

**SECOND SUPPLEMENT DATED 8 JULY 2024**

**TO THE BASE PROSPECTUS DATED 14 MAY 2024**



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**Euro 7,000,000,000**  
**Euro Medium Term Note Programme**

This second supplement (the “**Second Supplement**”) constitutes a supplement to and must be read in conjunction with the Base Prospectus dated 14 May 2024 granted approval No. 24-152 on 14 May 2024 by the *Autorité des marchés financiers* (the “**AMF**”), as supplemented by the first supplement dated 7 June 2024 granted approval No. 24-204 on 7 June 2024 by the AMF (together, the “**Base Prospectus**”) prepared by CNP Assurances (the “**Issuer**”) with respect to the Euro 7,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the “**Prospectus Regulation**”). Unless otherwise defined, terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

This Second Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation for the purposes of updating the “Recent Developments” section of the Base Prospectus.

Application has been made to the AMF in France for approval of this Second Supplement to the Base Prospectus, in its capacity as competent authority pursuant to the Prospectus Regulation.

Copies of this Second Supplement will be available on the website of the Issuer (<https://www.cnp.fr/le-groupe-cnp-assurances/investisseurs>) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and may be obtained without charge from the registered office of the Issuer during normal business hours.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into this Second Supplement and (b) any other statement in or incorporated in the Base Prospectus, the statements referred to in (a) above will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of the Notes to be issued under the Programme since the publication of the Base Prospectus.

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## RECENT DEVELOPMENTS

The following will be added at the end of the “Recent Developments” section beginning at page 213 of the Base Prospectus:

- **Press release published on 1st July 2024**

### **CNP Assurances signs an agreement for the exclusive distribution with Banco de Brasília**

**CNP Consórcio and CNP Capitalização, business lines of CNP Seguradora brand, both subsidiaries of CNP Assurances in Brazil, signed an exclusive 20-year agreement for the distribution of their respective products in the network of Banco de Brasília (BRB), the main financial institution in the Federal District of Brasília. This new agreement forms part of the CNP Assurances Group’s ambition for development in Brazil through the CNP Seguradora brand and aims at accompanying this new partner in its development throughout Brazil.**

Under the terms of this agreement, CNP Consórcio’s consortium products and CNP Capitalização’s capitalization products will be exclusively distributed by BRB to its 7.8 million customers for a period of 20 years.

CNP Assurances, Brazil’s third-largest insurer, is continuing its expansion in the country by drawing on two distribution models:

- A long-standing and exclusive partnership with Caixa Econômica Federal
- An open model through CNP Assurances’ wholly-owned subsidiaries, branded as CNP Seguradora, distributing insurance, dental, capitalization and consortium products along with multiple partners

Closing of the transaction is subject to conditions precedent that are typically found in similar deals, including the Brazilian antitrust approval.

## PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

The Issuer confirms that the information contained in the Second Supplement is, to the best of its knowledge, in accordance with the facts and that it contains no omissions likely to affect its import.

### **CNP Assurances**

4 promenade Coeur de Ville  
92130 Issy-les-Moulineaux  
France

Duly represented by:

Marie-Aude Thépaut

*Chief Executive Officer*

authorised signatory

made in Paris on 8 July 2024



This Second Supplement has been approved on 8 July 2024 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in the Base Prospectus, as supplemented. Investors should make their own assessment of the opportunity to invest in such Notes.

This Second Supplement obtained the following approval number: 24-286.