1st BASE PROSPECTUS SUPPLEMENT DATED 23 MARCH 2021

FÉDÉRATION DES CAISSES DESJARDINS DU QUÉBEC

C$26,000,000,000
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
CCDQ COVERED BOND (LEGISLATIVE) GUARANTOR LIMITED PARTNERSHIP
(*a limited partnership formed under the laws of Ontario*)

This base prospectus supplement dated 23 March 2021 (the "Supplement") to the base prospectus dated 21 December 2020 (the "Base Prospectus"), which comprises a base prospectus under Article 8 of the Prospectus Regulation for the Fédération des caisses Desjardins du Québec (the "Federation" or the "Issuer"), constitutes a supplement for purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the C$26,000,000,000 Global Covered Bond Programme of the Federation, unconditionally and irrevocably guaranteed as to payments by CCDQ Covered Bond (Legislative) Guarantor Limited Partnership (the "Guarantor"), established by the Federation (the "Programme").

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. This Supplement has been approved by the Central Bank of Ireland (the "CBI"), as competent authority under the Prospectus Regulation, as a base prospectus supplement for the purposes of Article 23 of the Prospectus Regulation. The CBI only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of the Covered Bonds by the CBI. Investors should make their own assessment as to the suitability of investing in the Covered Bonds.

The Federation and the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of the Federation and the Guarantor, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its import.

The purpose of this Supplement is to (i) incorporate by reference in the Base Prospectus (a) the Federation's annual information form for the year ended 31 December 2020, (b) the Federation's audited consolidated financial statements and management's discussion and analysis thereof as at and for the year ended 31 December 2020, (c) Desjardins Group's audited combined financial statements and management's discussion and analysis thereof as at and for the year ended 31 December 2020, and (d) the Federation's latest monthly investor reports for the months of December 2020, January 2021 and February 2021 containing information on the Covered Bond Portfolio; (ii) update the no significant change and no material adverse change statements in relation to the 31 December 2020 results; and (iii) update various sections of the Base Prospectus as a result of legislative changes arising out of the end of the transition period for the United Kingdom's withdrawal from the European Union (the "**Brexit related amendments**").

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION ("CMHC") NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS SUPPLEMENTARY PROSPECTUS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

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

I. DOCUMENTS INCORPORATED BY REFERENCE

The following documents are, by virtue of this Supplement, incorporated in, and form part of, the Base Prospectus:

(a) the Federation's annual information form dated March 11, 2021 for the year ended December 31, 2020, excluding all information incorporated therein by reference (such information is not relevant for investors or is covered elsewhere in this Base Prospectus) (the "**2020 Annual Information Form**");

(b) the Federation's audited consolidated financial statements as at and for the year ended 31 December 2020 with comparative consolidated financial statements as at and for the year ended 31 December 2019, prepared in accordance with International Financial Reporting Standards, together with management's discussion and analysis thereof and the auditor's report thereon (collectively, the "**Federation 2020 Financial Results**");

(c) the Desjardins Group's audited combined financial statements as at and for the year ended 31 December 2020 with comparative combined financial statements as at and for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards, together with management's discussion and analysis thereof and the auditor's report thereon (collectively, the "**DG 2020 Financial Results**");

(d) the Federation's monthly (unaudited) Investor Report containing information on the Covered Bond Portfolio as at the Calculation Date falling on 31 December 2020 (the "**December Investor Report**"); and

(e) the Federation's monthly (unaudited) Investor Report containing information on the Covered Bond Portfolio as at the Calculation Date falling on 31 January 2021 (the "**January Investor Report**");

(f) the Federation's monthly (unaudited) Investor Report containing information on the Covered Bond Portfolio as at the Calculation Date falling on 28 February 2021 (the "**February Investor Report**"; and together with the December Investor Report and the January Investor Report, the "**Investor Reports**").

A copy of each of the 2020 Annual Information Form, the Federation 2020 Financial Results, the DG 2020 Financial Results and the Investor Reports has been filed with the CBI.

To the extent that any document or information incorporated by reference in this Supplement, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the Prospectus Regulation, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

II. NO SIGNIFICANT CHANGE AND NO MATERIAL ADVERSE CHANGE STATEMENTS

Paragraph 4 under the heading "General Information" is deleted and replaced with the following:

"There has been no significant change in the financial performance or financial position of the Issuer and its consolidated subsidiaries taken as a whole since December 31, 2020 the last day of the financial period in respect of which the most recent published consolidated financial statements of the Issuer have been prepared, or of the Guarantor since July 3, 2013, being the date of its formation. There has been no material adverse change in the prospects of the Issuer and its subsidiaries taken as a whole since December 31, 2020, the last day of the financial period in respect of which the most recent audited published consolidated financial statements of the Issuer have been prepared, or of the Guarantor since July 3, 2013, being the date of its formation."

III. BREXIT RELATED AMENDMENTS

(a) Cover Page, Definitions and Important Notices

(i) The eighth paragraph on the cover page is deleted and replaced with the following:

"In the case of any Covered Bonds which are to be admitted to trading on a regulated market within the European Economic Area or offered to the public in a member state of the European Economic Area in circumstances which would otherwise require the publication of a prospectus under the Prospectus Regulation, the minimum denomination shall be at least €100,000 (or its equivalent in any other currency as at the date of issue of the Covered Bonds). In the case of any Covered Bonds which are to be admitted to trading on a regulated market within the United Kingdom or offered to the public in the United Kingdom in circumstances which would otherwise require the publication of a prospectus under the Prospectus Regulation as it forms part of United Kingdom domestic law (the "**UK Prospectus Regulation**") by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**"), the minimum denomination shall be at least €100,000 (or its equivalent in any other currency as at the date of issue of the Covered Bonds).

(ii) The final paragraph on the cover page is deleted and replaced with the following:

"Amounts payable under the Covered Bonds may be calculated by reference to the London Inter-Bank Offered Rate ("**LIBOR**"), the Euro Inter-Bank Offered Rate ("**EURIBOR**") or the Sterling Overnight Index Average ("**SONIA**") which are provided by ICE Benchmark Administration Limited ("**IBA**"), the European Money Markets Institute ("**EMMI**") and the Bank of England, respectively. As at the date of this Base Prospectus, the EMMI appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Association ("**ESMA**") pursuant to Article 36 of the Benchmarks Regulation (EU) 2016/1011 (the "**Benchmarks Regulation**"). As at the date of this Base Prospectus, neither the IBA nor the Bank of England appears on the register of administrators and benchmarks established and maintained by ESMA. As far as the Issuer is aware, the transitional provisions in Article 51 of the Benchmarks Regulation apply, such that IBA is not currently required to obtain authorization or registration (or, if located outside the European Union, recognition, endorsement or equivalence). As far as the Issuer is aware, the Bank of England as administrator of SONIA, is not required to be registered by virtue of Article 2 of the Benchmarks Regulation."

(iii) The second full paragraph on page 4 of the Base Prospectus is deleted and replaced with the following:

"**This Base Prospectus has been prepared on the basis that any offer of Covered Bonds in any member state of the EEA or the United Kingdom (each, a "Relevant State") will be made pursuant to an exemption under the Prospectus Regulation or the UK Prospectus Regulation, as applicable, from the requirement to publish a prospectus for offers of Covered Bonds. Accordingly, any person making or**

intending to make an offer in that Relevant State of Covered Bonds which are the subject of an offering contemplated in this Base Prospectus as completed by Final Terms in relation to the offer of those Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or section 85 of the Financial Services and Markets Act 2000, as amended (the "FSMA"), as applicable, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or UK Prospectus Regulation, as applicable, in each case, in relation to such offer. None of the Issuer, the Guarantor, the Bond Trustee, the Arranger or any Dealer has authorized, nor do they authorize, the making of any offer of Covered Bonds in circumstances in which an obligation arises under the Prospectus Regulation or the UK Prospectus Regulation for the Issuer or any Dealer to publish or supplement a prospectus for such offer."

(iv) The following notice is added immediately succeeding the notice entitled "*MIFID II PRODUCT GOVERNANCE / TARGET MARKET*" on page 4 of the Base Prospectus:

"UK MiFIR PRODUCT GOVERNANCE – TARGET MARKET – The Final Terms in respect of any Covered Bonds may include a legend entitled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Covered Bonds and which channels for distribution of the Covered Bonds are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**UK distributor**") should take into consideration the target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Covered Bonds is a UK manufacturer in respect of such Covered Bonds, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a UK manufacturer for the purpose of the UK MIFIR Product Governance Rules."

(v) The notice entitled "*IMPORTANT – EEA AND UK RETAIL INVESTORS*" on page 4 of the Base Prospectus is amended to remove all references to the United Kingdom and the following notice is added immediately succeeding that notice:

"IMPORTANT – UK RETAIL INVESTORS – If the Final Terms in respect of any Covered Bonds includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation."

(vi) The definition of "*European Economic Area*" or "*EEA*" on page 5 of the Base Prospectus is deleted and replaced with the following:

"All references in this Base Prospectus to the "*European Economic Area*" or "*EEA*" are to the Member States of the European Union together with Iceland, Norway and Liechtenstein and Member State shall be construed accordingly."

(b) Credit Rating Agencies

(i) The final two paragraphs on page 2 of the Base Prospectus are deleted and replaced with the following:

"Covered Bonds issued under the Programme are expected on issue to be assigned a rating of "Aaa" by Moody's Investors Service Inc. ("**Moody's**") and a rating of "AAA" by Fitch Ratings, Inc. ("**Fitch**") unless otherwise specified in the applicable Final Terms. Investors are cautioned to evaluate each rating independently of any other rating. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision or withdrawal at any time by the assigning agency and each rating should be evaluated independently of any other. The rating of certain Series of Covered Bonds to be issued under the Programme may be specified in the applicable Final Terms. Whether or not each credit rating applied for in relation to a relevant Series of Covered Bonds will be issued by a credit rating agency established in the European Union or the United Kingdom and registered under Regulation (EC) No. 1060/2009 (as amended) (the "**EU CRA Regulation**") or the EU CRA Regulation as it forms part of United Kingdom domestic law by virtue of the EUWA (the "**UK CRA Regulation**" and together with the EU CRA Regulation, the "**CRA Regulations**"), as applicable, will be disclosed in the applicable Final Terms. The credit ratings included and referenced in this Base Prospectus have been issued by Standard & Poor's Financial Services LLC, Moody's, Fitch and DBRS, none of which is established in the European Union or the United Kingdom but each of which has an affiliate established in the European Union or the United Kingdom and registered under the applicable CRA Regulation. See "Credit Rating Agencies" on page 7.

In general, European and United Kingdom regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union (in the case of European regulated investors) or (in the case of United Kingdom regulated investors) the United Kingdom and registered under the applicable CRA Regulation (a "**Registered CRA**"), unless the rating is provided by a credit rating agency operating in the European Union or the United Kingdom before June 7, 2010 or a non-EU or non-United Kingdom credit rating agency that is a member of the same group, where the Registered CRA has submitted an application for registration in accordance with the applicable CRA Regulation (or in the case of a non-EU or non-United Kingdom affiliate, the Registered CRA has in such application disclosed an intention to endorse the non-EU or non-United Kingdom affiliate's ratings) and such registration (or, in the case of the non-EU or non-United Kingdom rating, the ability to endorse the relevant non-EU or non-United Kingdom affiliate's rating) is not refused."

(ii) The section entitled "*Credit Rating Agencies*" on page 7 of the Base Prospectus is deleted in its entirety and replaced with the following:

"Moody's is not established nor is it registered in the EU or the UK but: (1) Moody's Investors Service Ltd., its Registered CRA affiliate (i) is established in the UK; (ii) is registered under the UK CRA Regulation; and (iii) is permitted to endorse credit ratings of Moody's used in specified third countries, including the United States and Canada, for use in the UK by relevant market participants; and (2) Moody's Deutschland GmbH., its Registered CRA affiliate: (i) is established in the EU; (ii) is registered under the EU CRA Regulation; and (iii) is permitted to endorse credit ratings of Moody's used in specified third countries, including the United States and Canada, for use in the EU by relevant market participants.

Fitch is not established nor is it registered in the EU or the UK but: (1) Fitch Ratings Limited, its Registered CRA affiliate: (i) is established in the UK; (ii) is registered under the UK CRA Regulation; and (iii) is permitted to endorse credit ratings of Fitch used in specified third countries, including the United States and Canada, for use in the UK by relevant market participants; and (2) Fitch Ratings Ireland Limited, its Registered CRA affiliate: (i) is established in the EU; (ii) is registered under the EU CRA Regulation; and (iii) is permitted to endorse credit ratings of Fitch used in specified third countries, including the United States and Canada, for use in the EU by relevant market participants.

DBRS is not established nor is it registered in the EU or the UK but: (1) DBRS Ratings Limited, its Registered CRA affiliate: (i) is established in the UK; (ii) is registered under the UK CRA Regulation; and (iii) is permitted to endorse credit ratings of DBRS used in specified third countries, including the United States and Canada, for use in the UK by relevant market participants and (2) DBRS Ratings GmbH, its Registered CRA affiliate: (i) is established in the EU; (ii) is registered under the EU CRA Regulation; and (iii) is permitted to endorse credit ratings of DBRS used in specified third countries, including the United States and Canada, for use in the EU by relevant market participants.

Standard & Poor's, a subsidiary of S&P Global, Inc. is not established nor is it registered in the EU or the UK but: (1) Standard & Poor's Global Ratings UK Limited, its Registered CRA affiliate: (i) is established in the UK; (ii) is registered under the UK CRA Regulation; and (iii) is permitted to endorse credit ratings of Standard & Poor's Financial Services LLC used in specified third countries, including the United States and Canada, for use in the UK by relevant market participants; and (2) S&P Global Ratings Europe Limited, its Registered CRA affiliate: (i) is established in the EU; (ii) is registered under the EU CRA Regulation; and (iii) is permitted to endorse credit ratings of Standard & Poor's Financial Services LLC used in specified third countries, including the United States and Canada, for use in the EU by relevant market participants.

ESMA is obliged to maintain on its website a list of credit rating agencies registered in accordance with the EU CRA Regulation. This list must be updated within 5 working days of ESMA's adoption of any decision to withdraw the registration of a credit rating agency under the EU CRA Regulation. ESMA's website address is https://www.esma.europa.eu. Please note that this website and its contents do not form part of this Base Prospectus and have not been scrutinised or approved by the Central Bank.

The FCA is obliged to maintain on its website a list of credit rating agencies registered in accordance with the UK CRA Regulation. The FCA's website address is https://www.fca.org.uk/markets/credit-rating-agencies/registered-certified-cras. Please note that this website and its contents do not form part of this Base Prospectus and have not been scrutinised or approved by the Central Bank."

(iii) The fourth paragraph of the risk factor entitled "*Ratings of the Covered Bonds might not reflect all risks*" on page 53 of the Base Prospectus is deleted and replaced with the following:

"In general, European and UK regulated investors are restricted under the applicable CRA Regulation from using credit ratings for regulatory purposes, unless such ratings are issued by a credit rating agency established in the EU (in the case of EU regulated investors) or (in the case of UK regulated investors) the UK and registered under the applicable CRA Regulation (and such registration has not been withdrawn or suspended) subject to transitional provisions that apply in certain circumstances whilst the registration application is pending. See "*Credit Rating Agencies*" on page 7 of this Base Prospectus for additional information. Such general restriction will also apply in the case of credit ratings issued by non-EU and non-UK credit rating agencies, unless the relevant credit ratings are endorsed by a Registered CRA or the relevant non-EU or non-UK rating agency is certified in accordance with the applicable CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended). Each of the list of registered and certified rating agencies published by ESMA on its website in accordance with the EU

CRA Regulation and the list of registered and certificated rating agencies published by the FCA on its website in accordance with the UK CRA Regulation is not conclusive evidence of the status of the relevant rating agency being included in such list as there may be delays between certain supervisory measures being taken against a relevant rating agency and publication of an updated ESMA or FCA list. If the regulated status of a rating agency under the applicable CRA Regulation changes, European and United Kingdom regulated investors may no longer be able to use the rating for regulatory purposes and the Covered Bonds may have a different regulatory treatment. This may result in European and United Kingdom regulated investors selling the Covered Bonds which may impact the value of the Covered Bonds on any secondary market. Where Covered Bonds are specified as rated, the names of the credit rating agencies and ratings is set out on the cover of this Base Prospectus. Certain information with respect to the credit rating agencies assigning ratings to Tranches and ratings so assigned will be disclosed in the Final Terms."

(iv) The penultimate paragraph in the section entitled "*Federation des Caisses Desjardins du Quebec – Issuer Credit Ratings"* on page 129 of the Base Prospectus is deleted and replaced with the following:

"Each of Standard & Poor's, Moody's, Fitch and DBRS, is established outside of the European Union or the UK but its respective Registered CRA affiliate: (i) is established in the European Union or the UK; (ii) is registered under the applicable CRA Regulation; and (iii) has indicated an intention to endorse the credit ratings of Standard & Poor's, Moody's, Fitch or DBRS, respectively. See also "Credit Rating Agencies" on page 7."

(c) Risk Factors

(i) The risk factor entitled "*United Kingdom Political Uncertainty*" on page 62 of the Base Prospectus is deleted in its entirety and replaced with the following:

"On 31 January 2020, the UK withdrew from the EU as a Member State and entered into a transition period until 31 December 2020, during which time the UK remained subject to EU rules and regulations. On 1 January 2021, the transition period ended and the EU rules and regulations which, during that period, remained applicable to the UK, ceased to apply to it. Although the EU and the UK agreed a post-Brexit trade and cooperation agreement on 24 December 2020, it is not yet fully certain what arrangements will define the future relationship between the EU and the UK, or the length of time that this may take to implement. The UK's decision to leave the EU has caused, and is anticipated to continue to cause, significant new uncertainties and instability in the financial markets.

Although direct operations of the Issuer in the UK are limited, until the terms of the trade and cooperation agreement between the UK and the EU are better understood, it is not possible to determine the impact of Brexit and/or any related matters may have on the Federation or any of the Federation's Covered Bonds, including the market value or the liquidity thereof in the secondary market, or on the other parties to the transaction documents. See "*Subscription and Sale and Transfer and Selling Restrictions*" on page 219 of this Base Prospectus for additional information on the UK and EEA selling restrictions applicable to this Programme."

(d) Pro Forma Final Terms

(i) The "*Notice Regarding Offers in the EEA and the UK*" on page 107 of the Base Prospectus is deleted and replaced with the following:

"[Notice Regarding Offers in the EEA and the UK

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area or in the United Kingdom will be made pursuant to an exemption under Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") or the Prospectus Regulation as it forms part of United Kingdom domestic law (the "**UK Prospectus Regulation**") by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**"), as applicable, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly, any person making or intending to make an offer in any Member State of the European Economic Area or in the United Kingdom of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or section 85 of the Financial Services and Markets Act 2000 (as amended) (the "**FSMA**"), as applicable, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or the UK Prospectus Regulation, as applicable, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorized, nor do they authorize, the making of any offer of Covered Bonds in any other circumstances.]"

(ii) The following is added immediately succeeding the legend entitled "MiFID II Product Governance/Professional Investors and ECPs Only Target Market" on page 107 of the Base Prospectus:

["UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the [European Union (Withdrawal) Act 2018, as amended][the EUWA] ("**UK MiFIR**"); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**UK distributor**") should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels."]

(iii) The legend entitled "*PRIIPs Regulation Prohibition of Sales to EEA and UK Retail Investors*" on page 108 of the Base Prospectus is amended to remove all references to the United Kingdom and the following is added immediately succeeding that legend:

["PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the [European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**")][EUWA]; (ii) a customer within the meaning of the provisions of the [Financial Services and Markets Act 2000 (as amended) (the "**FMSA**")][FSMA] and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of [Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law by virtue of the EUWA][the UK Prospectus Regulation]. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for

offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]"

(iv) The reference to the UK in item 5(iv) of "*Part B – Other Information*" on page 116 of the Base Prospectus is deleted and the following new item is added as item 5(v):

"Prohibition of Sales to UK Retail Investors: [Applicable/Not Applicable]"

(e) Subscription and Sale and Transfer and Selling Restrictions

(i) All references to the United Kingdom are deleted from the selling restriction entitled "*Prohibition of Sales to EEA and UK Retail Investors*" on page 225 of the Base Prospectus and the following new selling restriction is added immediately succeeding that selling restriction:

"**Prohibition of sales to UK Retail Investors**

Unless the Final Terms in respect of any Covered Bonds specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Covered Bonds which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

(a) the expression retail investor means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); or

(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or

(iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and

(b) the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the Covered Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Covered Bonds.

If the Final Terms in respect of any Covered Bonds specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Covered Bonds which are the subject of the offering contemplated by this Prospectus as completed by the final terms in relation thereto to the public in the United Kingdom except that it may make an offer of such Covered Bonds to the public in the United Kingdom:

(A) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;

(B) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(C) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Covered Bonds referred to in (A) to (C) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression **an offer of Covered Bonds** to the public in relation to any Covered Bonds means the communication in any form and by any means of sufficient information on the terms of the offer and the Covered Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Covered Bonds and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law by virtue of the EUWA."

(ii) The section titled "United Kingdom" on page 225 is hereby given the new title "**Other United Kingdom Regulatory Restrictions**."

(f) Glossary

The defined term "*CRA Regulation*" is amended to "**EU CRA Regulation**" and the following new defined terms is added in alphabetical order:

""**EUWA**" the European Union (Withdrawal) Act 2018, as amended

"**UK CRA Regulation**" the EU CRA Regulation as it forms part of United Kingdom domestic law by virtue of the EUWA."

Copies of this Supplement, the Base Prospectus and the documents incorporated by reference in either can be (i) viewed on the Issuer's website at http://www.desjardins.com/ca/about-us/investor-relations/annual-quarterly-reports/federation-caisse-desjardins-quebec/index.jsp, (ii) viewed on the website of the Desjardins Group at http://www.desjardins.com/ca/about-us/investor-relations/annual-quarterly-reports/desjardins-group/index.jsp, (iii) viewed on the Issuer's website maintained in respect of the Programme in French at (a) https://www.desjardins.com/a-propos/relations-investisseurs/investisseurs-titres-revenu-fixe/obligations-securisees-ccd-modalites-acces/index.jsp; and (b) in English at https://www.desjardins.com/ca/about-us/investor-relations/fixed-income-investors/ccd-covered-bonds-terms-access/index.jsp, and (iv) obtained without charge from the Issuer at 1170 Peel Street, Suite 600, Montréal, Québec, Canada H3B 0B1 and the specified office of each Paying Agent set out at the end of the Base Prospectus.

Except as stated within this Supplement, neither the content of any website nor the content of any website accessible from hyperlinks within such website is incorporated by reference into, or forms part of, this Supplement.