

Prospectus Supplement dated 11 March 2015
to the Base Prospectus dated 24 September 2014



CREDIT INDUSTRIEL ET COMMERCIAL

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

€3,000,000,000

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 24 September 2014 (the **Base Prospectus**) in relation to the €3,000,000,000 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 2014 (the **December 2014 Financial Information**) and the relating press release dated 26 February 2015 (the **26 February 2015 Press Release**).

A copy of the English translations of such December 2014 Financial Information and the 26 February 2015 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 2014 Financial Information and the 26 February 2015 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 380 and 381 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 54 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. INCREASE IN THE AGGREGATE NOMINAL AMOUNT OF THE PROGRAMME

Pursuant to the Programme Agreement, the maximum aggregate nominal amount of Notes issued by CIC which may be outstanding from time to time under the Programme will be increased from €3,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) to €5,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement) on and from 13 March 2015. Therefore, as from 13 March 2015, all references in the Base Prospectus to "€3,000,000,000" in relation to the size of the Programme shall be deemed to be references to "€5,000,000,000".

The increase in the maximum aggregate nominal amount of Notes issued by CIC which may be outstanding at any time under the Programme has been authorised by resolution of the Board of Directors (*conseil d'administration*) dated 26 February 2015 of CIC.

3. 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.9	Profit forecast or estimate	As of 26 February 2015, the net income of the Issuer for the financial year closed on 31 December 2014 is expected to be equal to €1,124 million, representing an increase of 32.4% compared to the previous financial year.
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4. GENERAL INFORMATION - AUTHORISATION

The paragraph 1 “Authorisation” of the section entitled General Information on page 380 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 26 February 2015 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 2016.”

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).

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 2014 Financial Information, which include the following sections: <ul style="list-style-type: none">- Summary results for the year ended December 31, 2014 – p.1;- Continued commercial dynamism and support for the economy – p.2;- Growth in financial results – p.3;- A solid balance sheet – p.4;- Divisional breakdown of results – p.5:<ul style="list-style-type: none">- Retail banking: CIC's core business – p.5- Corporate banking – p.8- Capital markets – p.8- Private banking – p.9- Private equity – p.9- CIC's business divisions and principal subsidiaries - Business lines' contribution to 2014 net profit – p.11;- Key figures – p.12; and

- Financial results – p.12.

All Pages of 26 February 2015 Press Release, which include the following sections:

- Securitization – p.2;
- Exposures as of December 31, 2014 – p.3;
- Exposures as of December 31, 2013 – p.4;
- Exposures by origination – p.5;
- Exposures hedged by CDS – p.6; and
- Liquidity lines for ABCP programs – p.7.

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 2014 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 2014.