

Prospectus Supplement dated 15 February 2022

to the Base Prospectus dated 21 June 2021



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 2021 and the first supplement thereto dated 9 September 2021 (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 18 February 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. INCORPORATION BY REFERENCE

The list of the documents incorporated by reference contained on pages 35 to 36 of the Base Prospectus is updated by the addition of the following paragraph (4), the numbering of former paragraphs (1) to (14) being amended accordingly:

“(4) An English translation of the press release relating to the Issuer’s 2021 annual results dated 10 February 2022 (the **10 February 2022 Press Release**) (https://www.cic.fr/partage/fr/CC/telechargements/communiqués-de-presse/2022/2022-02-10_CP_CIC_Resultats_2021_EN.pdf).”

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 2021 have been compiled and prepared on a basis which is comparable with the historical financial information and consistent with the Issuer’s accounting policies.

A copy of the English translation of the 10 February 2022 Press Release has been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Base Prospectus, it being specified that the information contained in the 10 February 2022 Press Release is a profit estimate.

The cross reference table on pages 38 to 40 of the Base Prospectus is updated accordingly, as set out in Schedule 1 of this Supplement

The English language version is a direct and accurate translation of the relevant French original. With respect to the 10 February 2022 Press Release, the Issuer assumes the responsibility for the correct translation of such document.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Issuer as described on page 36 of the Base Prospectus. Copies of all documents incorporated by reference in the Base Prospectus are available on the Issuer’s

website (<https://www.cic.fr/fr/banques/institutionnel/publications/index.html>) and on the Luxembourg Stock Exchange's website (www.bourse.lu).

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 Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

2. RATING

The rating provided by S&P Global Ratings Europe Limited, a division of The McGraw-Hill Companies, Inc (**S&P**) has been raised to A+ from A on 16 December 2021.

As a result:

- the first sentence of the second paragraph on page 2 of the Base Prospectus shall be amended as follows:

“The long term debt of the Issuer has been rated A+ by S&P Global Ratings Europe Limited, a division of The McGraw-Hill Companies, Inc (**S&P**), Aa3 by Moody's France S.A.S. (**Moody's**) and AA- by Fitch Ratings Ireland Limited (**Fitch**).”

- the first sentence of the item entitled “Rating” on page 11 of the Base Prospectus shall be amended as follows:

“The long term debt of the Issuer has been rated A+ by S&P Global Ratings Europe Limited, a division of The McGraw-Hill Companies, Inc (**S&P**), Aa3 by Moody's France S.A.S. (**Moody's**) and AA- by Fitch Ratings Ireland Limited (**Fitch**).”

3. RENEWAL OF THE BOARD OF DIRECTORS AUTHORISATION

Paragraph 1 “Authorisation” of the section entitled General Information on page 515 of the Base Prospectus, as amended by the first supplement dated 9 September 2021, shall be deleted and replaced as follows:

“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 July 2021 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*, the power to decide issues of *obligations* and assimilated securities for a maximum aggregate nominal amount of EUR 10,000,000,000 within the period ending 27 July 2022.

As from 1 April 2022 such decision will be cancelled and replaced by the resolution of the Issuer's *Conseil d'Administration* (Board of Directors) dated 8 February 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*, the power to decide issues of *obligations* and assimilated

securities for a maximum aggregate nominal amount of EUR 10,000,000,000 within the period as from 1 April 2022 and ending 31 March 2023.”.

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.

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 10 February 2022
Press Release**