

2nd BASE PROSPECTUS SUPPLEMENT DATED 16 NOVEMBER 2016



€5,000,000,000

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 16 November 2016 (the “Supplement”) to the base prospectus dated 24 August 2016, as supplemented by the 1st base prospectus supplement dated 2 November 2016 (collectively, the “Base Prospectus”), which comprises a base prospectus under Article 5.4 of the Prospectus Directive for La Caisse centrale Desjardins du Québec (“CCDQ” or the “Issuer”), constitutes a supplement for purposes of Article 16 of the Prospectus Directive and is prepared in connection with the €5,000,000,000 Global Covered Bond Programme of CCDQ, unconditionally and irrevocably guaranteed as to payments by CCDQ Covered Bond (Legislative) Guarantor Limited Partnership (the “Guarantor”), established by Fédération des caisses Desjardins du Québec on behalf of CCDQ (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 as competent authority under the Prospectus Directive. The Central Bank of Ireland approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive.

CCDQ and the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of CCDQ and the Guarantor, having taken 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.

The purpose of this Supplement is to incorporate by reference in the Base Prospectus (a) CCDQ’s unaudited condensed interim consolidated financial statements for the three- and nine-month periods ended 30 September 2016, together with management’s discussion and analysis thereof, (b) CCDQ’s unaudited coverage ratio annex as at 30 September 2016, (c) the Desjardins Group’s unaudited condensed interim combined financial statements for the three- and nine-month periods ended 30 September 2016, together with management’s discussion and analysis thereof, (d) the Desjardins Group’s unaudited coverage ratio annex as at 30 September 2016, and (e) CCDQ’s latest monthly investor report for the month of September 2016 containing information on the Covered Bond Portfolio.

Save as disclosed in this Supplement, no significant new factor, material mistake or 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 1st base prospectus supplement dated 2 November 2016.

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.

DOCUMENTS INCORPORATED BY REFERENCE

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

- (a) the following sections of CCDQ's third quarter 2016 report (the "CCDQ 2016 Q3 Report"):
 - (i) management's discussion and analysis for the three-month and nine month periods ended 30 September 2016 which is provided on pages 2 to 21 of the CCDQ 2016 Q3 Report; and
 - (ii) CCDQ's unaudited condensed interim consolidated financial statements as at and for the three-month and nine-month periods ended 30 September 2016 with comparative unaudited condensed interim consolidated financial statements as at December 31, 2015 and for the three- and nine-month periods ended 30 September 2015 which is provided on pages 22 to 39 of the CCDQ 2016 Q3 Report;

the remainder of the CCDQ 2016 Q3 Report is not relevant for investors or is covered elsewhere in this document and is not incorporated by reference;

- (b) CCDQ's unaudited coverage ratio annex containing certain financial ratios calculated as at or for the nine- or twelve-month period ended 30 September 2016 (the "CCDQ 2016 Q3 Annex");

- (c) the following sections of the Desjardins Group's third quarter 2016 report (the "Group 2016 Q3 Report"):
 - (i) management's discussion and analysis for the three-month and nine-month periods ended 30 September 2016 which is provided on pages 3 to 39 of the Group 2016 Q3 Report, but excluding information related to the following:
 - (A) Average loans and acceptances-Average deposits on pages 5 and 13;
 - (B) Combined ratio on pages 5 and 16;
 - (C) Loss ratio on pages 5, 11, 12, 16 and 17;
 - (D) Return on equity on pages 5, 9, 10 and 11; and
 - (E) Provisioning rate on pages 7, 9, 11, 12 and 13; and

the remainder of the Group 2016 Q3 Report is not relevant for investors or is covered elsewhere in this document and is not incorporated by reference;

 - (ii) Desjardins Group's unaudited condensed interim combined financial statements as at and for the three-month and nine-month periods ended 30 September 2016 with comparative unaudited condensed interim combined financial statements as at December 31, 2015 and for the three-month and nine-month periods ended 30 September 2015 which is provided on pages 40 to 63 of the Group 2016 Q3 Report;

- (d) the Desjardins Group's unaudited coverage ratio annex containing certain financial ratios calculated as at or for the nine-month period ended 30 September 2016 (the "Group 2016 Q3 Annex"); and
- (e) CCDQ's monthly (unaudited) Investor Report containing information on the Covered Bond Portfolio as at the Calculation Date falling on 30 September 2016 (the "Investor Report").

A copy of each of the CCDQ 2016 Q3 Report, the CCDQ 2016 Q3 Annex, the Group 2016 Q3 Report, the Group 2016 Q3 Annex and the Investor Report has been filed with the Central Bank of Ireland.

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 Directive, 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.

NO SIGNIFICANT CHANGE STATEMENT

There has been no significant change in the financial or trading position of CCDQ and its subsidiaries taken as a whole since 30 September 2016, the last day of the financial period in respect of which the most recent unaudited condensed interim consolidated financial statements of CCDQ have been prepared.

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/caisse-centrale-desjardins/index.jsp?navigMW=mm&>, (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?navigMW=mm&>, (iii) viewed on the Issuer's website maintained in respect of the Programme in French at <http://www.desjardins.com/a-propos/relations-investisseurs/investisseurs-titres-revenu-fixe/obligations-securisees-ccd-modalites-acces/index.jsp>, and in English at <http://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.