This short form base shelf prospectus has been filed under legislation in each of the provinces of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

***Information has been incorporated by reference in this short form base shelf prospectus from documents filed with the securities commissions or similar authorities in Canada**. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the issuer at 100 rue des Commandeurs, Lévis, Québec G6V 7N5 (telephone: (514) 281-7000) and are also available electronically on SEDAR at: www.sedar.com. See "Documents incorporated by Reference".*

SHORT FORM BASE SHELF PROSPECTUS

<u>*New issue*</u> April 24, 2020

Fédération des caisses Desjardins du Québec

$3,000,000,000
Debt Securities (unsubordinated indebtedness)
Debt Securities (subordinated indebtedness)

The Fédération des caisses Desjardins du Québec (the "**Federation**") may from time to time offer and issue (i) unsecured unsubordinated debt securities ("**Senior Debt Securities**") and (ii) unsecured subordinated debt securities ("**Subordinated Debt Securities**", and together with the Senior Debt Securities, the "**Securities**"), or any combination thereof. The Securities offered hereby may be offered separately or together, in amounts, at prices and on terms to be set forth in an accompanying shelf prospectus supplement (a "**Prospectus Supplement**"). All shelf information permitted under applicable securities legislation to be omitted from this short form base shelf prospectus (the "**Prospectus**") will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. The Federation may sell up to $3,000,000,000 in aggregate initial offering price of Securities (or the equivalent thereof if any of the Securities are denominated in a currency or currency unit other than Canadian dollars) during the 25 month period that this Prospectus, including any amendments thereto, remains valid.

The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in the applicable Prospectus Supplement and may include, where applicable, the specific designation, aggregate principal amount, the currency or the currency unit for which the Securities may be purchased, maturity (if any), interest provisions, authorized denominations, offering price, any terms for redemption at the option of the Federation or the holder, any exchange or conversion terms and any other specific terms, including any NVCC Provisions (as defined below) applicable to Subordinated Debt Securities.

This Prospectus does not qualify the issuance of instruments in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items, which instruments are commonly referred to as "structured notes". For greater certainty, this Prospectus may qualify the issuance of Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to (i) published rates of a central banking authority or one or more financial institutions, such as a prime rate or a bankers' acceptance rate, or (ii) recognized market benchmark interest rates.

The *Autorité des marchés financiers* (Québec) (the "**AMF**") establishes capital adequacy and total loss absorbing capacity requirements, which impact the issuance by financial services cooperatives of regulatory capital such as subordinated indebtedness and bail-in instruments such as certain unsubordinated indebtedness. These requirements provide that the Federation must be able to absorb losses in circumstances of financial distress, which absorption can be effected through, as applicable, the conversion of debt and capital instruments into Tier 1A Capital (as defined below) instruments of the Federation or the write-off of such debt and capital instruments.

The conversion of subordinated debt securities (such as the Subordinated Debt Securities) may take place pursuant to an automatic mechanism which is linked to specified trigger events contained in the terms and conditions of the specified instrument ("**NVCC Provisions**"), as required under the *Ligne directrice sur les normes relatives à la suffisance du capital de base – Coopératives de services financers* (the "**AMF Guideline**"). The particular terms and provisions of any such securities and its terms and conditions will be more fully described in the Prospectus Supplement applicable to any such issuance.

Senior Debt Securities that are Bail-in Instruments (as defined below) will be subject to the powers (the "**Resolution Powers**") of the AMF under, among others, the second paragraph of section 40.50 of the *Deposit Institutions and Deposit Protection Act* (Québec) (the "**Deposit Institutions Act**") which gives certain powers to the AMF in the event of the resolution of the Federation, such as the power to write off any part of such Bail-in Instruments that are prescribed under the *Regulation respecting the classes of negotiable and transferable unsecured debts and the issuance of such debts and of shares* (Québec) (together with the other regulations governing the Bail-in Instruments, the "**Bail-In Regulations**") or to convert them into contributed capital securities of the Federation, of a deposit-taking institution that is part of the Groupe coopératif Desjardins (as defined under the *Act respecting financial services cooperatives* (Quebec) (the "**Constituent Legislation**")) or of a legal person constituted or resulting from an amalgamation/continuance or other conversion carried out for the purposes of the resolution of the Federation (a "**Bail-in Conversion"**). The Bail-in Regulations came into force on March 31, 2019.

Under the Bail-in Regulations, the following securities are prescribed to be subject to the AMF's Resolution Powers (collectively, the "**Bail-in Instruments**"):

a) any debt securities (including any Senior Debt Securities), other than subordinated debt securities, that (i) are perpetual, have a term to maturity of more than 400 days, have one or more explicit or embedded options that, if exercised by or on behalf of the Federation, would result in a maturity date that is more than 400 days from the date of issue of the debt securities or have an explicit or embedded option that, if exercised by or on behalf of the holder, would by itself result in a maturity date that is more than 400 days from the maturity date that would apply if the option were not exercised, and (ii) have been assigned a CUSIP number, an ISIN or other similar designation that identifies a security in order to facilitate its trading and settlement; or

b) any subordinated debt securities that are not subject to NVCC Provisions;

provided, in each case, that any such security is issued on or after March 31, 2019. The Prospectus Supplement for any security that is a Bail-in Instrument will disclose the material implications of the security's status as a Bail-in Instrument.

Furthermore, under the Deposit Institutions Act, the AMF may (i) cancel any part of the capital shares issued by the Federation (including any Tier 1A Capital instruments or Class Z Shares (as defined below) of the Federation issued pursuant to NVCC Provisions or a Bail-in Conversion), and/or (ii) convert such capital shares into contributed capital securities of the Federation, of a deposit-taking institution that is part of the Groupe coopératif Desjardins or of a legal person constituted or resulting from an amalgamation/continuance or other conversion carried out for the purposes of the resolution of the Federation.

As of the date of this Prospectus, none of the securities of the Federation are listed or quoted on the Toronto Stock Exchange or a Canadian marketplace.

The Securities may be sold through underwriters or dealers purchasing as principals, through agents designated by the Federation (such underwriters, dealers and agents are collectively referred to in this Prospectus as "**Investment Dealers**" and individually as an "**Investment Dealer**") or by the Federation directly pursuant to applicable statutory exemptions, from time to time. See "Plan of Distribution". Each Prospectus Supplement will identify each Investment

Dealer engaged in connection with the offering and the sale of those Securities to which the Prospectus Supplement relates, and will also set forth the terms of the offering of such Securities including the net proceeds to the Federation and, to the extent applicable, any fees payable to the Investment Dealers.

Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Securities may be sold and purchasers may not be able to resell the Securities purchased under the Prospectus. This may affect the pricing of the Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities and the extent of issuer regulation. See "Risk Factors".

The Senior Debt Securities will be direct unsecured and unsubordinated obligations of the Federation and, in the event of the winding-up, insolvency, bankruptcy, liquidation or dissolution of the Federation in accordance with applicable law, will rank equally in right of payment with all deposit liabilities and other unsecured and unsubordinated liabilities of entities of the Groupe coopératif Desjardins, except as may be provided by law and subject to the exercise of the Resolution Powers. See "Description of the Securities – Senior Debt Securities".

Absent an automatic conversion of the Subordinated Debt Securities pursuant to the NVCC Provisions, the Subordinated Debt Securities will constitute direct unsecured debt obligations of the Federation constituting Subordinated Indebtedness (as defined below) and, in the event of the winding-up, insolvency, bankruptcy, liquidation or dissolution of the Federation in accordance with applicable law, will rank (i) subordinate in right of payment to the prior payment in full of (A) all Indebtedness (as defined below) of the Federation other than Subordinated Indebtedness and (B) any Subordinated Indebtedness to which the Subordinated Debt Securities by their terms rank subordinate, and (ii) senior to any Indebtedness which by its terms ranks subordinate to the Subordinated Debt Securities. See "Description of the Securities – Subordinated Debt Securities".

The Securities will not constitute deposits that are insured under the Deposit Institutions Act or the *Canada Deposit Insurance Corporation Act*.

The Federation is a federation of financial services cooperatives formed under the Constituent Legislation. Its head office is located at 100 rue des Commandeurs, Lévis, Québec, G6V 7N5.

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MEANING OF CERTAIN REFERENCES

Unless otherwise indicated or the context otherwise requires, in this Prospectus, (i) the expressions "Federation", "we" and "our" refer to the Fédération des caisses Desjardins du Québec and its direct and indirect subsidiaries, its predecessors, its other constituent entities and the other entities controlled by it, and (ii) all references to dollars or "$" are to Canadian dollars. Certain totals, subtotals and percentages throughout this Prospectus may not reconcile due to rounding.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Forward-looking statements are contained in this Prospectus and in the documents incorporated by reference herein. Forward-looking statements in this Prospectus (including but not limited to documents incorporated by reference herein) include, but are not limited to, comments about the Federation's use of the net proceeds and the objectives achieved through the use of such net proceeds, the Federation's objectives regarding financial performance, priorities, operations, the review of economic conditions and markets, as well as the outlook for the Quebec, Canadian, U.S., and global economies. Such statements are typically identified by words or phrases such as "believe", "expect", "anticipate", "intend", "estimate", "plan" and "may", words and expressions of similar import, and future and conditional verbs.

By their very nature, such statements involve assumptions, uncertainties and inherent risks, both general and specific. It is therefore possible that, due to many factors, the assumptions formulated may be incorrect, or that the predictions, forecasts or other forward-looking statements as well as the Federation's objectives and priorities may not materialize or may prove to be inaccurate and that actual results differ materially.

A number of factors, many of which are beyond the Federation's control and the effects of which can be difficult to predict, could influence, individually or collectively, the accuracy of the forward-looking statements in this Prospectus and in the documents incorporated by reference herein. These factors include those discussed in any Prospectus Supplement, in the documents incorporated by reference herein, including but not limited to the Annual MD&A (as defined hereinafter), in the Annual Information Form (as defined hereinafter) and in other disclosure documents filed from time to time by the Federation with the securities commissions or similar authorities in Canada, such as credit, market, liquidity, operational, insurance, strategic and reputation risk. Additional factors include legal and regulatory risk, environmental or social risk, and the risk related to pension plans.

Additional factors that may affect the accuracy of the forward-looking statements in this Prospectus and the documents incorporated by reference herein include factors related to climate change, household indebtedness and changes in the housing market, technological developments, regulatory developments, interest rate developments and geopolitical uncertainties. Furthermore, there are factors related to general economic and business conditions in regions in which the Federation operates, cyber threats, monetary policies, the accuracy and completeness of information concerning clients and counterparties, the critical accounting estimates and accounting standards applied to the Federation, new products and services to maintain or increase the Federation's market share, geographic concentration, acquisitions and joint arrangements and credit ratings. Additional information on these factors may be found in Section 4.0 "Risk Management" of the Annual MD&A.

Other factors that could influence the accuracy of the forward-looking statements in this Prospectus and the documents incorporated by reference herein include changes to tax laws, unexpected changes in consumer spending and saving habits, talent recruitment and retention for key positions, the ability to implement the Federation's disaster recovery plan within a reasonable time, the possible impact of international conflicts on operations, public health crises (such as pandemics and epidemics, including the ongoing COVID-19 coronavirus pandemic or any other similar illness) and other similar catastrophic events beyond the Federation's control, and the Federation's ability to anticipate and manage the risks associated with these factors properly despite a disciplined risk management environment.

It is important to note that the above list of factors that could influence future results is not exhaustive. Other factors could have an adverse effect on the Federation's results.

Although the Federation believes that the expectations expressed in these forward-looking statements are reasonable and founded on valid bases, it cannot guarantee that these expectations will materialize or prove to be correct. The Federation cautions purchasers against placing undue reliance on these forward-looking statements when making decisions, given that actual results, conditions, actions or future events could differ significantly from the targets, expectations, estimates or intentions advanced in them, explicitly or implicitly. Purchasers who rely on these statements must carefully consider these risk factors and other uncertainties and potential events, including the uncertainty inherent in forward-looking statements.

Any forward-looking statements contained in this Prospectus and the documents incorporated by reference herein represent the views of management only as at the date hereof (or, in the case of information contained in a document incorporated by reference herein, as at the date of the document), and are presented for the purpose of assisting purchasers in understanding the Federation's strategic priorities and objectives, among other things. These statements may not be appropriate for other purposes. The Federation does not undertake to update any oral or written forward-looking statements that could be made from time to time by or on behalf of the Federation, except as required under applicable securities legislation.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in each of the provinces of Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Federation at 100 rue des Commandeurs, Lévis, Québec, G6V 7N5 ((514) 281-7000). The documents of the Federation that are incorporated by reference in this Prospectus are available electronically under the Federation's SEDAR profile at www.sedar.com, and the documents of Desjardins Group that are incorporated by reference in this Prospectus are available electronically under Desjardins Capital Inc.'s SEDAR profile at www.sedar.com.

The following documents and excerpts from documents, filed with the securities commissions or similar authorities in each of the provinces of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus:

a) The Federation's annual information form dated March 11, 2020 for the year ended December 31, 2019 (the "**Annual Information Form**");

b) The Federation's audited consolidated financial statements (including notes thereto) for the years ended December 31, 2019 and 2018, and the independent auditor's report thereon (the "**Annual Financial Statements**");

c) Desjardins Group's audited combined financial statements (including notes thereto) for the years ended December 31, 2019 and 2018, and the independent auditor's report thereon filed by Desjardins Capital Inc.;

d) The Federation's management's discussion and analysis for the year ended December 31, 2019 (the "**Annual MD&A**"); and

e) Desjardins Group's management's discussion and analysis for the year ended December 31, 2019 filed by Desjardins Capital Inc.

Any documents of the type referred to above or other disclosure documents required to be incorporated by reference into a Prospectus pursuant to *National Instrument 44-101 – Short Form Prospectus Distributions* ("**NI 44-101**") or *National Instrument 44-102 – Shelf Distributions* ("**NI 44-102**"), all as filed by the Federation with the various securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the termination of the offering of Securities under any Prospectus Supplement, shall be deemed to be incorporated by reference into this Prospectus.

A Prospectus Supplement containing the specific terms of an offering of Securities will be delivered to the purchasers of such Securities together with this Prospectus and will be deemed to be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement solely for the purposes of the offering of the Securities covered by that Prospectus Supplement unless otherwise expressly provided therein.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement that it modifies or supersedes. The making of a modifying or superseding statement shall not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made.

Upon a new annual information form and the related annual audited consolidated financial statements and annual management's discussion and analysis of the Federation being filed by the Federation with, and where required, accepted by, the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual information form, the previous annual audited consolidated financial statements and accompanying annual management's discussion and analysis and all unaudited condensed interim consolidated financial statements (including notes thereto) and accompanying management's discussion and analysis, material change reports, information circulars (if then applicable), business acquisition reports and other disclosure documents of the Federation filed by the Federation prior to the commencement of the Federation's financial year in which the new annual information form is filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

Upon new annual audited combined financial statements and annual management's discussion and analysis of Desjardins Group being filed by Desjardins Capital Inc. with, and where required, accepted by, the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual audited combined financial statements and accompanying annual management's discussion and analysis and all unaudited condensed interim combined financial statements (including notes thereto) and accompanying management's discussion and analysis of Desjardins Group filed by Desjardins Capital Inc. prior to the commencement of Desjardins Group's financial year in which the new annual audited combined financial statements are filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

Upon new unaudited condensed interim consolidated financial statements (including notes thereto) and the accompanying management's discussion and analysis of the Federation being filed by the Federation with, and where required, accepted by, the applicable securities regulatory authorities during the currency of this Prospectus, all unaudited condensed interim consolidated financial statements (including notes thereto) and accompanying management's discussion and analysis of the Federation filed by the Federation prior to such new unaudited condensed interim consolidated financial statements (including notes thereto) and accompanying management's discussion and analysis shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

Upon new unaudited condensed interim combined financial statements (including notes thereto) and the accompanying management's discussion and analysis of Desjardins Group being filed by Desjardins Capital Inc. with, and where required, accepted by, the applicable securities regulatory authorities during the currency of this Prospectus, all unaudited condensed interim combined financial statements (including notes thereto) and accompanying management's discussion and analysis of Desjardins Group filed by Desjardins Capital Inc. prior to such new unaudited condensed interim combined financial statements (including notes thereto) and accompanying management's discussion and analysis shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

FÉDÉRATION DES CAISSES DESJARDINS DU QUÉBEC

Structure of Desjardins Group, the Federation and the Caisses

Founded in 1900, Desjardins Group is an institutional network of financial services cooperatives which regroups the Desjardins caisses in Québec, the Federation and its affiliates, La Caisse Desjardins Ontario Credit Union Inc. and the Fonds de sécurité Desjardins. It is the largest financial cooperative group in Canada, with assets of approximately $313 billion as at December 31, 2019. As one of the largest employers in Canada, Desjardins Group is driven by the skills of more than 47,800 employees and the commitment of over 2,900 elected officers. Desjardins Group is not a legal entity itself but is the term used to describe the numerous legal entities that form the group.

The Québec caisses (the "**Caisses**", each a "**Caisse**") are separate legal entities organized as financial services cooperatives governed by the Constituent Legislation. The Caisses are grouped together as members of the Federation and, together with the Federation, form a network of financial services cooperatives. As a general rule, the activities of a Caisse are exercised mainly with and for its members, which are either individuals or entities that open an account and purchase a qualifying share of the Caisse.

The Federation is the cooperative entity responsible for strategic policy, oversight, coordination, treasury operations and development for Desjardins Group. Through its functions and services, the Federation enables the Caisses and other Desjardins Group components to accelerate their development and better meet the needs of their members and clients. The Federation provides its member Caisses with a variety of services, including certain technical, financial and administrative services. The Constituent Legislation gives the Federation broad normative powers to act as a control and supervisory body for the Caisses and to carry out its mission to manage the risks, capital, assets and liquidity of Desjardins Group and to ensure the financial health and sustainability of the Groupe coopératif Desjardins (which is composed of the Caisses, the Federation and the Fund (as defined below)). The Federation is responsible for inspecting the Caisses and auditing the combined financial statements which present, on a combined basis, the financial positions of the Federation's member Caisses.

The Federation's role in Desjardins Group enables the Federation to achieve higher credit ratings than would otherwise apply to it as a stand-alone entity. Desjardins Group is also important to the Federation in that a portion of the Federation's cash flows and income is derived from its lending and other relationships with the other members of Desjardins Group, including on interest and other payments from the Caisses and the other members of Desjardins Group. Accordingly, while any payments under the Securities will be obligations of the Federation only and accordingly are not obligations of the other members of Desjardins Group, Desjardins Group's overall strength is nonetheless important information for purchasers. See the section "Intervention Mechanisms" in the Annual Information Form.

Regulation and Control

The Minister of Finance of Québec is responsible for the application of the Constituent Legislation, and the AMF is in charge of its administration. The AMF performs monitoring and control functions over financial institutions. Among its responsibilities, the AMF supervises and inspects deposit-taking institutions (other than banks) operating in Québec, including the Caisses and the Federation. In particular, it is responsible for administering the Constituent Legislation and performing the duties and exercising the powers conferred to it under the Constituent Legislation. In particular, the AMF may issue orders to ensure implementation of the Constituent Legislation and any regulations adopted by the government.

Pursuant to the Federation's capital stock by-law, the Caisses, as members that hold shares of the Federation's capital stock and are part of Desjardins Group, have to answer any capital call made by the Federation to maintain the Federation's capital base at certain levels prescribed by the AMF.

Fonds de Sécurité Desjardins

The Fonds de Sécurité Desjardins (the "**Fund**") ensures that the distribution of the capital base, liquidity and other assets among the legal entities forming part of Desjardins Group allows each such legal entity to fully, correctly and without delay fulfill its obligations towards its depositors and other creditors. The Fund mutualizes the cost of its interventions between the financial services cooperatives that are part of the Groupe coopératif Desjardins.

The Fund intervenes with respect to a financial services cooperative (such as the Federation) whenever its intervention appears necessary to protect such financial services cooperative's creditors. The Fund has several compliance powers with respect to the Caisses, which are provided for in the Constituent Legislation.

DESCRIPTION OF THE SECURITIES

General

The following describes certain general terms and provisions of the Securities. The particular or specific terms of Securities that the Federation issues under this Prospectus will be described or more fully described in one or more Prospectus Supplements and may include, where applicable: the specific designation, aggregate principal amount, the currency or the currency unit for which such securities may be purchased, maturity (if any), interest provisions, authorized denominations, offering price, the name of any Investment Dealer involved in the distribution of the Securities, the compensation payable to any Investment Dealer, any terms for redemption at the Federation's option or the holder's option, any exchange or conversion terms and any other specific terms.

Since the terms of a series of Securities may differ from the general information provided in this Prospectus, in all cases a purchaser should rely on the information in the applicable Prospectus Supplement where it differs from information in this Prospectus.

Subject to regulatory requirements applicable to the Federation and as contemplated in this Prospectus or in any Prospectus Supplement, there is no limit on the principal amount of Securities that the Federation may issue. Securities may be issued up to the aggregate principal amount which may be authorized from time to time by the Federation. The Federation may issue Securities under one or more trust indentures (in each case between the Federation and a trustee determined by the Federation in accordance with applicable laws) or pursuant to an issue and paying agency agreement (between the Federation and an agent, which agent may be an affiliate of or otherwise non-arm's length to the Federation). Any series of Securities may also be created and issued without a trust indenture or an issue and paying agency agreement. The Federation may also appoint a calculation agent in connection with any Securities issued under this Prospectus. The Federation makes reference to the applicable Prospectus Supplement which will accompany this Prospectus for the terms and other information with respect to the offering of Securities being offered thereby.

The Securities will not constitute deposits that are insured under the Deposit Institutions Act or the *Canadian Deposit Insurance Corporation Act*.

Securities issued under this Prospectus and any Prospectus Supplement are obligations of the Federation only and are not obligations of the other members of Desjardins Group. The fact that the Caisses have to answer any capital call made by the Federation to maintain the Federation's capital base at certain levels is not in any way a guarantee of any Securities issued, and purchasers of Securities will not have any rights as third party beneficiaries or otherwise in connection therewith and will not have any right to benefit from any guarantee or any other form of credit support or receive any other payment in respect of the Securities from, in each case, any member of Desjardins Group other than the Federation.

Except as otherwise provided in an accompanying Prospectus Supplement with respect to a particular issue, Securities will be issued in "book-entry only" form. See "Book-Entry Only Securities".

Senior Debt Securities

Status and Rank

The Senior Debt Securities will be direct unsecured and unsubordinated obligations of the Federation that will rank *pari passu* and *pro rata* with all unsecured and unsubordinated deposits, borrowings and obligations of the Federation, whether now outstanding or hereafter incurred, except as may be provided by law and subject to the exercise of the Resolution Powers. In the event of winding-up, insolvency, bankruptcy, liquidation or dissolution of the Federation in accordance with applicable law, the Senior Debt Securities will rank equally in right of payment with all deposit liabilities and other unsecured and unsubordinated liabilities of entities of the Groupe coopératif Desjardins, except as may be provided by law and subject to the exercise of the Resolution Powers.

Cancellation, Write-off and Conversion Measures for Senior Debt Securities that are Bail-in Instruments

In the event of the resolution of the Groupe coopératif Desjardins, the cooperative group to which the Federation belongs, the AMF may exercise several powers, including those conferred upon it under section 40.50 of the Deposit Institutions Act, in respect of Senior Debt Securities that are Bail-in Instruments.

The AMF is responsible for resolution operations. In accordance with section 40.9 of the Deposit Institutions Act, the objective of such operations is to ensure the sustainability of a cooperative group's deposit institution activities despite its failure and without recourse to public funds.

Based on the circumstances and the situation, the AMF will use its best efforts, when it exercises the powers conferred upon it under section 40.50 of the Deposit Institutions Act, to ensure fair treatment among the holders of debts and shares referred to in that section. In this regard, measures such as the following may be implemented by the AMF, as applicable:

a) respect the respective ranks of the debts and shares referred to in section 40.50 of the Deposit Institutions Act that are still in existence, which ranks may be determined as if the cooperative group were the subject of an amalgamation/winding-up in accordance with the provisions of Chapter XIII.1 of the Constituent Legislation;

b) ensure that such debts and shares are treated on a *pro rata* basis when they are of the same rank; and

c) ensure that an instrument subject to the powers set out in section 40.50 of the Deposit Institutions Act is treated more advantageously than another instrument subject to those powers that is subordinated to it.

Subordinated Debt Securities

Absent an automatic conversion of the Subordinated Debt Securities pursuant to the NVCC Provisions, the Subordinated Debt Securities will constitute direct unsecured debt obligations of the Federation constituting Subordinated Indebtedness and, in the event of the winding-up, insolvency, bankruptcy, liquidation or dissolution of the Federation in accordance with applicable law, will rank (i) subordinate in right of payment to the prior payment in full of (A) all Indebtedness of the Federation other than Subordinated Indebtedness, whether now outstanding or hereafter incurred, and (B) any Subordinated Indebtedness to which the Subordinated Debt Securities by their terms rank subordinate, and (ii) senior to any Indebtedness which by its terms ranks subordinate to the Subordinated Debt Securities, whether now outstanding or hereafter incurred.

For purposes of the foregoing and elsewhere in this Prospectus, the following terms have the following meanings:

IFRS means International Financial Reporting Standards as issued by the International Accounting Standards Board.

Indebtedness at any time means all deposit liabilities and other liabilities of the Federation (including, as the context requires, in the event of a merger, amalgamation, combination or consolidation of the members of the Groupe coopératif Desjardins (by law or otherwise), all deposit liabilities and other liabilities and obligations of entities forming part of the Groupe coopératif Desjardins, namely the Federation, the Fund and the Caisses which are members of the Federation) which in accordance with the accounting rules established for financial services cooperatives pursuant to the Constituent Legislation or with IFRS, as the case may be, would be included in determining the total liabilities of the Federation at such time, other than liabilities for paid-up capital, contributed surplus, retained earnings and general reserves of the Federation.

Subordinated Indebtedness	means Indebtedness of the Federation that by its terms provides that such Indebtedness will, in the event of the winding-up, insolvency, bankruptcy, liquidation or dissolution of the Federation in accordance with applicable law, be subordinate in right of payment to all deposit liabilities and other liabilities of the Federation (including, as the context requires, in the event of a merger, amalgamation, combination or consolidation of the members of the Groupe coopératif Desjardins (by law or otherwise), all deposit liabilities and other liabilities and obligations of other entities forming part of the Groupe coopératif Desjardins, namely the Federation, the Fund and the Caisses which are members of the Federation) which in accordance with the accounting rules established for financial services cooperatives pursuant to the Constituent Legislation or with IFRS, as the case may be, would be included in determining the total liabilities of the Federation at such time, other than liabilities for paid-up capital, contributed surplus, retained earnings and general reserves of the Federation, except those that, by their terms, rank equally with or are subordinate to such Indebtedness.
Tier 1 Capital	means *fonds propres de la catégorie 1* or *fonds propres de base*, within the meaning of such terms as set out in the AMF Guideline.
Tier 1A Capital	means *fonds propres de la catégorie 1A* or *noyau dur des fonds propres* within the meaning of such terms as set out in the AMF Guideline.

Upon the occurrence of a "trigger event" under NVCC Provisions (as required by the AMF Guideline), the subordination provisions of the Subordinated Debt Securities will not be relevant, since all Subordinated Debt Securities will automatically and immediately be converted, on a full and permanent basis and otherwise in accordance with their terms, into Class Z-Contingent Capital shares of the Federation ("**Class Z Shares**") which will rank on parity with all other outstanding Tier 1A Capital shares of the Federation.

BOOK-ENTRY ONLY SECURITIES

CDS Clearing and Depository Services Inc.

Except as otherwise provided in an accompanying Prospectus Supplement with respect to a particular issue, Securities will be issued in "book-entry only" form. Securities issued in "book-entry only" form must be purchased, transferred or redeemed through participants ("**CDS Participants**") in the depository service of CDS Clearing and Depository Services Inc. ("**CDS**") or a successor or its nominee. On the closing of a book-entry only offering, the Federation may cause a global certificate or certificates representing the aggregate number or aggregate principal amount, as the case may be, of Securities subscribed for under such offering to be delivered to, and registered in the name of, CDS or its nominee. The Federation may also utilize the non-certificated issue system maintained by CDS in which case the aggregate number or aggregate principal amount, as the case may be, of Securities subscribed for under such offering will be delivered in the form of an electronic deposit in lieu of a global certificate or certificates and no physical certificate evidencing ownership of Securities will be issued. Except as described below, no purchaser of Securities will be entitled to a certificate or other instrument from the Federation or CDS evidencing that purchaser's ownership thereof, and no purchaser will be shown on the records maintained by CDS, except through a book-entry account of a CDS Participant acting on behalf of such purchaser. Each purchaser of Securities will receive a customer confirmation of purchase from the registered dealer from which the Securities are purchased in accordance with the practices and procedures of such registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. CDS will be responsible for establishing and maintaining book-entry accounts for its CDS Participants having interests in the Securities. Reference in this Prospectus to a holder of Securities means, unless the context otherwise requires, the owner of the beneficial interest in the Securities.

Securities in fully registered and certificated form will be issued to beneficial owners of Securities only if (i) required by applicable law, (ii) CDS's book-entry-only system ceases to exist, (iii) the Federation or CDS advises that CDS is no longer willing or able to properly discharge its responsibilities as depository with respect to the Securities and the Federation is unable to locate a qualified successor, (iv) the Federation, at its option, decides to terminate its present arrangements with CDS, or (v) as otherwise agreed by the Federation and CDS.

Transfer, Conversion and Redemption of Securities

Transfers of ownership, conversions or redemptions of Securities will be effected through records maintained by CDS or its nominee for such Securities with respect to interests of CDS Participants, and on the records of CDS Participants with respect to interests of persons other than CDS Participants. Holders who desire to purchase, sell or otherwise transfer ownership of or other interests in the Securities may do so only through CDS Participants.

The ability of a holder to pledge a Security or otherwise take action with respect to such holder's interest in a Security (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

Payments and Notices

As applicable, any payment of principal, redemption price and interest on Securities will be made by the Federation to CDS or its nominee, as the case may be, as the registered holder of the Securities and the Federation understands that such payments will be credited by CDS or its nominee in the appropriate amounts to the relevant CDS Participants. Payments to holders of Securities of amounts so credited will be the responsibility of the CDS Participants.

As long as CDS or its nominee is the registered holder of the Securities, CDS or its nominee, as the case may be, will be considered the sole owner of the Securities for the purposes of receiving notices or payments on the Securities. In such circumstances, the responsibility and liability of the Federation in respect of notices or payments on the Securities is limited to giving or making payment of any principal, redemption price and interest due on the Securities to CDS or its nominee.

Each holder must rely on the procedures of CDS and, if such holder is not a CDS Participant, on the procedures of the CDS Participant through which such holder owns its interest, to exercise any rights with respect to the Securities. The Federation understands that under existing policies of CDS and industry practices, if the Federation requests any action of holders or if a holder desires to give any notice or take any action which a registered holder is entitled to give or take with respect to the Securities, CDS would authorize the CDS Participant acting on behalf of the holder to give such notice or to take such action, in accordance with the procedures established by CDS or agreed to from time to time by the Federation, any trustee and CDS. Any holder that is not a CDS Participant must rely on the contractual arrangement it has directly, or indirectly through its financial intermediary, with its CDS Participant to give such notice or take such action.

The Federation, the Investment Dealers and any trustee identified in an accompanying Prospectus Supplement, as applicable, will not have any liability or responsibility for (i) records maintained by CDS relating to beneficial ownership interest in the Securities held by CDS or the book-entry accounts maintained by CDS, (ii) maintaining, supervising or reviewing any records relating to any such beneficial ownership interest, or (iii) any advice or representation made by or with respect to CDS and contained herein or in any trust indenture relating to the rules and regulations of CDS or any action to be taken by CDS or at the directions of the CDS Participants. The rules governing CDS provide that it acts as the agent and depository for CDS Participants. As a result, such CDS Participants must look solely to CDS and beneficial owners of Securities must look solely to CDS Participants for payment or deliveries made by or on behalf of the Federation to CDS in respect of the Securities.

CONSOLIDATED CAPITALIZATION

There have been no material changes in the share or loan capital of the Federation since the date of the Annual Financial Statements. The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capital of the Federation that will result from the issuance of Securities pursuant to such Prospectus Supplement.

EARNINGS COVERAGE

The following consolidated earnings coverage ratios are calculated for the 12 months ended December 31, 2019.

	Federation	**Desjardins Group**
Earnings coverage on subordinated notes(1)	20.47	45.63

(1) The subordinated notes of the Federation, which are also subordinated notes of Desjardins Group (see "Fédération des Caisses Desjardins du Québec – Structure of Desjardins Group, the Federation and the Caisses" above), are senior notes issued by Desjardins Capital Inc. (the "**DC Notes**") whose gross proceeds are invested in notes issued by the Caisses (the "**Caisses Notes**") that are subordinated to the claims of depositors and certain other creditors. The DC Notes rank prior, in right of payment, to the subordinated indebtedness of Desjardins Capital Inc., and are secured by a hypothec on Caisses Notes. Desjardins Capital Inc. is a direct wholly-owned subsidiary of the Federation and an entity comprised in Desjardins Group whose operations consist of the issuance of securities and the financing of the Caisses.

The interest expense of the Federation and Desjardins Group on subordinated notes amounted to $72 million for the 12 months ended December 31, 2019. The Federation's operating surplus earnings before income taxes and interest expense on subordinated notes for the 12 months ended December 31, 2019, were $1,469 million after deducting non-controlling interests, being 20.47 times the Federation's aggregate interest expense on subordinated notes for the period. Desjardins Group's operating surplus earnings before income taxes and interest expense on subordinated notes for the 12 months ended December 31, 2019, were $3,275 million after deducting non-controlling interests, being 45.63 times Desjardins Group's aggregate interest expense on subordinated notes for the period.

The earnings coverage ratios and associated financial information presented above do not give effect to the issuance of Securities that may be issued pursuant to any Prospectus Supplement since the aggregate principal amounts and the terms of such Securities are not presently known, and do not purport to be indicative of earnings coverage ratios for any future periods.

All amounts appearing under this heading for the 12 months ended December 31, 2019 are derived from financial information which is prepared in accordance with IFRS as issued by the International Accounting Standards Board and the accounting requirements of the AMF in Québec, which do not differ from IFRS.

PLAN OF DISTRIBUTION

The Federation may sell Securities to or through underwriters, dealers or agents or directly to one or more purchasers pursuant to applicable law. Securities may be sold at fixed prices or non-fixed prices, such as prices determined by reference to the prevailing price of the Securities in a specified market, at market prices prevailing at the time of sale or at prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution of the Securities. The Prospectus Supplement for any Securities offered will set forth the terms of the offering of such Securities, including the type of Securities being offered, the name or names of any underwriters, dealers or agents, the purchase price of such Securities, the proceeds to the Federation from such sale, any underwriters', dealers' or agents' compensation, any public offering price and any discounts or concessions allowed or reallowed or paid to underwriters, dealers or agents. Only underwriters, dealers or agents so named in a Prospectus Supplement are to be underwriters, dealers or agents, as applicable, in connection with the Securities to which such Prospectus Supplement pertains.

If underwriters are used in an offering, the Securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale, at market prices prevailing at the time of sale or at prices related to such prevailing market prices. The obligations of the underwriters to purchase such Securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all of the Securities offered by the Prospectus Supplement if any of such Securities are purchased. Any public offering price and any discounts or concessions allowed or reallowed or paid to underwriters may be changed from time to time.

The Federation may also sell Securities directly at such prices and upon such terms as agreed to by the Federation and the purchaser or through dealers or agents designated by the Federation from time to time. Any dealer or agent involved in the offering and sale of Securities in respect of which this Prospectus is delivered will be named, and any commissions payable by the Federation to such dealer or agent will be set forth, in the applicable Prospectus Supplement.

The Federation may agree to pay underwriters, dealers or agents a commission for various services relating to the issue and sale of any Securities. Underwriters, dealers and agents who participate in the distribution of Securities may be entitled under agreements to be entered into with the Federation to indemnification by the Federation against certain liabilities, including liabilities under securities legislation, or to contribution by the Federation with respect to payments which such underwriters, dealers or agents may be required to make in respect of such liabilities.

In connection with any offering of Securities (unless otherwise specified in a Prospectus Supplement), the underwriters, dealers or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. These transactions may be commenced, interrupted or discontinued at any time.

PRIOR SALES

Prior sales will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

RISK FACTORS

An investment in securities of the Federation involves risks including those risks inherent in conducting the business of a diversified financial services cooperative. Before deciding whether to invest in any of the securities distributed under this Prospectus, prospective purchasers should consider (i) the risk factors described herein and in the documents incorporated by reference in this Prospectus, (ii) all of the other information contained in this Prospectus (including, without limitation, the documents incorporated by reference herein), and (iii) if applicable, the risks described in a Prospectus Supplement relating to a specific offering of Securities. The risks described herein and in the documents incorporated by reference herein are not the only risks facing the Federation. Additional risks and uncertainties not currently known to the Federation, or that the Federation currently deems immaterial, may also materially and adversely affect its business. Any of these risks could have a material adverse effect on the Federation's business, financial position or results of operations.

The COVID-19 virus may have an adverse impact on the Federation and Desjardins Group

On March 11, 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. Governments in affected areas have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, quarantines and cancellations of gatherings and events. The spread of COVID-19 has had disruptive effects in countries and Canadian provinces in which the Federation and Desjardins Group operate and the global economy more widely, as well as causing increased volatility and declines in financial markets. In response to the government's recommendations to minimize the spread of COVID-19, Desjardins Group has adopted a number of preventive and relief measures. If the pandemic is prolonged, or further diseases emerge that give rise to similar effects, the adverse impact on the global economy could deepen and result in further declines in financial markets. A substantial amount of the Federation's and Desjardins Group's business involves making loans or otherwise providing financial services and insurance products to governments, public and parapublic sector institutions, individuals as well as medium-sized and large businesses. The COVID-19 pandemic's impact on such borrowers and clients could have a material adverse effect on the Federation's and Desjardins Group's financial results, businesses, financial condition or liquidity. The COVID-19 pandemic may also result in disruption to the Federation's and Desjardins Group's key suppliers of goods and services and result in increased unavailability of staff adversely impacting the quality and continuity of service to customers and the reputation of the Federation and Desjardins Group. As a result, the business, results of operations and financial condition of the Federation and Desjardins Group could be adversely impacted for a substantial period of time.

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, the net proceeds to the Federation from the sale of the Securities will be used by the Federation for the purpose of carrying out its functions as treasurer and financial agent of Desjardins Group including meeting the liquidity, loss absorbing capacity, regulatory capital and capital base diversification needs and requirements of Desjardins Group and offering financing, banking and international services to its clients and members, including institutions and organizations (governments, municipalities, school districts, etc.), large and medium size businesses and the various entities of Desjardins Group.

AUDITOR

The independent auditor of the Federation is PricewaterhouseCoopers LLP, 1250 René-Lévesque Boulevard West, Suite 2500, Montréal, Québec H3B 4Y1. PricewaterhouseCoopers LLP advised the Federation that it is independent with respect to the Federation within the meaning of the *Code of ethics of chartered professional accountants* (Québec).

EXEMPTIONS

In order for the Federation to be permitted to file a prospectus in the form of a short form prospectus, pursuant to Part 8 of NI 44-101 and Part 11 of NI 44-102, the Federation has obtained exemptive relief from the application of the requirement under section 2.2(e) of NI 44-101, and subsections 2.2(1) and 2.2(2) and subparagraph 2.2(3)(b)(iii) of NI 44-102, to have its equity securities listed and posted for trading on a short form eligible exchange.

LEGAL MATTERS

Unless otherwise specified in a Prospectus Supplement, certain legal matters relating to the Securities offered by a Prospectus Supplement will be passed upon, on behalf of the Federation, by Stikeman Elliott LLP.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some cases, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE FÉDÉRATION DES CAISSES DESJARDINS DU QUÉBEC

Dated: April 24, 2020

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada.

(*signed*) GUY CORMIER President and Chief Executive Officer, Desjardins Group	(*signed*) ALAIN LEPROHON Executive Vice-President, Finance, Treasury, Administration and Chief Financial Officer, Desjardins Group

On behalf of the board of directors

(*signed*) JOHANNE CHARBONNEAU Director	(*signed*) SERGE ROUSSEAU Director