

THIRD SUPPLEMENT DATED MAY 28, 2024
TO THE BASE PROSPECTUS DATED JULY 12, 2023

EDMOND DE ROTHSCHILD (FRANCE)
as Issuer

(incorporated as a société anonyme in France)

€850,000,000
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 12, 2023, its first Supplement dated October 3, 2023 and its second Supplement dated February 13, 2024 (hereinafter the “**Base Prospectus**”), prepared in relation to the €850,000,000 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 12, 2023 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 2023 annual financial report of the Issuer for the period ended 31 December 2023 in the English language (the **Edmond de Rothschild (France) 2023 Annual Financial Report**);
- modify paragraph “Significant or Material Adverse Change” of the “General Information”, in page 382.

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) 2023 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 February 13, 2024.

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 Supplements.

In accordance with Article 23 (2) 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 two working days after the publication of this Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be May 30, 2024. Investors should contact ingenieriefinanciere@lcf.fr 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.luxse.com) and on the website of the Issuer (<https://www.edmond-de-rothschild.com/en/Pages/Information-reglementees.aspx#navlist5>).

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.

AMENDMENT TO THE BASE PROSPECTUS

UPDATED INFORMATION

1/ Document incorporated by reference:

The Edmond de Rothschild (France) 2023 Annual Financial Report ended December 31, 2023 (available on <https://www.edmond-de-rothschild.com/SiteCollectionDocuments/Rapport-annuel/France/EN/EdR-France-Annual-Report-2023-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) Annual Financial Report set out below:

Introduction and contents	Pages 1 to 11
Report of the Executive Board	Pages 13 to 40
Administrative, Management and Supervisory bodies	Pages 99 to 105
Consolidated Financial Statements and Notes	Pages 107 to 187
IFRS Consolidated balance sheet – assets	Page 108
IFRS Consolidated balance sheet – liabilities	Pages 108 to 109
IFRS Consolidated income statement	Page 109
Statement of comprehensive income	Page 110
IFRS cash flow statement	Page 111
Statement of changes in equity	Page 112
Notes to the consolidated financial statements	Pages 113 to 183

Parent company five year summary
Statutory auditors' report on consolidated financial statements

Page 218
Pages 219 to 223

The information not listed in the cross reference list are either not relevant for investors or covered elsewhere in the Prospectus.

2/ Paragraph “**Significant or Material Adverse Change**” of the “General Information”, in page 382 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 2023 and no material adverse change in the prospects of the Issuer since 31 December 2023.