

**SUPPLEMENT N° 1 DATED 7 AUGUST 2019
TO THE BASE PROSPECTUS DATED 24 APRIL 2019**

MMB SCF

(société de crédit foncier duly licensed as a French specialised credit institution)

**€10,000,000,000 Euro Medium Term Note Programme
for the issue of obligations foncières**

(the "Programme")

This first supplement (the "**First Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 24 April 2019, which was granted visa no.19-170 on 24 April 2019 (the "**Base Prospectus**") by the *Autorité des marchés financiers* (the "**AMF**") prepared in relation to the Programme of MMB SCF (the "**Issuer**") for the issue, from time to time, subject to compliance with all relevant laws, regulations and directives, of *obligations foncières* (the "**Notes**").

The Base Prospectus as so supplemented constitutes a base prospectus for the purposes of the directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended or superseded (the "**Prospectus Directive**").

The Issuer has prepared this First Supplement to its Base Prospectus in accordance with the "grandfathering provision" provided for in Article 46.3 of the regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and for the purposes of updating:

1. the section "*Documents incorporated by reference*" on pages 77 and 78 of the Base Prospectus;
2. the section "*Recent developments*" on page 124 of the Base Prospectus; and
3. the section "*Subscription and sale*" on pages 164 to 167 of the Base Prospectus.

Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

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

Save as disclosed in this First Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this First Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

To the extent applicable, and provided that the conditions of Article 212-25 I of the *Règlement Général* of the AMF are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this First Supplement is published, have the right, according to Article 212-25 II of the *Règlement Général* of the AMF, to withdraw their acceptances within a time limit of two (2) working days after the publication of this First Supplement (*i.e.* no later than 9 August 2019), provided that the new factor, material mistake or inaccuracy referred to in the preceding paragraph was prior to the final closing of the public offer and delivery of the Notes.

For so long as Notes are admitted to trading on any Regulated Market and/or offered to the public pursuant to the Base Prospectus in accordance with the Prospectus Directive, copies of this First Supplement will be available on the website of the AMF (www.amf-france.org), and together with the document incorporated by reference in this First Supplement, on the website of the Issuer (www.mymoneybank.com).

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DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "*Documents incorporated by reference*" on pages 77 and 78 of the Base Prospectus is deleted and replaced as follows for the purposes of adding the 2018 Promontoria's Financial Statements and the 2018 Auditors' Report relating to the 2018 Promontoria's Financial Statements:

"This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously or simultaneously filed with the *Autorité des marchés financiers* (the "**AMF**") and which are incorporated in, and shall be deemed to form part of, this Base Prospectus:

- (a) the French audited consolidated financial statements of Promontoria MMB SAS for the fiscal year ended 31 December 2017 (the "**2017 Promontoria's Financial Statements**") comprised of the statutory auditors' report thereon and the audited consolidated financial statements of Promontoria MMB SAS with respect thereto;
- (b) the French audited consolidated financial statements of Promontoria MMB SAS for the fiscal year ended 31 December 2018 (the "**2018 Promontoria's Financial Statements**") comprised of the audited consolidated financial statements of Promontoria MMB SAS with respect thereto;
- (c) the French statutory auditors' report relating to the 2018 Promontoria's Financial Statements (the "**2018 Auditors' Report**");
- (d) the French audited financial statements of the Issuer for the 6-month period ended 31 December 2018 (the "**2018 Issuer's Financial Statements**") comprised of the statutory auditors' report thereon and the audited financial statements of the Issuer with respect thereto;

and for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the 2018 Conditions (as defined below):

- (e) the section "Terms and Conditions of the Notes" set out on pages 78 to 102 of the base prospectus of the Issuer dated 12 September 2018 (which received visa no. 18-425 from the AMF) (the "**2018 Conditions**").

A free English language translation of the Promontoria's Financial Statements will be available, for information purpose only, on the website of My Money Bank (www.mymoneybank.com).

All documents incorporated by reference in this Base Prospectus may be obtained, without charge upon request, during usual business hours on any weekday, at the registered office of the Issuer (Tour Europlaza - 20, avenue André Prothin - 92063 Paris La Défense Cedex - France) and at the specified office(s) of the Paying Agent(s) so long as any of the Notes are outstanding. Such documents will be published on the website of My Money Bank (www.mymoneybank.com).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross reference list below. For the avoidance of doubt, the sections of the documents listed above which are not included in the cross-reference list below are not incorporated by reference in this Base Prospectus and are given for information purposes only, except for the 2018 Conditions.

Cross reference list relating to the 2017 Promontoria's Financial Statements, the 2018 Promontoria's Financial Statements and the 2018 Auditors' Report

INFORMATION INCORPORATED BY REFERENCE (Annexe IV of the European Regulation 809/2004/EC of 29 April 2004, as amended)	REFERENCE
13. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
<u>13.1 Historical financial information</u>	
2017 Promontoria's Financial Statements	
- Balance sheet	Page 11

INFORMATION INCORPORATED BY REFERENCE (Annexe IV of the European Regulation 809/2004/EC of 29 April 2004, as amended)	REFERENCE
- Income statement	Pages 10 to 11
- Notes	Pages 12 to 41
- Cash flow statement	Page 12
- Auditors' report	Pages 41 to 42
2018 Promontoria's Financial Statements	
- Balance sheet	Page 5
- Income statement	Page 6
- Notes	Pages 10 to 71
- Cash flow statement	Page 9
2018 Auditors' Report	
- Auditors' report	Pages 1 to 5

Cross reference list relating to the 2018 Issuer's Financial Statements for the 6-month period ended 31 December 2018

INFORMATION INCORPORATED BY REFERENCE (Annexe IV of the European Regulation 809/2004/EC of 29 April 2004, as amended)	REFERENCE
13. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
<u>13.1 Historical financial information</u>	
- Balance sheet	Page 20
- Income statement	Page 21
- Notes	Pages 23 to 32
- Cash flow statement	Page 32
- Auditors' report	Pages 76 to 82"

SUBSCRIPTION AND SALE

The paragraph "France" of the section entitled "Subscription and sale" on page 166 of the Base Prospectus is deleted and replaced as follows:

"France

Each of the Dealers and the Issuer has represented and agreed that:

(a) Offer to the public in France

it has not offered or sold and will not offer or sell, directly or indirectly, Notes to the public in France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus, the relevant Final Terms or any other offering material relating to the Notes, except (a) to qualified investors (*investisseurs qualifiés*) in the context of an offer exempted from the obligation to publish a prospectus and/or (b) in the period beginning and ending on the dates specified for such purpose in the Final Terms relating to such Notes under "Non-exempt Offer" in section 12 of Part B and provided that the Final Terms have been duly published and specify that offers may be made to the public in France, all in accordance with the regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**") and any applicable French law and regulation; or

(b) Private placement in France

it has not offered, sold or otherwise transferred and will not offer, sell or otherwise transfer, directly or indirectly, any Notes to the public in France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France this Base Prospectus, the relevant Final Terms or any other offering material relating to the Notes, except to qualified investors (*investisseurs qualifiés*) in the context of an offer exempted from the obligation to publish a prospectus, all as defined in, and in accordance with the Prospectus Regulation."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT TO THE BASE PROSPECTUS

In the name of the Issuer

I declare, having taken all reasonable care to ensure that such is the case and to the best of my knowledge, that the information contained in this First Supplement (when read together with the Base Prospectus) is in accordance with the facts and that it contains no omission likely to affect its import.

MMB SCF

Tour Europlaza
20, avenue André Prothin
92063 Paris La Défense Cedex
France

Duly represented by: Damien Caputo
Funding Operations Manager

Duly authorised on 7 August 2019



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 General Regulations (*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. 19-392 on 7 August 2019. 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 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 coherent. It does not imply that the AMF has verified the accounting and financial data set out in it.

Pursuant to Article 212-32 of the General Regulations (*Règlement Général*) of the AMF, each issue or admission of Notes under the Base Prospectus, as supplemented by this First Supplement, will require the publication of Final Terms.