

Final Terms dated 7 February 2017



Crédit Mutuel-CIC Home Loan SFH

**Issue of €750,000,000 0.625 per cent. *obligations de financement de l'habitat*
due 10 February 2025 or, as the case may be, 10 February 2026
(the "Covered Bonds")**

**under the €30,000,000,000 International Covered Bond Programme
for the issue of *obligations de financement de l'habitat* and other covered bonds**

**Series No.: 34
Tranche No.: 1**

Issue Price: 99.930 per cent.

**Commerzbank
HSBC
J.P. Morgan
UBS Investment Bank**
as Joint Lead Managers

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Terms and Conditions**") set forth in the base prospectus dated 29 July 2016 which received visa no. 16-370 from the *Autorité des marchés financiers* (the "**AMF**") on 29 July 2016 (the "**Base Prospectus**") which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "**Prospectus Directive**").

This document constitutes the final terms (the "**Final Terms**") relating to 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 the AMF (www.amf-france.org) and of the Issuer (www.creditmutuelcic-sfh.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.	(i) Series Number:	34
	(ii) Tranche Number:	1
	(iii) Date on which Covered Bonds become fungible:	Not Applicable
2.	Specified Currency:	Euro ("€")
3.	Aggregate Nominal Amount of Covered Bonds:	
	(i) Series:	€750,000,000
	(ii) Tranche:	€750,000,000
4.	Issue Price:	99.930 per cent. of the Aggregate Nominal Amount of the Tranche
5.	Specified Denomination:	€100,000
6.	(i) Issue Date:	9 February 2017
	(ii) Interest Commencement Date:	Issue Date
7.	Final Maturity Date:	10 February 2025
8.	Extended Final Maturity Date:	10 February 2026
9.	Interest Basis:	0.625 per cent. Fixed Rate <i>(Further particulars specified below)</i>
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Final Maturity Date or, as the case may be, the Extended Final Maturity Date at 100 per cent. per Specified Denomination <i>(Further particulars specified below)</i>
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date of corporate authorisations:	(i) Decisions of the Board of Directors (<i>Conseil d'administration</i>) of the Issuer dated 6 December 2016 authorising (x) the issue of covered bonds and authorising, <i>inter alios</i> , Christian Ander, managing director (<i>directeur général</i>) of the Issuer to sign and execute all documents in relation to the issue of such covered bonds and (y) the quarterly programme of borrowings which benefit from the <i>Privilège</i> up to €3 billion for the first quarter of 2017 and (ii) decision of Christian Ander, managing director (<i>directeur général</i>) of the Issuer dated 31 January 2017 deciding the issue of the Covered Bonds.

PROVISIONS RELATING TO INTEREST PAYABLE

14. Fixed Rate Covered Bonds Provisions:	Applicable
(i) Rate of Interest:	0.625 per cent. <i>per annum</i> payable annually in arrear. There will be a first long coupon in respect of the first Interest Period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date
(ii) Interest Payment Dates:	10 February in each year from and including 10 February 2018 up to and including the Final Maturity Date or, as the case may be, the Extended Final Maturity Date with a first long coupon payable on 10 February 2018
(iii) Fixed Coupon Amount:	€625 per Specified Denomination subject to the Broken Amount referred to in subparagraph (iv) below
(iv) Broken Amount:	In respect of the first Interest Period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date, the Broken Amount will be €626.71 per Specified Denomination and will only be payable on the first Interest Payment Date (falling on 10 February 2018)
(v) Day Count Fraction:	Actual/Actual-ICMA
(vi) Determination Dates:	10 February in each year
15. Floating Rate Covered Bonds Provisions:	Not Applicable
16. Fixed/Floating Rate Covered Bonds Provisions:	Not Applicable
17. Zero Coupon Covered Bonds Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Call Option:	Not Applicable
19. Put Option:	Not Applicable
20. Final Redemption Amount of each Covered Bond:	€100,000 per Specified Denomination
21. Redemption by Instalment:	Not Applicable
22. Early Redemption Amount:	
Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or on event of default or other early redemption as set out in the Terms and Conditions:	€100,000 per Specified Denomination

23. **Purchases (Condition 8(h)):** The Covered Bonds purchased by the Issuer may be held and resold or cancelled as set out in the Terms and Conditions

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

24. **Governing law:** French law
25. **Form of Covered Bonds:** Dematerialised Covered Bonds
- (i) Form of Dematerialised Covered Bonds: Bearer form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Option to request identification information of the International Bondholders (Condition 2(c)): Applicable
26. **Financial Centre or other special provisions relating to payment dates for the purposes of Condition 9(g):** Not Applicable
27. **Talons for future Receipts or Coupons to be attached to Definitive Materialised Covered Bonds (and dates on which such Talons mature):** Not Applicable
28. **Masse:** Contractual *Masse*
- (i) Representative: As per Condition 13
- (ii) Alternative representative: As per Condition 13
- (iii) Remuneration of the Representative: As per Condition 13

GENERAL

The aggregate principal amount of Covered Bonds issued has been translated into Euro at the rate of [●] per cent. producing a sum of: Not Applicable

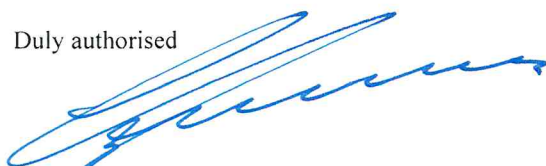
RESPONSIBILITY

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

Signed on behalf of Crédit Mutuel-CIC Home Loan SFH

By: Christian Ander, managing director

Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (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 Euronext Paris with effect from 9 February 2017
- (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: €14,000 (including the AMF fees)

2. RATINGS

- Ratings: The Covered Bonds to be issued are expected to be rated:
- Fitch: AAA
- Moody's: Aaa
- S&P: AAA
- Each of the above rating agencies is established in the European Union, registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "CRA Regulation") and included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu) in accordance with the CRA Regulation

3. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *Privilège* after settlement of this issue and of the issues which have been the subject of previous attestations.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers in connection with the issue of the Covered Bonds, as discussed in section "Subscription and Sale" 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.

5. YIELD

Indication of yield: 0.634 per cent. per annum

6. OPERATIONAL INFORMATION

ISIN Code: FR0013236247

Common Code: 156096237

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear Bank and Clearstream Banking, *société anonyme*: No

Any clearing system other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number: Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent (if any): Not Applicable

7. DISTRIBUTION AND UNDERWRITING

Method of distribution: Syndicated

If syndicated:

(i) Names of the Managers: **Joint Lead Managers**
Commerzbank Aktiengesellschaft
HSBC France
J.P. Morgan Securities plc
UBS Limited

(ii) Date of the Subscription Agreement: 7 February 2017

Stabilising Manager: HSBC France

If non-syndicated, name of Dealer: Not Applicable

U.S. selling restrictions: Regulation S compliance Category 2 applies to the Covered Bonds

TEFRA rules Not Applicable