In order to allow a smooth transition, implementation will take place in two stages, with the transfer of IT services by November 2017 and of business operations by May 2018 at the latest.

A new managed services platform will be built to run Dexia's credit operations, spanning a number of functions including transaction settlements, clearances and records maintenance. The agreement will provide more flexibility to Dexia's cost base, enabling potential savings of approximately EUR 100 million to be made over the lifetime of the agreement. In addition, the technological support provided by Cognizant will enable Dexia to create the appropriate investment framework to strengthen its IT infrastructure.