

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:

Autorité des services et marchés financiers (FSMA) (Belgium)

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 June 2016.

Name of Issuer(s):

Codeis Securities S.A.

Registered Office(s)/Seat(s):

Luxembourg, Grand Duchy of Luxembourg

Type of Securities:

Issue of up to EUR50,000,000 Series 16/16.08/A0049 Notes due 7 September 2021 linked to the Solactive Atlantic Quality Index under the €100,000,000 Limited Recourse Notes Programme

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up: VII, VIII, IX, XII, XXII, XXX

Guarantor(s) (if any):

Not applicable

Attachment(s):

Prospectus

Dutch translation of the summary

French translation of the summary

Ref.: C~19360

Luxembourg, 21 June 2016

Commission de Surveillance du Secteur Financier

