

Prospectus Supplement dated 6 December 2022

to the Base Prospectus dated 21 June 2022



CREDIT INDUSTRIEL ET COMMERCIAL

(a "société anonyme à conseil d'administration" organised under the laws of the Republic of France)

€10,000,000,000

Structured Euro Medium Term Note Programme

This supplement constitutes a supplement for the purposes of Article 23.1 of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**).

This supplement (the **Supplement**) is supplemental to, and should be read in conjunction with the base prospectus dated 21 June 2022, the first supplement thereto dated 4 August 2022 and the second supplement thereto dated 8 September 2022 (the **Base Prospectus**) in relation to the €10,000,000,000 programme for the issuance of Structured Euro Medium Term Notes by Crédit Industriel et Commercial (**CIC**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

In accordance with Article 23.2a of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for any Notes before this Supplement is published, have the right, exercisable within a time limit of three working days after the publication of this Supplement (no later than 9 December 2022), to withdraw their acceptances.

CIC accepts responsibility for the information contained in this Supplement. To the best of its knowledge, the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. INCREASE OF THE MAXIMUM AGGREGATE NOMINAL AMOUNT OF THE PROGRAMME

The maximum aggregate nominal amount of all Notes which may from time to time be outstanding under the Programme is increased from €10,000,000,000 to €15,000,000,000.

From the date of this Supplement, all references in the Base Prospectus to "€10,000,000,000" in relation to the size of the Programme shall be deemed to be references to "€15,000,000,000".

The increase in the maximum aggregate nominal amount of Notes which may from time to time be outstanding under the Programme has been authorised by a resolution of the *Conseil d'Administration* (Board of Directors) of the Issuer dated 23 November 2022.

2. RENEWAL OF THE BOARD OF DIRECTORS AUTHORISATION

Paragraph 1 "Authorisation" of the section entitled "General Information" on page 542 of the Base Prospectus shall be deleted and replaced as follows:

"No authorisation procedures are required of the Issuer by French law for the update of the Programme.

To the extent that Notes issued by the Issuer under the Programme may constitute *obligations* under French law, the issue of such Notes has been authorised by a resolution of the Issuer's *Conseil d'Administration* (Board of Directors) dated 23 November 2022 which has delegated to the *directeur général* (managing director), the *directeurs généraux adjoints* (deputy managing directors) and to the *directeurs de CIC Marchés* having a delegation of power A from the *directeur général*, all powers to decide issues of *obligations* and assimilated securities for a maximum aggregate nominal amount of EUR 15,000,000,000 for a period of one year as from 23 November 2022."

3. ADDITION OF SWEDEN TO THE NON-EXEMPT OFFER JURISDICTIONS

- (a) Paragraph (iii) of the section entitled “Important Information relating to Non-Exempt Offers of Notes where there is no exemption from the obligation under the Prospectus Regulation to publish a prospectus” on page 33 of the Base Prospectus shall be deleted and replaced as follows:

“(iii) the consent only extends to the use of this Base Prospectus to make Non-Exempt Offers of the relevant Tranche of Notes in each Relevant Member State specified in the applicable Final Terms, being either France, Luxembourg, Germany, The Netherlands or Sweden.”

- (b) Paragraph 4. “Notification” of the section entitled “Form of Final Terms Notes with a denomination of less than €100,000 (or its equivalent in any other currency)” and Paragraph 3. “Notification” of the section “Form of Final Terms Notes with a denomination of €100,000 or more (or its equivalent in any other currency)” respectively on pages 119 and 201 and 202 of the Base Prospectus shall be deleted and replaced as follows:

“[The *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Regulation, [has been requested to provide/has provided - *include first alternative for an issue which is contemporaneous with the update of the Programme and the second alternative for subsequent issues*] the competent authorities of France, Germany, The Netherlands and Sweden with a certificate of approval attesting that the Base Prospectus [and the supplement(s)] [has]/[have] been drawn up in accordance with the Prospectus Regulation.]/[Not Applicable]”

- (c) The first item of paragraph (i) “Non-Exempt Offer” of the section entitled “Form of Final Terms Notes with a denomination of less than €100,000 (or its equivalent in any other currency)” on page 124 of the Base Prospectus shall be deleted and replaced as follows:

“(i) Non-Exempt Offer: [Not Applicable (*if not applicable, delete the remaining sub-paragraphs of this paragraph*)] [An offer of the Notes may be made by the Managers [, [*insert names of financial intermediaries receiving consent (specific consent)*] (the **Initial Authorised Offerors**)] [and any additional financial intermediaries who have or obtain the Issuer's consent to use the Prospectus in connection with the Non-Exempt Offer as an Authorised Offeror] (together, being persons to whom the issuer has given consent, the **Authorised Offerors**) other than pursuant to Articles 1(4) and/or 3(2) of the Prospectus Regulation in [*specify relevant Member State(s) among France, Luxembourg, Germany, The Netherlands or Sweden*] (the **Non-Exempt Offer Jurisdictions**) during the period from [*specify date*] until [*specify date or a formula such as "the Issue Date" or "the date which falls [●] Business Days thereafter"*] (the **Offer Period**).

(N.B. Consider any local regulatory requirements necessary to be fulfilled so as to be able to make a non-exempt offer in relevant jurisdictions. No such offer should be made in any relevant jurisdiction until those requirements have been met. Non-exempt offers may only be made into jurisdictions in which the base prospectus (and any supplement) has been notified/passported.)

- (d) The fourth paragraph of Paragraph 3. “Approval, listing and admission to trading” of the section entitled “General Information” on page 542 of the Base Prospectus shall be deleted and replaced as follows:

“In compliance with Article 25 of the Prospectus Regulation, application has been made for the delivery by the CSSF of a certificate of approval specifying that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation to the (i) *Autorité des marchés financiers* in France, (ii) the *Bundesanstalt für Finanzdienstleistungsaufsicht* (BAFin) in Germany, (iii) the *Autoriteit financiële markten* in The Netherlands and (iv) the *Finansinspektionen* in Sweden.”

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.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of this Supplement are available on the website of CIC (<https://www.cic.fr/fr/banques/institutionnel/actionnaires-et-investisseurs/programmes-d-emissions.html>) and on the Luxembourg Stock Exchange’s website (www.bourse.lu).

This Supplement, prepared in connection with the Notes to be issued under the Base Prospectus, has not been submitted to the clearance of the *Autorité des marchés financiers* in France.