

SUPPLEMENT DATED 18 DECEMBER 2018  
TO THE BASE PROSPECTUS DATED 25 JUNE 2018



**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 25 June 2018 (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](http://www.bourse.lu)).

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

**Update of the Issuer's information in the section "2a. Information concerning the Issuer - Recent Developments"**

The following paragraph is inserted at the end of the abovementioned section located page 22 of the Information Memorandum:

**Signature of a sale and purchase agreement relating to Dexia Credit Local's participation in Dexia Kommunalbank Deutschland**

On December 14<sup>th</sup>, Dexia Crédit Local and Helaba signed a sale and purchase agreement allowing Helaba to buy 100% of the shares in Dexia Kommunalbank Deutschland (DKD) for a total consideration of EUR 352 million.

Dexia Crédit Local, acting through its Dublin branch, will sell its shares in DKD after having obtained all relevant regulatory approvals. The transaction is expected to close during the second quarter 2019. It will have a non-significant impact on Dexia's solvency and will account for a reduction of approximately 15% of its balance sheet. Detailed financial impacts will be disclosed when the transaction closes. Pursuant to the transaction, Dexia will also terminate, with effect as of the closing date of the sale, the Letters of Support it had issued to DKD.