

**PROSPECTUS SUPPLEMENT DATED 28 OCTOBER 2024
TO THE BASE PROSPECTUS DATED 13 FEBRUARY 2024**



Crelan Home Loan SCF
(formerly AXA Bank Europe SCF)
(société de crédit foncier duly licensed as a French specialised credit institution (établissement de crédit spécialisé))
€ 11,000,000,000
Euro Medium Term Note Programme
for the issue of obligations foncières

This prospectus supplement (the "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 13 February 2024 (the "**Base Prospectus**") which together constitute a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129, as amended or superseded (the "**Prospectus Regulation**"), prepared in connection with the €11,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Crelan Home Loan SCF (formerly AXA Bank Europe SCF) (the "**Issuer**") and approved by the *Commission de Surveillance du Secteur Financier* in Luxembourg (the "**CSSF**").

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Application has been made to the CSSF for approval of this Supplement in its capacity as competent authority in Luxembourg under the *loi relative aux prospectus pour valeurs mobilières* dated 16 July 2019 (the "**Luxembourg Law**") as a supplement to the Base Prospectus for the purposes of article 23 of the Prospectus Regulation. By approving this Supplement, the CSSF does not assume any responsibility as to the economic or financial soundness of any transaction or the quality or solvency of the issuer.

The Issuer accepts responsibility for the information contained in this Supplement and declares that to the best of its knowledge and 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 contains no omission likely to affect its import.

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

This Supplement has been prepared for the purpose of (i) incorporating by reference in the section headed "Documents Incorporated by Reference" of the Base Prospectus, the annual report and the half-year financial report of the Issuer which contain, respectively, the audited financial statements for the period from 1 January 2023 to 31 December 2023 and the semi-annual accounts for the six months period ended 30 June 2024 and (ii) incorporating recent events in connection with the Issuer's position, activities and status, as a result of which certain amendments to the cover page of the Base Prospectus and to the sections "Risk Factors", "Documents Incorporated by Reference", "Description of the Issuer" and "General Information" have been updated.

Copies of the Base Prospectus, this Supplement and the documents incorporated by reference may be obtained, without charge upon request, at the principal office of the Issuer and the Paying Agents set out at the end of the Base Prospectus during normal business hours so long as any of the Notes are outstanding. Such documents will be published on the websites of (i) the Luxembourg Stock Exchange (www.luxse.com) and (ii) the Issuer (<https://www.crelan.be/fr/particuliers/covered-bonds>).

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RISK FACTORS

The paragraph "Risk relating to the integration of Axa Bank Belgium and Axa Bank Europe SCF in the Crelan Group" in "A. Risks related to the Loans, the Collateral Security and the Loan Security", "1. Risks relating to the Issuer's activities", "I. Risk Factors relating to the Issuer of the section Risk Factors, appearing" on pages 22 and 23, is deleted and replaced as follows:

Risks relating to the integration of Axa Bank Belgium and Axa Bank Europe SCF in the Crelan Group

Since 31 December 2021, AXA Bank Europe SCF and AXA Bank Belgium (which merged Crelan SA on 10 June 2024) belong to the Crelan Group. The transaction led to the size of the total assets of the Crelan Group being more than doubled, which may lead to an integration risk.

Integration risk relates to the risk that the operational and financial integration of AXA Bank Belgium and AXA Bank Europe SCF in the Crelan Group does not result in the anticipated synergies or results in lower operational IT environment quality. This can be the result of an inadequate implementation (execution) or the result of external events. The impact of these risks can adversely impact the results and financial position of the Crelan Group (including Crelan Home Loan SCF) as well as its reputation.

Whilst the legal aspects of the merger of AXA Bank Belgium with Crelan SA was completed, the full integration of AXA Bank Belgium at an operational level requires certain additional steps and therefore certain integration risks remain, in particular post-IT integration issues with Crelan Group processes still in the learning phase for ex-AXA Bank Belgium employees and residual IT problems. In this context, although the Issuer has put in place a monitoring process to minimize this risk, the Issuer may not be able to identify sufficient Loans which are eligible assets of a *société de crédit foncier* (see "Overview of the legislation and regulations relating to *sociétés de crédit foncier* and other legal issues – Eligible assets") which could in turn affect the ability of the Issuer to maintain its cover ratio (see Overview of the legislation and regulations relating to *sociétés de crédit foncier* and other legal issues – Cover ratio").

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "Documents Incorporated by Reference" appearing on pages 42 to 45 of the Base Prospectus is deleted and replaced with the following:

This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously or simultaneously published and filed with the *Commission de surveillance du secteur financier* (the "CSSF") and which are incorporated by reference in, and shall be deemed to form part of, this Base Prospectus:

- the Annual Report of the Issuer (in the French language) which contains the audited financial statements (including the cash flow statements) of the Issuer for the period from 1 January 2023 to 31 December 2023 and the auditors' report thereon (the "**2023 Annual Report**") (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Annual-reports/SCFAnnuelReport2023.pdf>);
- the Annual Report of the Issuer (in the French language) which contains the audited financial statements (including the cash flow statements) of the Issuer for the period from 1 January 2022 to 31 December 2022 and the auditors' report thereon (the "**2022 Annual Report**") (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Annual-reports/SCFAnnuelReport2022.pdf>);
- the Annual Report of the Issuer (in the French language) which contains the audited financial statements (including the cash flow statements) of the Issuer for the period from 1 January 2021 to 31 December 2021 and the auditors' report thereon (the "**2021 Annual Report**") (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Annual-reports/SCFAnnuelReport2021.pdf>);
- the half-year financial report (*rapport financier semestriel*) of the Issuer (in the French language) which contains the semi-annual accounts for the six (6) months period ended 30 June 2024 and the statutory auditors' limited review report on such semi-annual accounts (the "**2024 Half-Year Financial Report**") (<https://www.crelan.be/sites/default/files/documents/Half-Year-financial-statement-202406.pdf>);
- the half-year financial report (*rapport financier semestriel*) of the Issuer (in the French language) which contains the semi-annual accounts for the six (6) months period ended 30 June 2023 and the statutory auditors' limited review report on such semi-annual accounts (the "**2023 Half-Year Financial Report**") (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Half-year-financial-statement/Half-Year-financial-statement-202306.pdf>);
- the section "Terms and Conditions" of the base prospectus dated 20 December 2017 (the "**December 2017 Terms and Conditions**") (pages 81 to 104) (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20171220BaseProspectus.pdf>);
- the section "Terms and Conditions" of the base prospectus dated 18 December 2018 (the "**2018 Terms and Conditions**") (pages 82 to 108) (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20181218BaseProspectus.pdf>);
- the section "Terms and Conditions" of the base prospectus dated 8 January 2020 (the "**2020 Terms and Conditions**") (pages 40 to 75) (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20200108BaseProspectus.pdf>);
- the section "Terms and Conditions" of the base prospectus dated 12 February 2021 (the "**2021 Terms and Conditions**") (pages 44 to 77) (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20210212BaseProspectus.pdf>);

- the section "Terms and Conditions" of the base prospectus dated 14 January 2022 (pages 45 to 78) (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20220114BaseProspectus.pdf>) as amended by the supplement dated 17 October 2022 (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20221017SupplementtotheBaseProspectus.pdf>) (pages 10 to 11) (the "2022 Terms and Conditions") ; and
- the section "Terms and Conditions" of the base prospectus dated 6 February 2023 (the "**2023 Terms and Conditions**") (pages 46 to 82) (<https://www.crelan.be/sites/default/files/axa/Covered-Bonds/Base%20prospectus/20230206BaseProspectus.pdf>). The documents listed above have been previously published, or are published simultaneously with this Base Prospectus and have been filed with the CSSF.

Such documents shall be deemed to be incorporated by reference in and form part of this Base Prospectus, save that (i) any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise), and (ii) any statement contained in this Base Prospectus or in a section that is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of the Base Prospectus to the extent that a statement contained in any section which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with Article 23 of the Prospectus Regulation modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus may be obtained from the offices of the Paying Agent(s) (as set out herein), on the website of the Issuer at (<https://www.crelan.be/fr/particuliers/covered-bonds>) and will also be available on the website of the Luxembourg Stock Exchange (www.luxse.com).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross reference list below. In accordance with Article 19 of the Prospectus Regulation, any information contained in any of the documents specified above which is not listed in the cross-reference list below is either not relevant to investors or is covered elsewhere in this Base Prospectus.

Other than in relation to the documents which are deemed to be incorporated by reference, the information on the websites to which this Base Prospectus refers are for information purposes only, do not form part of this Base Prospectus and have not been scrutinised or approved by the *Commission de surveillance du secteur financier*.

CROSS REFERENCE LIST

| INFORMATION INCORPORATED BY REFERENCE (Annex 6 of the Commission Delegated Regulation (EU) 2019/980 supplementing the Prospectus Regulation as amended) | REFERENCE |
|--|---|
| 11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES | |
| Financial Statements for the period from 1 January 2023 to 31 December 2023 | pages 22 to 42 of the 2023 Annual Report |
| - Balance Sheet (<i>Bilan</i>) relating to the above | pages 22 to 23 of the 2023 Annual Report |
| - Income Statement (<i>Compte de résultat</i>) relating to the above | page 25 of the 2023 Annual Report |
| - Off-Balance Sheet (<i>Hors bilan</i>) relating to the above | page 24 of the 2023 Annual Report |
| - cash flow statements (<i>tableau de flux de trésorerie</i>) | page 42 of the 2023 Annual Report |
| - Notes relating to the above | pages 26 to 42 of the 2023 Annual Report |

- Auditors' report (*Rapport des commissaires aux comptes sur les comptes annuels*) relating to the above pages 44 to 49 of the 2023 Annual Report

Financial Statements for the period from 1 January 2022 to 31 December 2022 **pages 24 to 45 of the 2022 Annual Report**

- Balance Sheet (*Bilan*) relating to the above pages 24 to 25 of the 2022 Annual Report

- Income Statement (*Compte de résultat*) relating to the above page 27 of the 2022 Annual Report

- Off-Balance Sheet (*Hors bilan*) relating to the above page 26 of the 2022 Annual Report

- cash flow statements (*tableau de flux de trésorerie*) page 45 of the 2022 Annual Report

- Notes relating to the above pages 28 to 45 of the 2022 Annual Report

- Auditors' report (*Rapport des commissaires aux comptes sur les comptes annuels*) relating to the above pages 47 to 53 of the 2022 Annual Report

Semi-annual accounts for the six (6) months period ended 30 June 2024 **pages 9 to 29 of the 2024 Half-Year Financial Report**

- Balance Sheet (*Bilan*) relating to the above pages 9 and 10 of the 2024 Half-Year Financial Report

- Income Statement (*Compte de résultat*) relating to the above page 12 of the 2024 Half-Year Financial Report

- Off-Balance Sheet (*Hors bilan*) relating to the above page 11 of the 2024 Half-Year Financial Report

- cash flow statements (*tableau de flux de trésorerie*) pages 28 and 29 of the 2024 Half-Year Financial Report

- Notes relating to the above pages 13 to 29 of the 2024 Half-Year Financial Report

- Auditors' limited review report (*Rapport des commissaires aux comptes sur l'information financière semestrielle*) relating to the above pages 31 and 32 of the 2024 Half-Year Financial Report

The December 2017 Terms and Conditions, the 2018 Terms and Conditions, the 2020 Terms and Conditions, the 2021 Terms and Conditions, the 2022 Terms and Conditions and the 2023 Terms and Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the December 2017 Terms and Conditions, the 2018 Terms and Conditions, the 2020 Terms and Conditions, the 2021 Terms and Conditions, the 2022 Terms and Conditions and the 2023 Terms and Conditions.

| Information incorporated by reference | Reference |
|---------------------------------------|--|
| December 2017 Terms and Conditions | Pages 81 to 104 |
| 2018 Terms and Conditions | Pages 82 to 108 |
| 2020 Terms and Conditions | Pages 40 to 75 |
| 2021 Terms and Conditions | Pages 44 to 77 |
| 2022 Terms and Conditions | Pages 45 to 78 as amended by the supplement dated 17 October 2022 (pages 10 to 11) |
| 2023 Terms and Conditions | Pages 46 to 82 |

Non-incorporated parts of the base prospectuses (as supplemented) of the Issuer dated 20 December 2017, 18 December 2018, 8 January 2020, 12 February 2021, 14 January 2022 and 6 February 2023 do not form part of this Base Prospectus and are not relevant for investors.

DESCRIPTION OF THE ISSUER

The sub-paragraph "AXA Bank Belgium and the Crelan Group" of the paragraph "Incorporation, duration and registered office" in the section "DESCRIPTION OF THE ISSUER" appearing on pages 102 and 103 of the Base Prospectus is deleted and replaced as follows:

The Crelan Group

The Issuer's prime purpose is the refinancing of residential mortgage loans (either directly by purchasing the receivables arising from such residential mortgage loans or indirectly via the acquisition of assets which are eligible assets in accordance with the French legal framework applicable to *sociétés de crédit foncier* - see "Overview of the legislation and regulations relating to sociétés de crédit foncier – Eligible assets" and "Issuer's exclusive purpose and business overview" below).

CrelanCo, a cooperative limited liability company (*coöperatieve vennootschap / société coopérative*) incorporated under the laws of Belgium, is the head company of the Crelan group, a Belgian financial group which includes Crelan SA, SA Europabank and Crelan Home Loan SCF (the "**Crelan Group**").

Crelan SA and CrelanCo constitute a federation of credit institutions (*federatie van kredietinstellingen/fédération d'établissements de crédit*) (the "**Federation**") as defined in the Belgian law of 25 April 2014 on the status and supervision of credit institutions, the concept of which is based on the principle of solidarity. CrelanCo is a credit institution legally affiliated to Crelan SA under the Federation. The obligations of Crelan SA and Crelan Co are joint and several obligations.

Crelan SA acts as the central institution under the Federation: business and financial decisions and risk management are centralized at the Crelan SA level for the entire Federation. The management teams and employees of the Federation are all located and employed at the Crelan SA's level. The Chief Executive Office of Crelan SA is the Chief Executive Office of the Federation. Crelan SA as the central institution of the Federation is responsible for the supervision of the Federation, including compliance with regulatory solvency and liquidity requirements and the management of the risks of the Federation.

Crelan SA and CrelanCo, as a Federation, are considered as one reporting and supervised solo entity. Consolidated supervision also includes the Issuer.

The Crelan Group offers a broad range of banking products and services to over 1.8 million individual and professional customers, distributed primarily through a network of independent agents. It also distributes insurance and investment solutions in partnership with several financial institutions.

Banking products and services include lending (such as mortgage loans, customer loans, investment loans), savings (such as deposits accounts and securities accounts) and daily banking (such as cards and other payment solutions, whether traditional or digital). The Crelan Group's customers can access a broad range of life and property and casualty insurance products, offered in partnership with leading companies.

The services offered by the Crelan Group are predominantly oriented towards the Belgian market.

The Long- and short-term credit ratings of Crelan entities assigned by Standard & Poor's Credit Market Service France ("**S&P**") and Moody's France S.A.S. ("**Moody's**") are:

- S&P ratings: on 19 September 2023, S&P raised its long-term issuer credit ratings on Crelan SA to "A-" from "BBB+". S&P also affirmed the "A-2" short-term issuer credit ratings on Crelan S.A. The outlook is stable. S&P also raised the long-term resolution counterparty rating on Crelan S.A. to "A" from "A-" and the short-term resolution counterparty rating to "A-1" from "A-2".
- Moody's ratings: on 15 October 2024, Moody's upgraded Crelan SA's long-term deposit ratings to "A1" from "A2" and its long-term issuer ratings to "A2" from "A3". The outlook on the long-term deposit ratings was changed to negative from positive and the outlook on the long-term issuer ratings was changed to stable from positive. Moody's also upgraded Crelan SA's Baseline Credit Assessment (BCA) and Adjusted BCA were upgraded to "baa1" from "baa2", its short-term issuer ratings to "Prime-1" from "Prime-2", its short-term program ratings to "(P)Prime-1" from "(P)Prime-2", its senior MTN program ratings to "(P)A2" from "(P)A3", its junior unsecured to "Baa1" from "Baa2", its subordinate debt rating to "Baa2" from "Baa3" and its subordinate MTN program ratings to "(P)Baa2" from "(P)Baa3". Finally, Moody's affirmed Crelan SA's short-term deposit ratings of "Prime-1", its long-term and short-term Counterparty Risk Ratings (CRR) of "A1" and "Prime-1" respectively, and its long-term and short term Counterparty Risk Assessments (CRA) of "A1(cr)" and "Prime-1(cr)" respectively.

The paragraph "Management of the Issuer" in the section "Description of the Issuer" appearing on pages 104 to 105 of the Base Prospectus is deleted and replaced as follows:

Management of the Issuer

The Issuer is administrated by a board of directors (*Conseil d'administration*).

The Issuer's board of directors (the "**Board**"), which at the date of this Base Prospectus comprises 5 members, has full powers to act in all circumstances on behalf of the Issuer within the limits set by its internal rules and the *Statuts* of the Issuer and subject to the powers expressly conferred by the French Commercial Code (*Code de commerce*) on shareholders in general meetings.

The Chairman of the Board organises and directs the work of the Board, of which it will give an account to the shareholders' meeting, ensures that the governing bodies of the Issuer operate properly, and that the directors are able to perform their duties.

The management of the Issuer consists of the Chief Executive Officer and the Deputy Chief Executive Officers to assist him. Both of them are vested with the broadest powers to act in all circumstances on behalf of the Issuer within the limits of the corporate purpose, and subject to the powers expressly attributed by law to shareholders' meeting and the special powers of the board of directors. They represent the Issuer in its relationships with third parties.

- Names, business address and functions of the members of the Board and principal activities performed by them outside the Issuer:

| Names | Business Address | Function | Principal activities performed outside the Issuer |
|-------------------------|---|--|---|
| Emmanuel Vercoustre | 26, rue Cambacérès 75008 Paris France | Chairman of the Board | Member of the Board of Directors and Executive Committee and Chief Financial Officer of SA Crelan and of CrelanCo |
| Philippe Colpin | 26, rue Cambacérès 75008 Paris France | Chief Executive Officer and Director | N/A |
| Philip Tortelboom | 26, rue Cambacérès 75008 Paris France | Director | Director Financial Markets – SA Crelan |
| Bernard De Meulemeester | 26, rue Cambacérès 75008 Paris France | Independant Director (<i>administrateur indépendant</i>) | Member of the Board of Directors of SA Crelan, CrelanCo and several companies of the Xerius Group and Landsbond van de Onafhankelijke Ziekenfondsen or <i>Union Nationale des Mutualités Libres</i> |
| Emmanuel Ramé | 26, rue Cambacérès 75008 Paris France | Independent Director (<i>administrateur</i>) | Member of the Board of Directors and Member of the Audit Committee of Saint Christophe Prévoyance, Non- |

indépendant) voting Member of the Board of Directors of Matmut SAM, Member of the Board of Directors of SGAM MatMut, Chairman of Arkeon Energy Systems, and judge in the sixth chamber of the Paris Commercial Court (*Tribunal de Commerce de Paris*)

The Issuer identified no potential conflicts of interests between the duties to it by the members of the Board and their private interests and or other duties.

In application of Article L.511-97 of the French Monetary and Financial Code (*Code monétaire et financier*) and Article L.821-67 of the French Commercial Code (*Code de commerce*), the Board set up a Risk and Audit Committee which is in charge of *inter alia* (i) advising the Board on the Issuer's overall current and future risk appetite and strategy and assist in a risk oversight role, (ii) ensuring that the information provided is clear and assessing the relevance of the accounting methods used to prepare the individual accounts, and (iii) assessing the quality of internal control procedures, in particular whether the systems for measuring, monitoring and controlling risks are consistent, and recommending further actions where appropriate.

The management of the Issuer can thus be summarised by the following chart:

| ORGANISATIONAL CHART AXA BANK EUROPE SCF | | | | |
|--|--|--|--|--|
| Responsible managers | Accounting Committee | Risk and Audit Committee | Appointments Committee | Remuneration Committee |
| COLPIN Philippe (<i>Directeur Général</i>) | DE MEULEMEESTER Bernard (<i>Head of the committee</i>) | TORTELBOOM Philip (<i>Head of the committee</i>) | VERCOUSTRE Emmanuel (<i>Head of the committee</i>) | VERCOUSTRE Emmanuel (<i>Head of the committee</i>) |
| STEMBERGER David (<i>Directeur Général Délégué</i>) | VERCOUSTRE Emmanuel | VERCOUSTRE Emmanuel | TORTELBOOM Philip | TORTELBOOM Philip |
| MOROSAN Cristina (<i>Directeur Général Délégué</i>)* | TORTELBOOM Philip | RAME Emmanuel | DE MEULEMEESTER Bernard | COLPIN Philippe |
| | | DE MEULEMEESTER Bernard | COLPIN Philippe | |

* Subject to approval from the *Autorité de contrôle prudentiel et de résolution*

The paragraph "Recent Events" in the section "Description of the Issuer" appearing on page 108 of the Base Prospectus is deleted and replaced as follows:

Recent Events

Completion of the merger between Crelan and AXA Bank Belgium

Crelan announced that the merger by absorption between Crelan and AXA Bank Belgium was officially completed on Monday 10 June 2024. This merger, which represents the culmination of the process begun with Crelan's acquisition of AXA Bank Belgium at the end of 2021, will create a more robust financial entity capable of better serving customers and cooperative members by pooling the respective expertise. Following this merger, the bank's activities will be carried out under the Crelan brand. Crelan has taken over all the assets and liabilities of AXA Bank Belgium and AXA Bank Belgium has ceased to exist.

Transfer of registered office and proposal to change the corporate name of the Issuer

During a meeting held on 20 December 2023, the Board of Directors (*Conseil d'administration*) of the Issuer decided to transfer the registered office of the Issuer from 203/205, rue Carnot, 94138 Fontenay Sous Bois, France to 26, rue Cambacérès, 75008, Paris, France. The applicable corporate formalities have been completed in relation to such transfer which has also been ratified by the ordinary shareholders assembly (*assemblée générale ordinaire*) of the Issuer held on 24 April 2024.

The Board of Directors (*Conseil d'administration*) of the Issuer also decided to propose to the shareholders assembly (*assemblée générale extraordinaire*) of the Issuer to change the corporate name of the Issuer and to adopt the following corporate name: Crelan Home Loan SCF. Such change of corporate name has been decided by the extraordinary shareholders assembly (*assemblée générale extraordinaire*) of the Issuer held on 24 April 2024 and approved by the *Autorité de contrôle prudentiel et de résolution*, with effect on 9 July 2024. In this context, any reference in the Base Prospectus to "Axa Bank Europe SCF" shall be deemed to be deleted and replaced with "Crelan Home Loan SCF".

Changes in the governance of Crelan Home Loan SCF

During a meeting held on 23 February 2024, the Board of Directors of Crelan Home Loan SCF:

- appointed Bernard De Meulemeester as Director, which was subsequently approved by the *Autorité de contrôle prudentiel et de résolution* on 8 August 2024;
- acknowledged the resignation of Bruno Charlin as Deputy Chief Executive Officer (*Directeur général délégué*) of Crelan Home Loan SCF, with effect from 31 March 2024; and
- appointed Cristina Morosan as Deputy Chief Executive Officer (*Directrice générale déléguée*) of Crelan Home Loan SCF, subject to prior approval from the *Autorité de contrôle prudentiel et de résolution*.

Issue of Series 44 notes

On 1st October 2024, the Issuer issued €500,000,000 3.061 per cent. *obligations foncières* due 1st October 2034 extendible as floating rate *obligations foncières* up to 1st October 2035.

GENERAL INFORMATION

The paragraphs (2) and (7) in the section "General Information" appearing on pages 159 of the Base Prospectus is amended as follows:

- (2) Save as disclosed in the section "Description of the Issuer – Recent Events" on page 108 of this Base Prospectus, there has been no material adverse change in the prospects of the Issuer since 31 December 2023. Save as disclosed in the section "Description of the Issuer – Recent Events" on page 108 of this Base Prospectus, there has been no significant change in the financial position or financial performance of the Issuer since 30 June 2024.
- (7) Mazars at 61, rue Henri Régnault, 92400 Courbevoie, PricewaterhouseCoopers Audit at 63, rue de Villiers, 92200 Neuilly-sur-Seine, Denjean & Associés Audit at 19 rue de Presbourg 75116 Paris and Ernst & Young et Autres, Tour First, TSA 14444, 92037 Paris-La Défense Cedex are registered with the *Compagnie Nationale des Commissaires aux Comptes* (official statutory auditors' representative body) and subject to the authority of the *Haut Conseil du Commissariat aux Comptes* (French High Council of Statutory Auditors). Mazars and PricewaterhouseCoopers Audit have audited and rendered an unqualified audit reports on the non-consolidated financial statements of the Issuer for the years ended 31 December 2022 and 31 December 2023. Denjean & Associés Audit and Ernst & Young et Autres have audited and rendered an unqualified audit report on the non-consolidated financial statements of the Issuer for the six (6) months periods ended 30 June 2024. The Issuer does not produce consolidated financial statements.