

Luxembourg, 24 September 2014

Crédit Industriel et Commercial
6, avenue de Provence
75009 Paris
France

O/Ref.:	MAF.14/1961-GZO/SMO	Contact person:	Gernot ZOTTER
Y/Ref.:		Direct dialling:	+352/26 251 - 810
Dispatch:	mail and e-mail / e-file		

Re: Approval: C-16372

Dear Sirs,

We are pleased to inform you that the *Commission de Surveillance du Secteur Financier* (the “CSSF”) has approved the:

**Base Prospectus dated 24 September 2014
relating to
Crédit Industriel et Commercial
(registered office: France)
€3,000,000,000 Structured Euro Medium Term Note**

on 24 September 2014 in accordance with (i) Part II of the law of 10 July 2005 on prospectuses for securities (the “**Prospectus Law**”); and (ii) the Commission Regulation (EC) N° 809/2004 of 29 April 2004.

The approval has been given by the *Commission de Surveillance du Secteur Financier* in its capacity as competent authority under the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (as implemented into Luxembourg law by the Prospectus Law) in the Grand-Duchy of Luxembourg. We would like to draw your attention to the fact that our review only concerned the disclosure requirements under the laws and regulations relating to prospectuses and that the CSSF's approval is solely granted by virtue of the Prospectus Law and does not extend to qualifications under any other laws or regulations.

Yours sincerely,

COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER

Gernot ZOTTER
Attaché de direction

Jerry OSWALD
Conseiller de direction

Copy to:

Luxembourg Stock Exchange *via* e-file,
isabelle.richard@bnpparibas.com,
lux_listing_doc@bnpparibas.com