

NOTICE TO NOTEHOLDERS

Dated March 08th, 2024



EUR 15,000,000 Combined Notes due March 10th, 2025
Issued under € 15,000,000,000
Structured Euro Medium Term Note Programme

Series 1877

ISIN: XS2591810622
Common Code: 259181062

Crédit Industriel et Commercial (the "Issuer") hereby notify you, as Noteholder, of the following amendments to the Final Terms dated March 06th, 2023 in respect of the Notes (the "Final Terms") which will be effected by way of an amended and restated version of the Final Terms in order to correct manifest errors in the Final Terms related to:

The point 15 in Part A “Fixed Rate Note Provisions”

The point 15 in part A “Fixed Rate Note Provisions” is defined as follows:

- (a) Fixed Rate of Interest: 3.55 per cent. of Specified Denomination payable in arrear on each Interest Payment Date
- Interest Payment Date(s):
- | Interest Payment Date |
|-----------------------|
| 11/03/2024 |
| 10/03/2025 |
- Fixed Coupon Amount(s): EUR 33.5 per Calculation Amount
- Broken Amount(s): Not Applicable
- Determination Date(s): Not Applicable
- Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent) Not Applicable

The point 15 in part A “Fixed Rate Note Provisions”, is modified as follows:

- (a) Fixed Rate of Interest: 3.55 per cent. of Specified Denomination payable in arrear on each Interest Payment Date

(b) Interest Payment Date(s):

| Interest Payment Date |
|-----------------------|
| 11/03/2024 |
| 10/03/2025 |

(c) Fixed Coupon Amount(s): EUR 35.5 per Calculation Amount

(d) Broken Amount(s): Not Applicable

(e) Determination Date(s): Not Applicable

(f) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent) Not Applicable

Capitalised terms used and not defined herein shall have the meanings given to them in the Final Terms.

Guillaume Angue

Duly authorised

DocuSigned by:
Guillaume ANGUE
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PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority (ESMA) on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Amended and restated Final Terms dated March 08th, 2024 to the Final Terms dated March 06th, 2023



CREDIT INDUSTRIEL ET COMMERCIAL

Legal entity identifier (LEI): N4JDFKKH2FTD8RKFXO39

€ 15,000,000,000

Structured Euro Medium Term Note Programme

(the Programme)

***Issue of EUR 15,000,000 Combined Notes due March 10th, 2025
under the Programme***

The Notes will only be admitted to trading on the professional segment of the regulated market of the Luxembourg Stock Exchange, which is a specific segment of an EEA regulated market (as defined in MiFID II), to which only qualified investors (as defined in the Prospectus Regulation) can have access and shall not be offered or sold to non-qualified investors.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the section entitled Terms and Conditions of the English Law Notes and the section entitled "Technical Annex" in the Base Prospectus dated 21 June 2022 and the Supplements to the Base Prospectus dated 4 August 2022, 8 September 2022, 6 December 2022 and 14 February 2023 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of the Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been and the Final Terms will be published on the Luxembourg Stock Exchange website www.bourse.lu and on the Issuer's websites <https://www.cic.fr/fr/banques/institutionnel/actionnaires-et-investisseurs/programmes-d-emissions.html> and <https://www.cic-marketsolutions.eu/fr/kidemtnccic.aspx>.

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|-----|-----|--|---|
| 1. | (a) | Series Number: | 1877 |
| | | Tranche Number: | 1 |
| | | Date on which the Notes will be consolidated and form a single series: | Not Applicable |
| 2. | | Specified Currency: | EURO ("EUR" or "€") |
| 3. | | Aggregate Nominal Amount: | |
| | (a) | Series: | EUR 15,000,000 |
| | (b) | Tranche: | EUR 15,000,000 |
| 4. | | Issue Price of Tranche: | 99.75 per cent. of the Aggregate Nominal Amount |
| 5. | | Minimum Trading Size: | Not Applicable |
| 6. | (a) | Specified Denomination(s) | EUR 1,000 |
| | | | EUR 1,000 |
| | (b) | Calculation Amount: | |
| 7. | (a) | Issue Date: | March 10 th , 2023 |
| | | Interest Commencement Date (if different from the Issue Date): | Not Applicable |
| 8. | | Maturity Date: | March 10 th , 2025 |
| 9. | | Type of Notes: | Combined |
| 10. | | Interest Basis: | Combined Coupon: |

Fixed Rate Coupon equal to 3.55 per cent. of Specified Denomination ; and

Fixed Rate Coupon equal to 0.50 per cent subject to the provisions of item 18 below (conditional)

(see paragraphs 15 and 18 below)

11. Redemption: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
12. Change of Interest Basis: Not Applicable
13. Put/Call Options: Not Applicable
14. Date of Board approval for issuance of the Notes: The issue of the Notes has been authorised by a resolution of the Issuer's *Conseil d'Administration* (Board of Directors) dated November 23rd, 2022.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions** Applicable
 - (a) Fixed Rate of Interest: 3.55 per cent. of Specified Denomination payable in arrear on each Interest Payment Date
 - (b) Interest Payment Date(s):

| Interest Payment Date |
|-----------------------|
| 11/03/2024 |
| 10/03/2025 |
 - (c) Fixed Coupon Amount(s): EUR ~~35.533.5~~ per Calculation Amount
 - (d) Broken Amount(s): Not Applicable
 - (e) Determination Date(s): Not Applicable
 - (f) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent) Not Applicable
16. **Floating Rate Note Provisions** Not Applicable
17. **Zero Coupon Provisions** Not Applicable
18. **Index Linked Notes Provisions** Applicable

- (a) Index/Indices: Euro Stoxx 50® Index (Code Bloomberg : SX5E Index, ISIN: EU0009658145, Sponsor: STOXX Limited)
- (b) Screen Page: Code Bloomberg : SX5E Index
- (c) Component Transactions: See Part.B.9 Information on the Index
- (d) Formula to be used to determine the Index Linked Interest Amount: Combined
- Interest will only be payable on the Maturity Date (i) if on the Final Observation Date (i) the closing price of the Underlying Reference is greater than or equal to the Coupon Trigger Level.
- Coupon determination formula
- Specified Denomination \times 0.50%**
- With:**
- Underlying Reference:** Euro Stoxx 50® Index (Code Bloomberg: SX5E Index, ISIN: EU0009658145, Sponsor: STOXX Limited)
- Coupon Trigger Level:** 150% of the Initial Price
- Initial Price:** closing price of the Underlying Reference on the Initial Observation Date
- Initial Observation Date:** February 16th, 2023
- Final Observation Date:** March 03rd, 2025
- Maturity Date:** March 10th, 2025
- (e) Valuation Method: The Valuation Method shall be Market Value
- (f) Quotation Method: The Quotation Method shall be Mid
- (g) Quotation Amount: As set out in the Conditions
- (h) Averaging: Averaging does not apply to the Notes.
- (i) Observation Date(s): The Observation Date are:
- Initial Observation Date:** February 16th, 2023
- Final Observation Date:** March 03rd, 2025
- In the event that an Observation Date is a Disrupted Day Postponement will apply.

| | | | |
|------------|--|--------------------------------|--|
| | (j) | Observation Period(s): | Not Applicable |
| | (k) | Exchange Business Day: | In respect of the Index Euro Stoxx 50® any Scheduled Trading Day on which: (i) the Index Sponsor publishes the level of the Index, and (ii) the Related Exchanges are open for trading during their regular trading session, notwithstanding the Related Exchanges closing prior to their Scheduled Closing Time. |
| | (l) | Scheduled Trading Day: | Any day on which the Index Sponsor is scheduled to publish the level of the Index and the Related Exchanges are scheduled to be open for trading for their regular trading sessions |
| | (m) | Exchange(s) and Index Sponsor: | <p>(A) The relevant Exchanges are in respect of each security comprising the Index (as determined by the Index Sponsor from time to time), the principal stock exchange on which such security is principally traded or any successor to such exchange or quotation system to which trading in the securities underlying the Index has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to the securities underlying such Index on such temporary substitute exchange or quotation system as on the original Exchange)</p> <p>(B) the relevant Index Sponsor is STOXX Limited®.</p> |
| | (n) | Related Exchange: | EUREX |
| | (o) | Relevant Time: | Scheduled Closing Time |
| 19. | Credit Linked Notes Provisions | | Not Applicable |
| 20. | Equity Linked Note Provisions | | Not Applicable |
| 21. | Inflation Linked Note Provisions | | Not Applicable |
| 22. | Currency Linked Interest Note Provisions | | Not Applicable |
| 23. | Commodity Linked Interest Note Provisions | | Not Applicable |
| 24. | Fund Linked Note Provisions: | | Not Applicable |
| 25. | Bond Linked Notes Provisions: | | Not Applicable |
| 26. | Rate Linked Notes Provisions: | | Not Applicable |
| 27. | Future Linked Notes Provisions: | | Not Applicable |

28. Business Day Convention

- (a) For Interest Payment Dates: Following Business Day Convention
- (b) For Interest Periods: Not Applicable
- (c) For the Maturity Date or Redemption Date: Following Business Day Convention
- (d) Any other date: Following Business Day Convention

GENERAL PROVISIONS RELATING TO REDEMPTION

- 31. Notice periods for Condition 6.2 of the English Law Notes and Condition 9.2 of the French Law Notes:**
 - Minimum period: 15 days
 - Maximum period: 60 days
- 32. Issuer Call** Not Applicable
- 33. Investor Put** Not Applicable
- 34. Early Redemption upon the crossing of a Coupon threshold** Not Applicable
- 35. Final Redemption Amount**
 - (b) EUR 1,000 per Calculation Amount
 - Settlement Method: Cash Settled Notes
 - (c) Index Linked Redemption Amount: Not Applicable
 - (d) Credit Linked Redemption Amount: Not Applicable
 - (c) Equity Linked Redemption Amount: Not Applicable
 - (d) Fund Linked Redemption Amount: Not Applicable
 - (e) Inflation Linked Redemption Amount: Not Applicable
 - (f) Currency Linked Redemption Amount: Not Applicable
 - (g) Commodity Linked Redemption Amount: Not Applicable
 - (h) Bond Linked Redemption Amount: Not Applicable

| | | | |
|------------|--|---|--|
| | (i) | Rate Linked Redemption Amount: | Not Applicable |
| | (j) | Future Linked Redemption Amount: | Not Applicable |
| 36. | Early Redemption Amount | | |
| | (a) | Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default: | Fair Market Value |
| | (b) | Early Redemption Unwind Costs | Applicable |
| | | | Standard Early Redemption Unwind Costs |
| 37. | Provisions applicable to Physical Delivery: | | Not Applicable |
| 38. | Variation of Settlement: | | |
| | (a) | Issuer's option to vary settlement | The Issuer does not have the option to vary settlement in respect of the Notes. |
| | | Variation of Settlement of Physical Delivery Notes: | The Issuer will procure delivery of the Entitlement in respect of the Notes and the provisions of Condition 5.7(b) of the English Law Notes will not apply to the Notes. |
| 39. | Form of Notes: | | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes upon an Exchange Event |
| | | Name and address of Registration Agent: | Not Applicable |
| | | New Global Note: | No |
| 40. | Additional Financial Centre(s): | | Not Applicable |
| 41. | Talons for future Coupons or Receipts to be attached to definitive Notes: | | No |
| 42. | Provisions relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | | Not Applicable |
| 43. | Redenomination provisions: | | Not Applicable |

44. Any applicable currency disruption: Not Applicable

45. *Masse* (Condition 15 of the Terms and Conditions of the French Law Notes): Not Applicable

46. Governing law: English law

Signed on behalf of the Issuer:

By:

Duly authorised

PART B - OTHER INFORMATION

1. Listing and Admission to Trading

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on a specific segment of the regulated market of the Luxembourg Stock Exchange, to which only qualified investors (as defined in the Prospectus Regulation) can have access (in which case they shall not be offered or sold to non-qualified investors) and listing on the official list of the Luxembourg Stock Exchange with effect from the Issue Date.

Regulated markets or third country markets, SME Growth Market or multilateral trading facilities on which, to the knowledge of the Issuer, securities of the same class of the Notes to be offered or admitted to trading are already admitted to trading: EURONEXT

2. Ratings

Not Applicable

3. Notification

The *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Regulation has provided the competent authorities of France, Germany, The Netherlands and Sweden with a certificate of approval attesting that the Base Prospectus and the supplements have been drawn up in accordance with the Prospectus Regulation.

4. Interests of Natural and Legal Persons Involved in the Issue

Not Applicable

5. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- | | | |
|-----|---------------------------|--|
| (a) | Reasons for the offer: | As specified in the Base Prospectus |
| (b) | Estimated net proceeds: | EUR 15,000,000 |
| (c) | Estimated total expenses: | 0.760921 per cent. of Specified Denomination |

6. Fixed Rate Notes only – Yield

Applicable

- | | |
|----------------------|--|
| Indication of yield: | 3.55 per cent. of the Specified Denomination (refer to paragraph 15 above) and 0.50 per cent of the Specified Denomination subject to conditions (refer to paragraph 18 above) |
|----------------------|--|

7. Floating Rate Notes only – Historic Interest Rates

Not Applicable

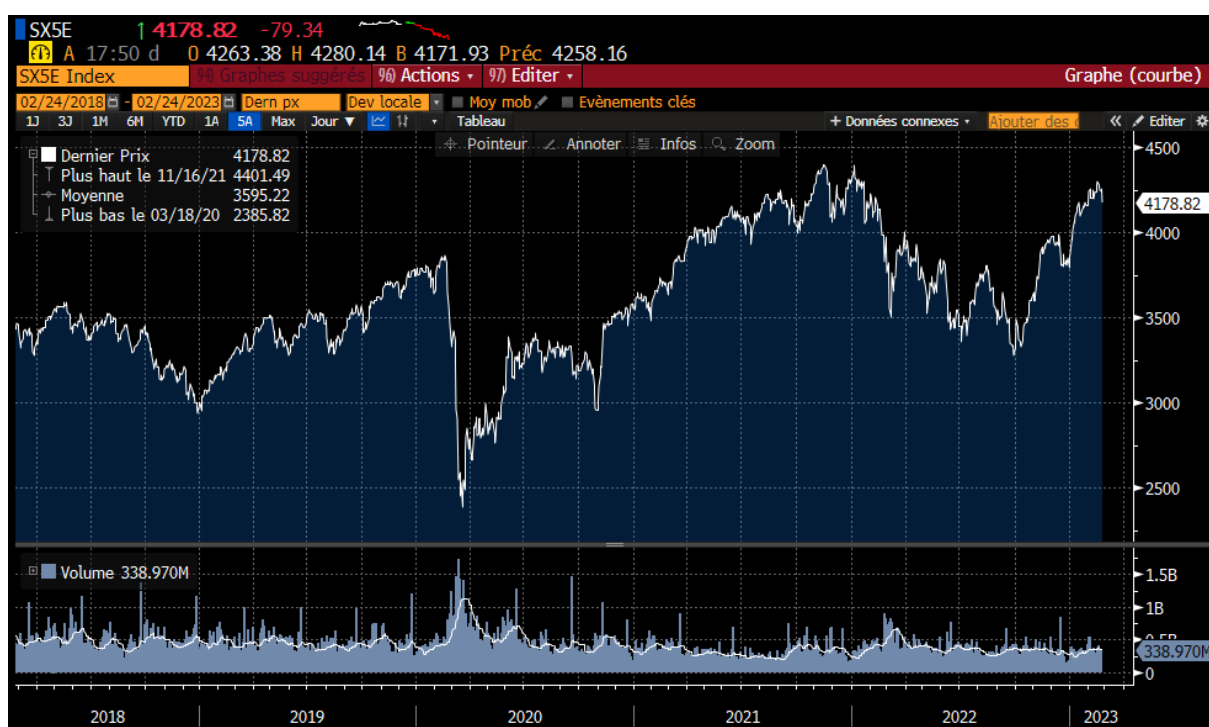
8. Notes linked to a benchmark only – Benchmark

Amounts payable under the Notes will be calculated by reference to Euro Stoxx 50® Index, which is provided by STOXX Limited®. As at the date of the Base Prospectus, STOXX Limited® appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011), as amended (the Benchmarks Regulation).

9. Performance of Index/ Reference Entity/ Credit Index/ Equity/ Exchange Rate/ Commodity/ Fund / Interest Rate / Future, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

Applicable

Euro Stoxx 50:



Past and future performance and volatility can be obtained on Bloomberg.

Past performances are not an indicator of futures performances.

| | |
|--|----------------------|
| Name of the Issuer of the underlying security: | Not Applicable |
| ISIN Code of the underlying: | EU0009658145 |
| Index Name: | Euro Stoxx 50® Index |
| Underlying Interest Rate: | Not Applicable |
| Exercise price or final reference price of the underlying: | Final Price |

Relevant weightings of each underlying on the basket: Not Applicable

Source of information relating to the index/indices: SX5E Index

Place where information to the index/indices can be obtained free of charge: <https://www.stoxx.com/index-details?symbol=SX5E>

Expiration/Maturity date of derivative securities March 10th, 2025

Exercise date or Final Observation Date March 03rd, 2025

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the Issuer other than the licensing of the Euro Stoxx 50® Index and the related trademarks for use in connection with *the Fixed Rate Bonus March 2025*.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:

- sponsor, endorse, sell or promote the Notes.
- recommend that any person invest in the Notes or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
- have any responsibility or liability for the administration, management or marketing of the Notes.
- consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the Notes or have any obligation to do so.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Notes or their performance.

STOXX does not assume any contractual relationship with the purchasers of the Notes or any other third parties.

Specifically,

- STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
- The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the Euro Stoxx 50® Index and the data included in the Euro Stoxx 50® Index ;
- The accuracy, timeliness, and completeness of the Euro Stoxx 50® Index and its data;
- The merchantability and the fitness for a particular purpose or use of the Euro Stoxx 50® Index and its data;
- The performance of the Notes generally.
- STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the Euro Stoxx 50® Index or its data;

- Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the relevant index or its data or generally in relation to the Notes, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.”

10. Underlying Disclaimer

The issue of this series of Notes (in this paragraph, the **Transaction**) is not sponsored, endorsed, sold, or promoted by *Euro Stoxx 50® Index* (the **Index**) or *STOXX Limited®* (the **Index Sponsor**) and the Index Sponsor makes any representation whatsoever, whether express or implied, either as to the results to be obtained from the use of the Index and/or the levels at which the Index stands at any particular time on any particular date or otherwise. No Index or Index Sponsor shall be liable (whether in negligence or otherwise) to any person for any error in the Index. No Index Sponsor is making any representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with entering into any Transaction. The Issuer shall not have any liability for any act or failure to act by the Index Sponsor in connection with the calculation, adjustment or maintenance of the Index. Except as disclosed prior to the Issue Date, neither the Issuer nor its affiliates has any affiliation with or control over the Index or Index Sponsor or any control over the computation, composition or dissemination of the Index. Although the Calculation Agent will obtain information concerning the Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, its affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning the Index.

11. Operational Information

- | | | |
|-----|--|---|
| (a) | ISIN Code: | <u>XS2591810622</u> |
| (b) | Common Code: | <u>259181062</u> |
| (c) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable |
| (d) | Deemed delivery of clearing system notices for the purposes of Condition 13 of the English Law Notes: | Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg. |
| (e) | Delivery: | Delivery free of payment |
| (f) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

(g) Calculation Agent: Crédit Industriel et Commercial (CIC) 6 avenue de Provence, 75009 PARIS

(h) Intended to be held in a manner which would allow Euro system eligibility:

No.

12. Distribution

- (a) Method of distribution: Non-syndicated
- (b) If syndicated, names and addresses of Managers and underwriting commitments/quotas (material features): Not Applicable
- (c) Date of Subscription Agreement: Not Applicable
- (d) Stabilising Manager(s) (if any): Not Applicable
- (e) If non-syndicated, name and address of relevant Dealer: CIC, 6 avenue de Provence, 75009 PARIS
- (f) Total commission and concession: Up to 0 per cent. per annum of the Aggregate Nominal Amount
- (g) U.S. Selling Restrictions: TEFRA D
- (h) United States Tax Considerations: The Notes are not Specified Notes for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986
- (i) Non-Exempt Offer: Not Applicable
- (j) In the case of admission to trading on a regulated market, the name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitments: CIC, 6 Avenue de Provence, 75009 PARIS
- (k) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (l) Prohibition of Sales to UK Retail Investors: Applicable

13. Placing and Underwriting

Applicable

- | | | |
|-----|--|--|
| (a) | Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: | The relevant Dealer as specified in Part B section 12 (e) |
| (b) | Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent): | Not Applicable |
| (c) | Consent of the Issuer to use the Prospectus during the Offer Period: | Applicable with respect to any Authorised Offer or specified below |
| (d) | Authorised Offeror(s) in the various countries where the offer takes place: | Any financial intermediary which satisfies the conditions set out below in item "Conditions attached to the consent of the Issuer to use the Prospectus" |
| (e) | Conditions attached to the consent of the Issuer to use the Prospectus: | See conditions set out in the Base Prospectus |
| (f) | Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: | CIC |
| (g) | When the underwriting agreement has been or will be reached: | Not Applicable |