

Final terms dated 5 October 2011



**Crédit Mutuel-CIC Home Loan SFH**

**Issue of NOK 750,000,000 5.00 per cent. *Obligations de Financement de l'Habitat*  
due 7 October 2024**

under the €30,000,000,000 Covered Bond Programme  
for the issue of *Obligations de Financement de l'Habitat*

**Series No.: 16**

**Tranche No.: 1**

**Issue Price:**  
100 per cent.

**Sole Manager:**  
Deutsche Bank AG, London Branch

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 10 June 2011 which received visa No. 11-215 from the *Autorité des marchés financiers* (the "**AMF**") on 10 June 2011 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "**Prospectus Directive**").

This document constitutes the Final Terms of the *Obligations de Financement de l'Habitat* (the "**Covered Bonds**") described herein for the purposes of article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.cmcic-cb.com](http://www.cmcic-cb.com)) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent where copies may be obtained.

1.	<b>Issuer:</b>	Crédit Mutuel-CIC Home Loan SFH
2.	(i) <b>Series Number:</b>	16
	(ii) <b>Tranche Number:</b>	1
3.	<b>Specified Currency:</b>	Norwegian Krone (" <b>NOK</b> ")
4.	<b>Aggregate Nominal Amount of Covered Bonds:</b>	NOK 750,000,000
5.	<b>Issue Price:</b>	100 per cent. of the Aggregate Nominal Amount
6.	<b>Specified Denomination:</b>	NOK 1,000,000
7.	(i) <b>Issue Date:</b>	7 October 2011
	(ii) <b>Interest Commencement Date:</b>	Issue Date
8.	<b>Final Maturity Date:</b>	7 October 2024
9.	<b>Interest Basis:</b>	5.00 per cent. <i>per annum</i> Fixed Rate (further particulars specified below)
10.	<b>Redemption/Payment Basis:</b>	Redemption at par (further particulars specified below)
11.	<b>Change of Interest or Redemption/Payment Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Not Applicable
13.	(i) <b>Status of the Covered Bonds:</b>	<i>Obligations de financement de l'habitat</i>
	(ii) <b>Date of Board approval for issuance of Covered Bonds obtained:</b>	Authorisation of the Board of Directors ( <i>Conseil d'administration</i> ) dated 6 June 2011
14.	<b>Method of distribution:</b>	Non-syndicated

### PROVISIONS RELATING TO INTEREST PAYABLE

15.	<b>Fixed Rate Covered Bond Provisions:</b>	Applicable
	(i) <b>Rate of Interest:</b>	5.00 per cent. <i>per annum</i> payable annually in arrear
	(ii) <b>Interest Payment Dates:</b>	7 October in each year commencing on 7 October 2012
	(iii) <b>Fixed Coupon Amount:</b>	NOK 50,000 per Specified Denomination
	(iv) <b>Broken Amount:</b>	Not Applicable

- |       |   |                        |
|-------|---|------------------------|
| (v)   | Day Count Fraction:   | 30/360                 |
| (vi)  | Determination Dates:  | 7 October in each year |
| (vii) | Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:          | Not Applicable         |
| 16.   | <b>Floating Rate Covered Bond Provisions:</b>   | Not Applicable         |
| 17.   | <b>Zero Coupon Covered Bond Provisions:</b>   | Not Applicable         |
| 18.   | <b>Index-Linked Interest Covered Bond/other variable-linked interest Covered Bond Provisions:</b> | Not Applicable         |
| 19.   | <b>Dual Currency Covered Bond Provisions:</b>   | Not Applicable         |

#### PROVISIONS RELATING TO REDEMPTION

- |     |   |   |
|-----|---|---|
| 20. | <b>Call Option:</b>   | Not Applicable  |
| 21. | <b>Put Option:</b>  | Not Applicable  |
| 22. | <b>Final Redemption Amount of each Covered Bond:</b>  | Specified Denomination  |
| 23. | <b>Early Redemption Amount:</b><br><br>Early Redemption Amount(s) of each Covered Bond payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same and/or any other terms (if required or if different from that set out in Condition 8): | <br><br><br><br><br><br><br><br><br><br>As set out in Condition 8 |

#### GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- |     |  |                                   |
|-----|--|-----------------------------------|
| 24. | <b>Governing law:</b>  | French law                        |
| 25. | <b>Form of Covered Bonds:</b>  | Dematerialised Covered Bonds      |
|     | (i) Form of Dematerialised Covered Bonds:  | Bearer form ( <i>au porteur</i> ) |
|     | (ii) Registration Agent:   | Not Applicable                    |
|     | (iii) Australian Registrar:  | Not Applicable                    |
|     | (iv) Temporary Global Certificate:   | Not Applicable                    |
| 26. | <b>Financial Centres or other special provisions relating to payment dates for the purposes of Condition 9(h):</b>   | London, Oslo and TARGET           |
| 27. | <b>Talons for future Coupons or Receipts to be attached to Definitive Materialised Covered Bonds (and dates on which such Talons mature):</b>  | Not Applicable                    |
| 28. | <b>Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment:</b> | Not Applicable                    |

- |     |   |                |
|-----|---|----------------|
| 29. | <b>Details relating to Instalment Covered Bonds: amount of each instalment, date on which each payment is to be made:</b> | Not Applicable |
| 30. | <b>Redenomination, renominatisation and reconventioning provisions:</b>   | Not Applicable |
| 31. | <b>Consolidation provisions:</b>  | Not Applicable |
| 32. | <b>Other final terms:</b>   | Not Applicable |

#### DISTRIBUTION

- |     |  |   |
|-----|--|---|
| 33. | (i) <b>If syndicated, names of Managers:</b> | Not Applicable  |
|     | (ii) <b>Stabilising Manager:</b>             | Not Applicable  |
| 34. | <b>If non-syndicated, name of Dealer:</b>    | Deutsche Bank AG, London Branch   |
| 35. | <b>Additional selling restrictions:</b>      | Not Applicable  |
| 36. | <b>U.S. selling restrictions:</b>            | The Issuer is Category 1 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.<br><br>TEFRA Not Applicable |

#### GENERAL

The aggregate principal amount of Covered Bonds issued has been translated into Euro at the rate of 7.735 per cent. producing a sum of:

€96,961,861.66

#### PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the Luxembourg Stock Exchange of the Covered Bonds described herein pursuant to the €30,000,000,000 Covered Bond Programme of Crédit Mutuel-CIC Home Loan SFH.

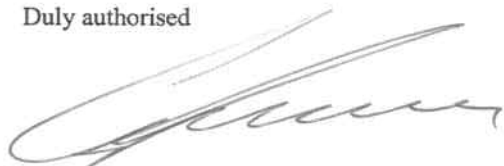
#### RESPONSIBILITY

I accept responsibility for the information contained in these Final Terms.

Signed on behalf of Crédit Mutuel-CIC Home Loan SFH

By: Christian ANDER, *Directeur général*

Duly authorised



## PART B – OTHER INFORMATION

### 1. RISK FACTORS

Not Applicable

### 2. LISTING AND ADMISSION TO TRADING

- (i) Listing: Official List of the Luxembourg Stock Exchange
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 7 October 2011
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Covered Bonds to be admitted to trading are already admitted to trading: Not applicable
- (iii) Estimate of total expenses related to admission to trading: €6,380
- (iv) Additional publication of Base Prospectus and Final Terms: Not Applicable

### 3. RATINGS

Ratings: The Covered Bonds to be issued have been rated:  
S & P: AAA  
Moody's: Aaa  
Fitch: AAA

The credit ratings referred to above have been issued by Moody's Investors Service Ltd., Standard & Poor's Ratings Services and Fitch Ratings, each of which is established in the European Union and has applied to be registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

### 4. NOTIFICATION

The AMF, which is the competent authority in France for the purpose of the Prospectus Directive, has provided the *Commission de Surveillance du Secteur Financier* in Luxembourg with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

### 5. SPECIFIC CONTROLLER

The certificate of the specific controller (*contrôleur spécifique*) of the Issuer relating to the quarterly issuance program for the fourth quarter of 2011 pursuant to articles L. 515-30 and R. 515-13 of the

French Monetary and Financial Code (*Code monétaire et financier*) is attached in Schedule A, an English translation with respect thereto being attached in Schedule B.

## 6. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the "Subscription and Sale" section of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

## 7. YIELD

Indication of yield:

5 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 8. OPERATIONAL INFORMATION

ISIN Code:

FR0011121185

Common Code:

068364132

Depositaries:

(i) Euroclear France to act as Central Depositary

Yes

(ii) Common Depositary for Euroclear Bank and Clearstream Banking, *société anonyme*

No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of initial Paying Agent(s):

**Fiscal Agent and Principal Paying Agent**

**BNP Paribas Securities Services**  
(affiliated with Euroclear France under number 29106)  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

SCHEDULE A

**FIDES AUDIT**

SOCIÉTÉ D'EXPERTISE COMPTABLE & DE COMMISSARIAT AUX COMPTES

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**CRÉDIT MUTUEL – CIC  
HOME LOAN SFH**

société anonyme à conseil d'administration  
au capital de 120.000.000 Euros

6 avenue de Provence  
75452 Paris cedex 9

Siren : 480 618 800 RCS PARIS

**ATTESTATION DU CONTRÔLEUR SPÉCIFIQUE**

RELATIVE AU  
PROGRAMME D'ÉMISSIONS DE RESSOURCES PRIVILÉGIÉES  
DU 4<sup>e</sup> TRIMESTRE 2011

En application de l'article L. 515-30 et R. 515-13-IV  
du Code monétaire et financier

Mesdames et Messieurs les administrateurs,

En notre qualité de contrôleur spécifique de Crédit Mutuel - CIC Home Loan SFH et en exécution des dispositions prévues par les articles L. 515-30 et R. 515-13 du code monétaire et financier, nous avons procédé à la vérification du respect des règles relatives au ratio de couverture prévues aux articles L. 515-20 et R. 515-7-2 du code monétaire et financier dans le cadre du programme du 4<sup>ème</sup> trimestre d'émissions de ressources bénéficiant du privilège mentionné à l'article L. 515-19 de ce même code.

Par décision en date du 28 septembre 2011, le conseil d'administration de la société Crédit Mutuel - CIC Home Loan SFH a fixé le plafond maximum du programme d'émissions de ressources bénéficiant du privilège institué par l'article L. 515-19 du code monétaire et financier, à 6 milliards d'euros, ou son équivalent en devises, pour la période allant du 1<sup>er</sup> octobre 2011 au 31 décembre 2011.

L'article L. 515-20 du code monétaire et financier dispose que le montant total des éléments d'actif de votre société doit être supérieur au montant des éléments de passif bénéficiant du privilège mentionné à l'article L. 515-19 de ce code. En outre, l'article R. 515-7-2 de ce code dispose que les sociétés de financement de l'habitat sont tenues de respecter à tout moment un ratio de couverture des ressources privilégiées par les éléments d'actifs au moins égal à 102%.

Il nous appartient d'attester du respect de ces règles dans le cadre du présent programme trimestriel d'émissions.

Le respect de ces règles, compte tenu du programme trimestriel d'émissions visé ci-dessus, a été vérifié sur la base des informations financières estimées, au titre de la période courue, et prévisionnelles, au titre de la période à venir, établies sous votre responsabilité. Les informations prévisionnelles ont été établies à partir des hypothèses traduisant la situation future que vous avez estimée la plus probable à la date de leur établissement. Ces informations sont présentées en annexe à la présente attestation.

Notre intervention a été effectuée selon la doctrine professionnelle de la Compagnie nationale des commissaires aux comptes relative à cette mission.



Nos travaux ont consisté à :

- vérifier la conformité du montant du programme trimestriel d'émissions avec le procès-verbal de l'organe délibérant autorisant ces émissions ;
- examiner le processus d'élaboration des données financières prévisionnelles tenant compte du présent programme trimestriel d'émissions, étant rappelé que, s'agissant de prévisions présentant par nature un caractère incertain, les réalisations différeront parfois de manière significative, des informations prévisionnelles établies ;
- vérifier les modalités de calcul du ratio de couverture issu de ces données prévisionnelles, telles qu'elles sont prévues par les dispositions du règlement 99-10 du CRBF et par l'instruction 2011-I-06 de l'Autorité de contrôle prudentiel ;
- vérifier le respect des règles prévues aux articles L. 515-20 et R. 515-7-2 sur la base de ces données financières prévisionnelles.

Sur la base de nos travaux, nous n'avons pas d'observation à formuler sur le respect par la société Crédit Mutuel - CIC Home Loan SFH des règles prévues aux articles L. 515-20 et R. 515-7-2 du code monétaire et financier, après prise en compte du présent programme trimestriel d'émissions.

Cette attestation est établie à votre attention et à celle de l'Autorité de contrôle prudentiel et nous n'acceptons aucune responsabilité vis-à-vis de tout autre tiers auquel cette attestation serait diffusée ou parviendrait.

Cette attestation est régie par la loi française. Les juridictions françaises ont compétence exclusive pour connaître de tout litige, réclamation ou différend pouvant résulter de notre lettre de mission ou de la présente attestation, ou de toute question s'y rapportant. Chaque partie renonce irrévocablement à ses droits de s'opposer à une action portée auprès de ces tribunaux, de prétendre que l'action a été intentée auprès d'un tribunal incompétent, ou que ces tribunaux n'ont pas de compétence.

Paris, le 5 octobre 2011

Le contrôleur spécifique  
**FIDES AUDIT**  
représenté par Stéphane MASSA

En milliards d'euros	Estimé au 30 septembre 2011	Prévisionnel (1) au 31 décembre 2011
<b>RATIO DE COUVERTURE</b>	<b>150%</b>	<b>128%</b>
<b>NUMERATEUR :</b> Montant refinancable des créances apportées en garantie & valeurs de remplacement	30,24	30,24
<b>DENOMINATEUR :</b> Ressources bénéficiant du privilège	20,17	23,67

(1) Chiffres après prise en compte du programme trimestriel d'émission obligataire de 6 milliards d'euros décidée le 28 sept 2011

## SCHEDULE B

### SPECIFIC CONTROLLER'S CERTIFICATE RELATING TO THE QUARTERLY ISSUANCE PROGRAM PURSUANT TO ARTICLES L. 515-30 AND R. 515-13 OF THE FRENCH MONETARY AND FINANCIAL CODE (*CODE MONÉTAIRE ET FINANCIER*)

FREE TRANSLATION FROM FRENCH

To the Directors of Crédit Mutuel-CIC Home Loan SFH,

In our capacity as specific controller (*contrôleur spécifique*) of Crédit Mutuel-CIC Home Loan SFH and pursuant to the provisions set forth in Articles L. 515-30 and R.515-13 of the French Monetary and Financial Code (*Code monétaire et financier*), we have verified the compliance with the rules related to the cover ratio provided for in Articles L. 515-20 and R.515-7-2 of the French Monetary and Financial Code (*Code monétaire et financier*) of the fourth quarter issuance programme for issuing resources benefiting from the statutory priority in right of payment (*privilège*) mentioned in Article L. 515-19 of said code.

Pursuant to a resolution dated 28 September 2011, the Board of Directors of Crédit Mutuel-CIC Home Loan SFH set the maximum amount for the programme for issuing resources benefiting from the *privilège* mentioned in Article L. 515-19 of the French Monetary and Financial Code (*Code monétaire et financier*) for the period starting on 1<sup>st</sup> October 2011 and ending on 31<sup>st</sup> December 2011, at EUR 6 billion, or the equivalent in other currencies.

Article L. 515-20 of the French Monetary and Financial Code (*Code monétaire et financier*) states that the total amount of assets held by your company must be greater than the amount of liabilities which benefit from the *privilège* mentioned in Article L. 515-19 of said code. Furthermore, Article R. 515-7-2 of such code provides that *sociétés de financement de l'habitat* must at all times maintain a cover ratio of resources benefiting from the *privilège* at least equal to 102 per cent. of their assets.

It is our responsibility to certify the compliance of this quarterly issuance programme with these rules.

Compliance with such rules, in view of the aforementioned quarterly issuance programme, was verified on the basis of estimated financial data, in respect of the period elapsed, and forecasted financial data, in respect of the future period to come, drawn up under your responsibility. The forecasted financial data were drawn up on the basis of assumptions which reflect the future position that you deemed to be most probable as of the date they were drawn up. Such information is set out in an appendix to this certificate.

We performed our review in accordance with the procedures issued from the professional rules and practices of the *Compagnie Nationale des Commissaires aux Comptes* (National Association of Statutory Auditors) that are applicable to this type of assignment.

Our work consisted in:

- verifying the conformity of the amount of the quarterly issuance programme with the minutes of the board of directors meeting authorizing these issuances,
- examining the process for presenting the forecasted financial data including the aforementioned quarterly issuance programme, it being specified that, as the forecasts are uncertain by nature, the actual results could differ significantly from the forecasted data presented,
- verifying the methods for calculating the forecasted cover ratio provided for in Regulation No. 99-10 of the French Banking and Financial Regulations Committee and Instruction 2011-I-06 of *Autorité de contrôle prudentiel*,
- verifying compliance with the rules set forth in Articles L.515-20 and R.515-7-2 of the French Monetary and Financial Code (*Code monétaire et financier*), based on the forecasted financial data.

Based on our work, we have no comments to make as regards compliance by Crédit Mutuel-CIC Home Loan SFH with the provisions of Articles L.515-20 and R.515-7-2 of the French Monetary and Financial Code (*Code monétaire et financier*) with respect to the above mentioned quarterly issuance programme.

This certificate is established to your attention and to the attention of the *Autorité de contrôle prudentiel* and we shall not be liable to other third parties to which such certificate could be transmitted.

This certificate is governed by French law. French courts have exclusive jurisdiction over any claim, action or litigation which could result from our mission or this certificate, or from any question with respect thereto. Each party irrevocably waives its right to challenge an action brought in front of such courts, to pretend such action is brought in front of the wrong jurisdiction or that such courts are not competent.

Paris, October 5, 2011

The Specific Controller

FIDES AUDIT

Represented by  
Stéphane MASSA

**APPENDIX**

In billion of EUR	Estimated figures As of September 30, 2011	Forecasted (1) Figures As of December 31, 2011
<b>COVER RATIO</b>	150%	128%
<u>Numerator :</u> Amount of debt refinancing made in guarantee & replacement values	30.24	30.24
<u>Denominator :</u> Sources of funds qualifying for the <i>privilège</i>	20.17	23.67

(1) Figures after taking into account the quarterly issuance programme of EUR 6 billion, decided on September 28, 2011