



**EDMOND
DE ROTHSCHILD**

**SECOND SUPPLEMENT DATED 2 APRIL 2019
TO THE BASE PROSPECTUS DATED JULY 11 2018**

EDMOND DE ROTHSCHILD (FRANCE)
as Issuer

(incorporated as a société anonyme in France)

€600,000,000
Euro Medium Term Note Programme
for the issue of Notes
due from one year from the date of original issue

This supplement (hereinafter the **Supplement**) modifies and must be read in conjunction with the Base Prospectus dated July 11, 2018 and its supplement dated 1st March 2019 (hereinafter the **Base Prospectus**) and prepared in relation to the €600,000,000 Euro Medium Term Note programme of Edmond de Rothschild (France) (hereinafter the **Issuer**). The Base Prospectus was approved by the *Commission de Surveillance du Secteur Financier* (hereinafter the **CSSF**) on July 11 2018 as a base prospectus for the purpose of Article 8.4 of the Luxembourg act dated 10 July 2005 on prospectuses for securities (hereinafter the **Prospectus Luxembourg Law**) and Article 5.4 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 and amending Directive 2001/34/EC (hereinafter the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU).

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 13.1 of the Prospectus Luxembourg Law and Article 16 of the Prospectus Directive.

This Supplement has been prepared for the purposes of :

- updating information about the Executive Board of the Issuer provided in the part of the Base Prospectus entitled "Description of the Issuer" on pages 305, 306 and 310, 311.
- changing the address of all members of the Supervisory Board of the Issuer provided in the part of the Base Prospectus entitled "Description of the Issuer" on pages 306 to 309.

Unless otherwise defined in this Supplement, terms used herein shall be deemed to be defined as such for the purposes of the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any other statement in the Base Prospectus, the statements in (i) above will prevail.

To the best of the knowledge and belief of the Issuer, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since 1st March, 2019.

Full information on the Issuer and the offer of Notes is only available on the basis of the combination of the Base Prospectus and its Supplement.

In accordance with Article 13 (2) of the Prospectus Luxembourg Law, investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 4 April, 2019.

DOCUMENTS AVAILABLE

Copies of this Supplement can be obtained, without charge, from the head office of the Issuer and the specified office of each of the Paying Agents, in each case, at the address given at the end of the Base Prospectus.

This Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Supplement.

To the best of the knowledge and belief of the Issuer (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

UPDATED INFORMATION ABOUT THE EXECUTIVE BOARD OF THE ISSUER

By virtue of this Supplement, the information about the Executive Board of the Issuer provided in the part of the Base Prospectus entitled "Description of the Issuer" on pages 305, 306, 310 and 311 shall be updated with the following:

As of March 14, 2019 the Executive Board is composed as follow:

Chairman of the board: Renzo Evangelista

General Manager: Philippe Cieutat

The positions held by each member of the Executive Board in other companies is shown below:

Renzo Evangelista

Address: 47, rue du Faubourg Saint-Honoré, 75008 Paris

Chairman of the Executive Board, Edmond de Rothschild (France)

Member of the Executive Board, Edmond de Rothschild Assurances et Conseils (France)

Permanent representative of Edmond de Rothschild (France) to the Vice-Présidence of the Supervisory Board of Edmond de Rothschild Corporate Finance.

Philippe Cieutat

Address: 47, rue du Faubourg Saint-Honoré, 75008 Paris

Chairman of the Board of Directors of:

- Financière Boréale
- Edmond de Rothschild Immo Premium

General Manager, Edmond de Rothschild (France)

Delegate General Manager, Edmond de Rothschild S.A.

Member of the Supervisory Board of:

- Cleaveland
- Edmond de Rothschild Private Equity (France)

Permanent representative of Edmond de Rothschild S.A. on the Board of Directors of Financière Eurafrique
Chairman of SAS EDR Immo Magnum

There are no conflicts of interest or potential conflicts of interest identified between any duties of the members of the Issuer's Supervisory and Executive board and their private interests and/or other duties. Any identification of potential conflict of interests would be communicated to the Head of compliance officer who will ensure, with a degree of reasonable certainty, that the measures taken provide protection to investors.

CHANGE ABOUT THE ADDRESS OF THE SUPERVISORY BOARD OF THE ISSUER'S MEMBERS

By virtue of this Supplement, the information about the Supervisory Board of the Issuer provided in the part of the Base Prospectus entitled "Description of the Issuer" on pages 306 to 309 shall be change with the following:

Address of members of the Supervisory Board of the Issuer: *47, rue du Faubourg Saint-Honoré, 75008 Paris*