



CAISSE D'AMORTISSEMENT DE LA DETTE SOCIALE

Établissement public national administratif (*French national public entity*)

(Established in Paris, France)

EURO 130,000,000,000

DEBT ISSUANCE PROGRAMME

This second prospectus supplement (the "**Second Supplement**") which has obtained visa n°11-592 on 27 December 2011 from the *Autorité des marchés financiers* (the "**AMF**") is supplemental to and must be read in conjunction with the base prospectus dated 30 May 2011 granted visa n°11-193 on 30 May 2011 by the AMF, (the "**Base Prospectus**") and the first prospectus supplement (the "**First Supplement**") dated 13 October 2011 granted visa n°11-452 on 13 October 2011 by the AMF, prepared by the *Caisse d'Amortissement de la Dette Sociale* ("**CADES**" or the "**Issuer**") with respect to the Euro 130,000,000,000 Debt Issuance Programme (the "**Programme**"). Terms defined in the Base Prospectus have the same meaning when used in the Second Supplement.

The Second Supplement has been prepared pursuant to Article 16.1 of Directive 2003/71/EC (the "**Prospectus Directive**") and article 212-25 of the AMF's General Regulation.

By virtue of the Second Supplement, CADES is updating the list of the members of the *comité de surveillance* and is making certain other changes indicated herein to the section of the Base Prospectus entitled '*Description of the Issuer*'.

Copies of the Second Supplement will be available without charge (i) on the website of the AMF (www.amf-france.org) and (ii) on the website of the Issuer (www.cades.fr).

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

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HISTORICAL EVOLUTION OF DEBT AND RESOURCES

The following sentence will be inserted at the end of the third paragraph of the section '*Description of the Issuer – Historical Evolution of Debt and Resources*' on page 54 of the Base Prospectus:

"Pursuant to the 2012 Social Security Act, the French state will transfer to CADES approximately EUR 2.466 million of social security debt consisting of *Mutualité Sociale Agricole* (the Social System for the Agricultural Sector) deficits. This transfer will be amortised using additional financing sources allocated to CADES by the 2012 Social Security Financing Act, which increases the taxable assessment base for the CRDS from 97 per cent. to 98.25 per cent., with effect from 1 January 2012."

CRDS

The first two sentences of the first paragraph of the section '*Description of the Issuer – CRDS*' on page 56 of the Base Prospectus will be deleted and replaced by the following:

"The CRDS levy is a broad-based tax on all earned and unearned (investment and other) income of French individuals. The CRDS is currently assessed at a rate of 0.5 per cent. per annum on 98.25 per cent. of the earned income of individuals."

THE SUPERVISORY COMMITTEE

The section '*Description of Issuer – Organisational Structure - The Supervisory Committee*' on page 62 of the Base Prospectus is deleted in its entirety and replaced with the following:

The Supervisory Committee reviews and comments on CADES' annual report and may assist the Board of Directors on any matter at the request of the Board of Directors, according to the CADES Law.

The Supervisory Committee is composed of four members of Parliament, including two deputies and two senators, the chairmen of national social security funds (*Caisse nationales de sécurité sociale*), the general secretary of the social security accounting commission, and representatives of ministries and members of the boards of directors of national entities of the general regime of the French social security and of the *Caisse nationale d'assurance maladie et maternité des travailleurs non salariés des professions non agricoles*.

At the date hereof, the members of the Supervisory Committee are:

- Philippe Vitel, Deputy, nominated by the *Président* of the National Assembly (*Assemblée Nationale*);
- Gérard Bapt, Deputy, nominated by the *Président* of the National Assembly (*Assemblée Nationale*);
- Alain Vasselle, Senator, nominated by the *Président* of the French Senate (*Sénat*);
- Jean-Jacques Jégou, nominated by the *Président* of the French Senate (*Sénat*);
- Julien Dubertret, nominated by the Ministry of the Economy, Industry and Employment;
- Ramon Fernandez, nominated by the Ministry of the Economy, Industry and Employment;
- François Tanguy, nominated by the Ministry of the Economy, Industry and Employment;
- Bernard Billon, nominated by the Ministry in charge of Social Security;
- Dominique Libault, nominated by the Ministry in charge of Social Security;
- Jean Picot, nominated by the Ministry in charge of Social Security;
- François de la Gueronnière, nominated by the Ministry in charge of Agriculture;
- Catherine Demier, member of the *Cour des Comptes*;
- Véronique Hespel, member of the *Inspection Générale des Finances*;
- Michel Laroque, general secretary of the commission in charge of social security accounts;
- François Monier, general secretary of the accounting committee for social security;
- Michel Regereau, chairman of the CNAMTS;
- Gérard Riviere, chairman of the CNAVTS;
- Jean-Louis Deroussen, chairman of the CNAF;
- Jean-Eudes Tesson, chairman of the ACOSS;
- Franck Gambelli, president of the commission in charge of accidents at work and occupational diseases; and
- Gérard Quevillon, president of the specific social regime of independent workers (RSI).

According to the CADES Law as amended by the Organic Laws and as from the date of publication of and subject to the 2011 FSS Law, the Supervisory Committee will be removed.

RESPONSIBILITY FOR PROSPECTUS SUPPLEMENT

Individual assuming responsibility for the Prospectus Supplement

In the name of the Issuer

I declare, having taken all reasonable measures for this purpose, that the information contained in this Supplement is true to my knowledge and there has been no omission of material facts.

Caisse d'Amortissement de la Dette Sociale

President

Patrice RACT MADOUX

In Paris, on 27 December 2011

Autorité des marchés financiers

In accordance with articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular articles 212-31 to 212-33, the AMF has granted to this Supplement the *visa* n°11-592 on 27 December 2011. This document was prepared by the Issuer and its signatories assume responsibility for it. In accordance with article L.621-8-1-I of the French *Code monétaire et financier*, the *visa* was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply any approval of the opportunity of the operation or authentication of the accounting and financial data set out in it. In accordance with article 212-32 of the AMF's General Regulations, any issue or admission of the securities under the terms of this prospectus will lead to a publication of the final terms.

RESPONSABILITÉ DU SUPPLÉMENT AU PROSPECTUS

Personne qui assume la responsabilité du présent Supplément au Prospectus

Au nom de l'émetteur

J'atteste, après avoir pris toutes mesures raisonnables à cet effet, que les informations contenues dans le présent Supplément au Prospectus, sont, à ma connaissance, conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

Caisse d'Amortissement de la Dette Sociale

Président

Patrice RACT MADOUX

A Paris, le 27 décembre 2011

Autorité des marchés financiers

En application des articles L.412-1 et L.621-8 du Code monétaire et financier et de son règlement général, notamment des articles 212-31 à 212-33, l'Autorité des marchés financiers a visé le présent supplément au prospectus de base le 27 décembre 2011 sous le numéro 11-592. Ce document a été établi par l'émetteur et engage la responsabilité de ses signataires. Le visa, conformément aux dispositions de l'article L.621-8-1-I du code monétaire et financier, a été attribué après que l'AMF a vérifié "*si le document est complet et compréhensible, et si les informations qu'il contient sont cohérentes*". Il n'implique ni approbation de l'opportunité de l'opération, ni authentification des éléments comptables et financiers présentés. Conformément à l'article 212-32 du règlement général de l'AMF, toute émission ou admission de titres réalisée sur la base de ce prospectus donnera lieu à la publication de conditions définitives.

REGISTERED OFFICE OF THE ISSUER

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