

Prospectus Supplement dated 4 March 2016

to the Base Prospectus dated 2 July 2015



**CREDIT INDUSTRIEL ET COMMERCIAL**

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

**€5,000,000,000**

**Structured Euro Medium Term Note Programme**

This supplement constitutes a supplement for the purposes of Article 13.1 of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 (the **Luxembourg Law**).

This supplement (the **Supplement**) is supplemental to, and should be read in conjunction with the base prospectus dated 2 July 2015 and the first supplement dated 12 August 2015 (the **Base Prospectus**) in relation to the €5,000,000,000 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.

CIC accepts responsibility for the information contained in this Supplement. To the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

## 1. INCORPORATION BY REFERENCE

The Issuer has published the English translations of its annual financial statements as at 31 December 2015 (the **December 2015 Financial Information**) and the relating press release dated 25 February 2016 (the **25 February 2016 Press Release**).

A copy of the English translations of such December 2015 Financial Information and the 25 February 2016 Press Release have been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Supplement, are incorporated by reference in, and form part of, the Base Prospectus, it being specified that the information contained in the December 2015 Financial Information and the 25 February 2016 Press Release is a profit estimate. Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Issuer and the Paying Agent in Luxembourg as described on pages 440 and 441 of the Base Prospectus. Copies of all documents incorporated by reference in the Base Prospectus are available on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

The cross reference table on pages 55 to 56 of the Base Prospectus is updated accordingly, as set out in Schedule 1 of this Supplement

The English language versions are a direct and accurate translation of the relevant French original and this Issuer accepts responsibility for these English translations.

## 2. SUMMARY

Element B.9 of the section entitled “Summary of the Programme” on page 13 of the Base Prospectus shall be deleted and replaced as follows:

|            |                             |   |
|------------|-----------------------------|---|
| <b>B.9</b> | Profit forecast or estimate | As of 25 February 2016, the net income of the Issuer for the financial year closed on 31 December 2015 is expected to be equal to €1,117 million, representing a decrease of -0.6% compared to the previous financial year. |
|------------|-----------------------------|---|

## 3. GENERAL INFORMATION - AUTHORISATION

The second sentence of paragraph 1 “Authorisation” of the section entitled General Information on page 440 of the Base Prospectus shall be deleted and replaced as follows:

“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 25 February 2016 who has delegated to each of Messrs Philippe VIDAL and Christian KLEIN, the power to decide issues of *obligations* and assimilated securities for a maximum aggregate nominal amount of EUR 5,000,000,000 within a period of one year ending 31 March 2017.”

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 inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of this Supplement are available at the office of CIC and on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

In accordance with Article 16.2 of the Prospectus Directive and Article 13.2 of the Luxembourg Law, investors who have agreed to purchase or subscribe for any Notes before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Supplement, to withdraw their acceptances. This right to withdraw shall expire by close of business on 8 March 2016.

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.

## SCHEDULE 1

### CROSS-REFERENCE LIST RELATING TO INFORMATION INCORPORATED BY REFERENCE

Page(s)

**FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**

**All pages of December 2015 Financial Information.**

**All Pages of 25 February 2016 Press Release.**

The Issuer (i) confirms that the information incorporated by reference in this Supplement is substantially consistent with the final figures to be published in the next annual audited financial statements and (ii) has approved this information. Audit procedures have been performed on the information incorporated by reference in this Supplement and the audit certificate will be issued after finalisation of additional procedures required for the publication of the annual financial report. The unaudited results for the full year 2015 have been compiled on the basis of the established financial reporting process of the Issuer using the same accounting principles, standards and assumptions as underlying the consolidated financial statements of the Issuer for the business year 2015.