



Commission de Surveillance
du Secteur Financier

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Autorité des Marchés Financiers (AMF) (France)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 21 January 2011.

Name of Issuer:

Crédit Industriel et Commercial

Registered Office/Seat:

Paris, France

Type of Securities:

€2,000,000,000 Structured Euro Medium Term Note Programme

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

IV, V, XII

Guarantor (if any):

Not applicable

Attachments:

Prospectus
Dutch translation of the summary
French translation of the summary
German translation of the summary

Ref.: C-10398
Luxembourg, 24 January 2011
Commission de Surveillance du Secteur Financier

