

Schedule 6
Form of Certificate for Transfers of Interest in a Restricted Global Certificate or
Definitive Certificates bearing the Rule 144A Legend to an Interest in an
Unrestricted Global Certificate or Definitive Certificates not bearing the Rule
144A Legend

Banque Fédérative du Crédit Mutuel

U.S.\$10,000,000,000

U.S. MEDIUM TERM NOTE PROGRAM

Series No.[●] Tranche No.[●]

(the “Notes”)

In connection with our transfer of [●] nominal amount of Notes, Series [●] (the “Notes”), we confirm that such transfer has been effected pursuant to and in accordance with Regulation S under the U.S. Securities Act of 1933 (“**Regulation S**”), and accordingly we represent that:

- (a) the offer of the Notes was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
- (b) no “directed selling efforts” have been made in the United States within the meaning of Rule 902 and Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
- (c) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, (a) if such transfer is made during the distribution compliance period applicable to the Notes and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such transfer has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S, as the case may be, and (b) if the undersigned is a distributor or any affiliate of the Issuer, such transfer is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S.

[Accordingly, we request that you [transfer or exchange the Notes for Definitive Certificates registered in the name of [insert name of transferee]¹/[transfer or exchange our interest in the Notes evidenced by the Restricted Global Certificate (CUSIP No.[●]) held with in the name of [Cede & Co.] as custodian of DTC for Definitive Certificates registered in the name of [insert name of transferee]²/[transfer our interest in the Notes evidenced by the Restricted Global Certificate (CUSIP No.[●]) held in the name of [Cede & Co.] as custodian of DTC for an interest evidenced by the Unrestricted Global Certificate (CUSIP No.[●]) held in the name of [Cede & Co.] as custodian of DTC³].] This certificate and the statements contained herein are made for your benefit and the benefit of the Registrar, the Transfer Agent and the Issuer. The Fiscal Agent, the Transfer Agent

¹ Insert for transfers of Notes evidenced by Definitive Certificates bearing the Rule 144A Legend to transferees that take delivery of Registered Notes evidenced by Definitive Certificates not bearing the Rule 144A Legend.

² Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of Notes evidenced by Definitive Certificates not bearing the Rule 144A Legend.

³ Insert for transfers of interests in Notes evidenced by the Restricted Global Certificates to transferees that take delivery of interests in Notes evidenced by the Unrestricted Global Certificate.

and the Issuer are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this certificate have the meanings set forth in Regulation S and the agency agreement dated October 8, 2013 (and as amended or restated from time to time) relating to the Notes.

[Details of the relevant accounts at The Depository Trust Company to be credited and debited, respectively, are as follows: [insert details].]⁴

[Name of Transferor]

By:

Authorised Signature

⁴ Insert for transfers of interests in Notes evidenced by the Restricted Global Certificates to transferees that take delivery of interests in Notes evidenced by the Unrestricted Global Certificate.

Schedule 7
Form of Certificate to be delivered in Connection with Transfers of Interest in an
Unrestricted Global Certificate or Definitive Certificates not bearing the Rule
144A Legend to an Interest in a Restricted Global Certificate or Definitive
Certificates bearing the Rule 144A Legend

Banque Fédérative du Crédit Mutuel

U.S.\$10,000,000,000

U.S. MEDIUM TERM NOTE PROGRAM

Series No.[•] Tranche No.[•]

(the “Notes”)

In connection with our transfer of [•] nominal amount of Notes, Series [•] (the “Notes”), we confirm that such transfer has been effected pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933 (“**Rule 144A**”) and accordingly we represent that such Notes are being transferred to a transferee that we reasonably believe is a “qualified institutional buyer” within the meaning of Rule 144A (a “**QIB**”), acting for its own account, or for the account of one or more QIBs, not formed for the purpose of investing in the Notes and aware that the transfer to it is being made in reliance on Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.

[Accordingly, we request the [transfer or exchange the Notes for Definitive Certificates registered in the name of [insert name of transferee]¹/[transfer or exchange of interests in the Notes evidenced by the Unrestricted Global Certificate (CUSIP No.[•]) held with in the name of [Cede & Co.] as custodian of DTC for Certificates registered in the name of [insert name of transferee]²/[transfer of interests in the Notes evidenced by the Unrestricted Global Certificate (CUSIP No.[•]) held with in the name of [Cede & Co.] as custodian of DTC for an interest evidenced by the Restricted Global Certificate (CUSIP No.[•]) held in the name of [Cede & Co.] as custodian of DTC ³].] This certificate and the statements contained herein are made for your benefit and the benefit of the Registrar, the Transfer Agent and the Issuer. Terms used herein have the same meaning as in the agency agreement dated October 8, 2013 (as amended or restated from time to time) under which the Notes are issued.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorize you to produce this certificate to any interested party in such proceeding.

¹ Insert for transfers of Notes evidenced by Definitive Certificates not bearing the Rule 144A Legend to transferees that take delivery of Registered Notes evidenced by Definitive Certificates bearing the Rule 144A Legend.

² Insert for transfers of interests in Notes evidenced by the Unrestricted Global Certificate to transferees that take delivery of Notes evidenced by Definitive Certificates bearing the Rule 144A Legend.

³ Insert for transfers of interests in Notes evidenced by the Unrestricted Global Certificate to transferees that take delivery of interests in Notes evidenced by the Restricted Global Certificate.

[Details of the relevant accounts at The Depository Trust Company to be credited and debited, respectively, are as follows: [insert details].]

Date: [•]⁴

By:

[Name of person giving certificate]

As, or as agent for, the beneficial owner(s) of
the above Notes to which this certificate relates.

⁴ Not earlier than the certification event to which the certificate relates.