

SECOND SUPPLEMENT DATED 18, MAY 2021
TO THE BASE PROSPECTUS DATED JULY 10 2020

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 10, 2020 (hereinafter the “**Base Prospectus**”) and its first supplement dated October 19, 2020 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**”) as competent authority under Regulation (EU) 2017/1129 as amended the case may be (hereinafter the “**Prospectus Regulation**”) on July 10, 2020 as a base prospectus.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of the Prospectus Regulation.

The purpose of this Supplement is to:

- incorporate by reference the information contained in the 2020 Annual Financial Report of the Issuer for the period ended December, 31, 2020 in the English language;
- modify of the Supervisory Board and Remuneration Committee composition of the Issuer in page 33 and 253 to 254;
- modify the principal ultimate indirect shareholder of the Issuer, in page 253;
- modify paragraph “Significant or Material Adverse Change” of the “General Information”, in page 263.

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

The Edmond de Rothschild (France) 2020 Annual Financial Report has been filed with the CSSF and by virtue of this Supplement it shall be deemed to be incorporated by reference into and form part 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 10 July 2020.

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 23 (2a) of Regulation (EU) 2017/1129, investors who had already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be May 20, 2021. Investors should contact their usual relationship contact for the exercise of the right of withdrawal.

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

1/ Incorporating by reference in page 32 to 34 the information contained in the 2020 Annual Financial Report of the Issuer in the English language:

The 2020 Annual Financial Report of the Issuer (available on : [https://www.edmond-de-rothschild.com/SiteCollectionDocuments/france/legal/Informations%20r%C3%A9glement%C3%A9es/Rapports%20Annuels/Rapport%20Annuel%20Edmond%20de%20Rothschild%20France%20-%202020%20\(EN\).pdf](https://www.edmond-de-rothschild.com/SiteCollectionDocuments/france/legal/Informations%20r%C3%A9glement%C3%A9es/Rapports%20Annuels/Rapport%20Annuel%20Edmond%20de%20Rothschild%20France%20-%202020%20(EN).pdf)) shall be incorporated by reference in, and form part of, this Supplement.

The following information appears on the pages of the Edmond de Rothschild (France) 2020 Annual Financial Report as set out below:

Management Report	Pages 10 to 61
Report of the Statutory Auditors on the consolidated financial statements	Pages 167 to 172
IFRS Consolidated balance sheet	Page 76
IFRS Consolidated Income Statement	Page 77
IFRS Cash Flow Statement	Page 78
Notes to the Consolidated Financial Statements	Pages 80 to 134

2/ Modification of the Supervisory Board and Remuneration committee composition of the Issuer:

Following the disparition of Benjamin de Rothschild, Supervisory Board and Remuneration committee composition had changed as follow in page 33 and 253 to 254.

Supervisory Board:

- the new Chairwoman of the Supervisory Board is Ariane de Rothschild (since February 3, 2021 previously Vice- Chairwoman of the Supervisory Board);
- the new Vice-Chairman of the Supervisory Board is Jean Laurent Bellue (since February 3, 2021 previously member of the Supervisory Board);
- Sabine Rabald had been appointed as a new member of the Supervisory Board (since March 10, 2021).
Address: 47, rue du Faubourg Saint-Honoré, 75008 Paris.

Sabine Rabald does held others offices:

- General Manager : S.A.S Configure Creative
- Director :
 - o Edmond de Rothschild (Europe) (*Luxembourg*)

- o Nucoro Holding Limited (*UK*)

The Supervisory Board is now composed by 10 members.

Remuneration Committee:

The new Chairwoman of the Remuneration Committee is Ariane de Rothschild (since February 3, 2021).

The Remuneration committee is now composed by 3 members.

**3/ Modification of the principal ultimate indirect shareholder of the Issuer, in page 253
“History and development of the Issuer”:**

The last sentence of “History and development of the Issuer” in page 253 will be deleted in its entirety and replaced with the terms set out hereafter:

The principal ultimate indirect shareholder of the issuer is Estate Baron Benjamin de Rothschild.

4/ Modification of the paragraph “Significant or Material Adverse Change”:

The paragraph “Significant or Material Adverse Change” in page 263 will be deleted in its entirety and replaced with the terms set out hereafter:

Significant or Material Adverse Change

There has been no significant change in the financial position or financial performance of the Issuer since 31 December 2020 and no material adverse change in the prospects of the Issuer since 31 December 2020.