

Prospectus Supplement dated 28 February 2019

to the Base Prospectus dated 28 June 2018



**CREDIT INDUSTRIEL ET COMMERCIAL**

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

**€6,000,000,000**

**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 28 June 2018 and the first supplement thereto dated 17 August 2018 (the **Base Prospectus**) in relation to the € 6,000,000,000 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 13.2 of the Luxembourg Law, 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 two working days after the publication of this Supplement (no later than 4 March 2019), to withdraw their acceptances.

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 an English translation of the press release relating to its 2018 annual results dated 21 February 2019 (the **21 February 2019 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 2018 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 financial year 2018.

A copy of the English translation of the 21 February 2019 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 21 February 2019 Press Release is a profit estimate.

The cross reference table on pages 67 to 69 of the Base Prospectus is updated accordingly, as set out in Schedule 1 to this Supplement

The English language version is a direct and accurate translation of the relevant French original.

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 565 and 566 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)).

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, as amended) 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 which may from time to time be outstanding under the Programme is increased from €6,000,000,000 to €8,000,000,000. From the date of this Supplement, all references in the Base Prospectus to "€6,000,000,000" in relation to the size of the Programme shall be deemed to be references to "€8,000,000,000".

The increase in the maximum aggregate nominal amount of Notes which may from time to time be outstanding under the Programme has been authorised by a resolution of the *Conseil d'Administration* (Board of Directors) of CIC dated 19 February 2019.

## **3. RENEWAL OF THE BOARD OF DIRECTORS AUTHORISATION**

Paragraph 1 "Authorisation" of the section entitled General Information on page 565 of the Base Prospectus 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 19 February 2019 which has delegated to each of Philippe Vidal, Alexandre Saada and Christian Ander, the power to decide issues of obligations and assimilated securities for a maximum aggregate nominal amount of EUR8,000,000,000 within the period ending 31 March 2020."

## **4. SUMMARY OF THE PROGRAMME**

The summary of the programme is amended as follows:

- Element B.9 of the Summary of the Programme contained on page 14 of the Base Prospectus shall be deleted and replaced as follows:

<b>B.9</b>	Profit forecast or estimate	As of 21 February 2019, the net income of the Issuer for the financial year ended 31 December 2018 is expected to be equal to €1,395 million, representing an increase of 8.1% compared to the previous financial year.
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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)).

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 21 February 2019  
Press Release**