

Prospectus Supplement dated 9 August 2013
to the Base Prospectus dated 18 January 2013



CREDIT INDUSTRIEL ET COMMERCIAL

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

€2,000,000,000

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 18 January 2013 (the **Base Prospectus**) in relation to the € 2,000,000,000 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 English translations of (i) its *Document de Référence* incorporating the audited consolidated and non consolidated annual accounts of the Issuer for the year ended 31 December 2012 and registered with the *Autorité des marchés financiers* on 19 April 2013 under number D.13-0391 (the **2012 AR**) and (ii) its interim financial statements as at 30 June 2013 (the **2013 Interim Financial Statements**) and the relating press release dated 31 July 2013 (the **31 July 2013 Press Release**).

In addition, on 20 June 2013, Standard & Poor's Ratings Services has published a press release announcing that they have downgraded the Issuer to 'A' from 'A+' (the **20 June 2013 Press Release**). Standard & Poor's Ratings Services is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). As such Standard & Poor's Ratings Services is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://esma.europa.eu/page/list-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

A copy of the English translations of such 2012 AR, the 2013 Interim Financial Statements, the 31 July 2013 Press Release and the 20 June 2013 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. 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 257 and 258 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).

The cross reference table on pages 41 to 43 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.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

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

The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme is increased from €2,000,000,000 to €3,000,000,000.

3. RENEWAL OF THE BOARD OF DIRECTORS AUTHORISATION

The paragraph "1. Authorisation" of the section entitled "General Information" on page 257 of the Base Prospectus is deemed to be deleted and replaced by the following:

"No authorisation procedures are required of the Issuer by French law for the establishment or 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 28 February 2013 who has delegated to each of Messrs Philippe VIDAL and Christian KLEIN, acting separately, the power to decide issues of *obligations* and assimilated securities for a maximum aggregate nominal amount of EUR 3,000,000,000 within a period of one year ending 31 March 2014."

4. ADDRESS OF CIC EST

On page 260 of the Base Prospectus, the address of CIC EST shall be modified as follows: "31, rue Jean Wenger-Valentin, 67000 Strasbourg, France".

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).

In accordance with Article 16.1 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 14 August 2013.

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)

(page(s) correspond to the page(s) of the 2012 AR unless otherwise specified)

SELECTED FINANCIAL INFORMATION

Selected historical financial information regarding the Issuer

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**All pages of 2013 Interim
Financial Statements and 31
July 2013 Press Release**

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Place of registration of the Issuer and its registration number

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The date of incorporation and the length of life of the Issuer.

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Domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address and telephone number of its registered office.

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Any recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

**All pages of the 20 June
2013 Press Release**

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If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence **32 to 33**

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- (a) members of the administrative, management or supervisory bodies;
- (b) partners with unlimited liability, in the case of a limited partnership with a share capital.

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