

**MiFID II product governance / Retail investors, professional investors and eligible counterparties target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five (5) categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority (**ESMA**) on 3 August 2023, has led to the conclusion that the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**). Any person subsequently offering, selling or recommending the Securities (a **Distributor**) should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PRIIPs Regulation – PROHIBITION OF SALES TO EEA RETAIL INVESTORS WITHOUT KID** – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**) without an updated key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**).

**UK MiFIR product governance / Retail investors, professional investors and eligible counterparties target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that the target market for the Securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (**UK MiFIR**), and retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of EUWA. Any person subsequently offering, selling or recommending the Securities (a **Distributor**) should take into consideration the manufacturer's target market assessment; however, a Distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**UK PRIIPs Regulation – PROHIBITION OF SALES TO UK RETAIL INVESTORS WITHOUT KID** – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**) without an updated key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (as amended, the **UK PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the **UK Prospectus Regulation**).

**Prohibition of Offer to Private Clients in Switzerland without KID** - The Securities are not intended to be offered or recommended to private clients within the meaning of the Swiss Federal Financial Services Act (the **FinSA**) in Switzerland without an updated key information document according to the FinSA or any equivalent document under the FinSA in relation to the Securities. For these purposes, a private client means a person who is *not* one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5 (5) FinSA) or Article 5 (1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.

The Securities do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (**CISA**). They are neither subject to authorisation nor supervision by the Swiss Financial Market Supervisory Authority FINMA (**FINMA**), and investors in Securities will not benefit from protection under the CISA or supervision by any Swiss regulatory authority and are exposed to the risk of the Issuer and Guarantor (if applicable).

**FINAL TERMS DATED 31 JULY 2024**

**Issue of up to EUR 10,000,000 Fixed Interest and Share Linked Redemption Notes due September 2025**

**under the Structured Debt Instruments Issuance Programme**

**by**

**CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS**

**Legal entity identifier (LEI): 969500HUHIE5GG515X42**

**guaranteed by CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

**PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms of the Securities described herein for the purposes of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with the Base Prospectus dated 10 May 2024 and the supplement(s) (if any) to the Base Prospectus published and approved on or before the date of these Final Terms and any supplement to the Base Prospectus which may have been published and approved before the Issue Date (as defined below) (the **Supplement(s)**) (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**) in order to obtain all the relevant information. A summary of the issue of the Securities is annexed to these Final Terms. The Base Prospectus and any Supplement are available for viewing on the Luxembourg Stock Exchange website ([www.luxse.com](http://www.luxse.com)) and during normal business hours at the registered office of Crédit Agricole CIB and on its website (<https://www.documentation.ca-cib.com/IssuanceProgram>).

- |          |   |                      |
|----------|---|----------------------|
| <b>1</b> | (a) Series Number:                                | 11390                |
|          | (b) Type of Securities:                           | Notes                |
|          | (c) Tranche Number:                               | 1                    |
|          | (d) Date on which the Securities become fungible: | Not Applicable       |
| <b>2</b> | (a) Specified Currency                            | Euro ( <b>EUR</b> )  |
|          | (b) Alternative Currency Conditions :             | Not Applicable       |
| <b>3</b> | Aggregate Nominal Amount:                         |                      |
|          | (a) Series:                                       | Up to EUR 10,000,000 |

- (b) Tranche: Up to EUR 10,000,000
- 4 Issue Price: 100.00 per cent. of the Aggregate Nominal Amount.
- 5 (a) Specified Denominations: EUR 1,000  
Calculation of Interest and Redemption based on the Specified Denomination: Applicable
- (b) Minimum Trading Size: Not Applicable
  - (c) Calculation Amount: EUR 1,000
- 6 (a) Issue Date: 30 August 2024
- (b) Trade Date(s): 19 July 2024
  - (c) Interest Commencement Date: Issue Date
- 7 Redemption Date: 1 September 2025, subject to any early redemption date
- 8 Type of Securities:
  - (a) Interest: **Fixed Rate Security**  
(Further particulars specified below in "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE")
  - (b) Redemption: **Share Linked Redemption Security**  
(Further particulars specified below in "PROVISIONS RELATING TO REDEMPTION")
  - (c) U.S. Securities: Not Applicable
  - (d) Other: Not Applicable
  - (e) Partly Paid Securities Provisions: Not Applicable
- 9 Date Board approval for issuance of Securities obtained: Authorisation given by the Board of Directors of Crédit Agricole CIB Financial Solutions dated 7 June 2024.

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- 10 **Fixed Rate Security:** **Applicable**
  - (a) Interest Accrual Periods: Applicable to all Interest Accrual Periods
  - (b) Rate(s) of Interest: In respect of each Interest Payment Date set out in the table below, the corresponding percentage specified as "Fixed Rate" below
  - (c) Interest Payment Date(s): Each Interest Payment Date specified in the table below:
 

t	Interest Payment Date	Fixed Rate
1	01/09/2025	10.2500%
  - (d) Interest Period Dates: Not Applicable
  - (e) Fixed Coupon Amount(s): Not Applicable
  - (f) Broken Amount(s): Not Applicable
  - (g) Day Count Fraction: Not Applicable

- (h) Interest Accrual Periods: Interest Accrual Periods will be unadjusted
- 11 Floating Rate Security: Not Applicable
- 12 Linked Interest Security: Not Applicable
  - (a) Universal Leverage: Not Applicable
  - (b) Universal Margin: Not Applicable
- 13 Zero Coupon Security: Not Applicable

**PAYOFF FEATURES (IF ANY) RELATING TO INTEREST**

- 14 Payoff Features: Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

- 15 **Redemption Determination Date(s):** For the purposes of determining the **Final Redemption Amount**, the **Redemption Observation Date**  
  
(see also paragraph 16(b) of these Final Terms)

- 16 **Redemption Method:**

- (a) Early Redemption Amount for the purposes of General Condition 6.2 (*Early Redemption Trigger Events*) determined in accordance with: Not Applicable
- (b) Final Redemption Amount for the purposes of General Condition 6.1 (*Redemption by Instalments and Final Redemption*) determined in accordance with: **Growth Redemption in accordance with Annex 9, Paragraph 4**  
  
The Final Redemption Amount will be equal to:  
  
***(Reference Price x Redemption Payoff) x Nominal Amount***

as determined by the Calculation Agent on the Redemption Determination Date

- i. Redemption Payoff: Determined in accordance with Standard Digital/Performance Redemption (as completed in paragraph "Standard Redemption Payoff Provisions" of these Final Terms)

- A. Combination Redemption Payoff Provisions: Not Applicable

- B. Standard Redemption Payoff Provisions: Applicable

- I. **Standard Digital/Performance Redemption:** **Applicable** in accordance with Annex 5, Part B, Chapter 6 Applicable: Specified Dates

The Redemption Payoff applicable to a Redemption Determination Date for Securities for which **Standard Digital/Performance Redemption** is applicable will be calculated on such Redemption Determination Date as follows, expressed as a percentage:

(i) if **Performance\_FR** is higher than or equal to **FRB1** on the Redemption Observation Date: 100.00%

(ii) otherwise, the Issuer will redeem each Share Linked Security by Delivering the Physical Settlement Amount in lieu of paying the Final Redemption Amount; any Fractional Share Amount will be paid in the Specified Currency.

- FRB1: 65.00%
- Performance\_FR: **Worst of Performance**, being the result of the following formula, expressed as a percentage:

$$\text{Min}_i^N \text{Performance}(i)$$

- Performance(i): Option 1 applies:

$$\frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}}$$

- Initial Observation Date: 28 August 2024
- Redemption Observation Date: 28 August 2025

i :	Underlying(i):	Underlying Value <sub>1i</sub> :	Underlying Value <sub>2i</sub> :	Weight(i):
1	<b>DEUTSCHE BANK AGREGISTERED</b> (with further information set out in paragraph “INFORMATION ON THE UNDERLYING(S) IF ANY”)	Underlying Value on the Initial Observation Date	Underlying Value on the Redemption Observation Date	Not Applicable
2	<b>SIEMENS AG-REG</b> (with further information set out in paragraph “INFORMATION ON THE UNDERLYING(S) IF ANY”)	Underlying Value on the Initial Observation Date	Underlying Value on the Redemption Observation Date	Not Applicable
3	<b>SAP SE</b> (with further information set out in paragraph “INFORMATION ON THE UNDERLYING(S) IF ANY”)	Underlying Value on the Initial Observation Date	Underlying Value on the Redemption Observation Date	Not Applicable

ii. Redemption Unwind Costs: Not Applicable

iii. Payoff Feature Unwind Costs: Not Applicable

iv. Reference Price: 100%

(c) Fair Market Value Redemption Amount: Applicable

i. Hedge Amount: Applicable

ii. Fair Market Value Redemption Amount: Not Applicable

Percentage:

- (d) Instalment Redemption Amount determined in accordance with: Not Applicable
- (e) Physical Settlement: Cash or Physical Settlement  
 Cash or Physical Settlement: Applicable for the purposes of **Standard Digital/Performance Redemption** (as completed in paragraph "Standard Redemption Payoff Provisions" of these Final Terms)
- (f) Clean-up Call Option (General Condition 6.7 (*Clean-up Call Option*)): Not Applicable
- 17** Instalment Securities: Not Applicable
- 18** Credit Linked Securities: Not Applicable
- 19** Bond Linked Securities: Not Applicable
- 20** Preference Share Linked Securities: Not Applicable
- 21** **Linked Redemption Security:** **Applicable – Share Linked Redemption Security** (See paragraph “PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY” for further information in relation to the Underlying(s))

**PAYOFF FEATURES (IF ANY) RELATING TO REDEMPTION**

- 22** Payoff Features: Not Applicable

**23 PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY**

Applicable

**Share Linked Security:** **Share Linked Redemption Security: Applicable in accordance with Annex 1, Chapter 7**

- i. Single Underlying: Not Applicable
- ii. **Basket:** **Applicable**
  - Basket: i
  - Scheduled Trading Day: Scheduled Trading Day (All Shares Basis)
  - Exchange Business Day: Exchange Business Day (All Shares Basis)
  - Applicable for the purposes of: Standard Redemption Payoff: **Standard Digital/Performance Redemption**

Underlying:	Share:	Number of Shares:	Exchange:	Related Exchange:	Valuation Time:	Depository Receipts:	Weighting:
1	<b>DEUTSCHE BANK AGREGISTERED;</b> ISIN Code: DE0005140008; Bloomberg Ticker: DBK GY	Calculation Agent Determination – Specified Denomination	XETRA	All Exchanges	Closing	Not Applicable	Not Applicable

2	<b>SIEMENS AG-REG;</b> ISIN Code: DE0007236101; Bloomberg Ticker: SIE GY	Calculation Agent Determination – Specified Denomination	XETRA	All Exchanges	Closing	Not Applicable	Not Applicable
3	<b>SAP SE;</b> ISIN Code: DE0007164600; Bloomberg Ticker: SAP GY	Calculation Agent Determination – Specified Denomination	XETRA	All Exchanges	Closing	Not Applicable	Not Applicable

- iii. Additional Disruption Event: Applicable in accordance with Share Linked Asset Condition 3.3
- iv. Other Events: Applicable
- v. Maximum Days of Disruption: Eight (8) Scheduled Trading Days
- vi. Payment Extension Days: Two (2) Payment Business Days
- vii. Averaging Date Disruption: Not Applicable
- viii. Observation Date(s): The Initial Observation Date and the Redemption Observation Date
- ix. Physical Settlement: Cash or Physical Settlement
  - Physical Settlement Share: **Worst of Performance**  
As determined in accordance **Standard Digital/Performance Redemption** (as completed in paragraph “Standard Redemption Payoff Provisions” of these Final Terms)
  - Physical Settlement Share Price: 100.00 per cent. of Underlying Value<sub>11</sub>
  - Observation Date for the purposes of determining the Number of Shares: The Redemption Observation Date
  - Partial Cash Settlement Date: As determined in accordance with the Share Linked Asset Conditions
  - Physical Settlement Procedure (Share Linked Asset Condition 4.6(a)): As determined in accordance with Share Linked Asset Conditions
  - Physical Settlement Period: As per Share Linked Asset Condition 2
  - Notice Cut-Off Date: As per Share Linked Asset Condition 4.6(b)
  - Escrow: Not Applicable
  - Escrow Agent: Not Applicable
  - Delivery Agent: Crédit Agricole Corporate and Investment Bank
  - Settlement Currency: Specified Currency
  - Currency Screen Page: Bloomberg BFIX page
  - Currency Specified Time: As per Share Linked Asset Condition 2

- Currency Specified Date: The Redemption Observation Date
- Quotations:
  - Quotation Valuation Time: The time determined by the Calculation Agent
  - Share Dealer: As per Share Linked Asset Condition 2
- Clearance System: As per Share Linked Asset Condition 2
- Fractional Share: As per Share Linked Asset Condition 2
- Fractional Share Amount: As per Share Linked Asset Condition 2
- Physical Settlement Date: As per Share Linked Asset Condition 2

**PROVISIONS APPLICABLE TO SECURED SECURITIES**

**24** Secured Security Provisions: Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

- 25** (a) Form: Bearer Form:  
Temporary Bearer Global Security exchangeable for a Permanent Bearer Global Security which is exchangeable for Definitive Bearer Securities only upon an Exchange Event
- (b) Notes in New Global Note form (**NGN Notes**) or Certificates in New Global Note form (**NGN Certificates**): NGN Notes
- (c) CMU Securities: Not Applicable
- 26** Branch of Account for the purposes of General Condition 5.5 (*General provisions applicable to payments*): Not Applicable
- 27** Business Day Convention for the purposes of "Payment Business Day" election in accordance with General Condition 5.6 (*Payment Business Day*): Following Payment Business Day
- 28** Additional Financial Centre(s): T2
- 29** Additional Business Centre(s): Not Applicable
- 30** Talons for future Coupons or Receipts to be attached to Definitive Bearer Securities and dates on which such Talons mature: No
- 31** Redenomination (for the purposes of General Condition 3.1): Not Applicable
- 32** (a) Redemption for tax reasons (General Condition 6.3 (*Redemption for tax reasons*)): Not Applicable
- (b) Special Tax Redemption (General Condition 6.4 (*Special Tax*)): Not Applicable



	<i>Redemption</i> ):	
(c)	Redemption for FATCA Withholding (General Condition 6.5 ( <i>Redemption for FATCA Withholding</i> )):	Applicable
(d)	Regulatory Redemption or Compulsory Resales (General Condition 6.6 ( <i>Regulatory Redemption or Compulsory Resales</i> )):	Applicable
(e)	Events of Default (General Condition 10 ( <i>Events of Default</i> )):	Applicable
(f)	Illegality and Force Majeure (General Condition 19.1 ( <i>Illegality and Force Majeure</i> )):	Applicable
<b>33</b>	Gross Up (General Condition 8.2 ( <i>Gross Up</i> )):	Not Applicable
<b>34</b>	Calculation Agent:	Crédit Agricole Corporate and Investment Bank
<b>35</b>	Governing Law:	English law
		The Guarantee is governed by English law
	(a) Agent for service of process:	Crédit Agricole CIB, London branch Broadwalk House, 5 Appold Street, London EC2A 2DA
<b>36</b>	Essential Trigger:	Not Applicable
<b>37</b>	Business Day Convention:	Following Business Day Convention
<b>38</b>	Benchmark Provisions:	Applicable

**THIRD PARTY INFORMATION**

Not Applicable

Signed on behalf of the Issuer:

By

Duly authorised

DocuSigned by:  
**MAHDI BOUAYAD**  
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MAHDI BOUAYAD

**PART B – OTHER INFORMATION**

**1 LISTING AND ADMISSION TO TRADING**

- (a) Listing and admission to trading: Application has been made by the relevant Issuer (or on its behalf) for the Securities to be admitted to trading on the Regulated Unofficial Market (Freiverkehr) of the Baden-Württembergische Wertpapierbörse GmbH (Boerse Stuttgart) with effect from or as soon as practicable on or after the Issue Date.
- (b) Estimate of total expenses related to admission to trading: See paragraph 4(c) of this Part B

**2 RATINGS**

Ratings: The Securities to be issued have not been rated

**3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in “Subscription and Sale” in the Base Prospectus and save for any fees that may be payable to the Dealer and/or any distributor in connection with the issue of Securities (as the case may be, as described in paragraph 6(d) below), so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.

Investors shall be aware of the fact that the Distributor(s) appointed for the placement of the Securities under these Final Terms will receive distribution fees embedded in the Issue Price of the Securities equal to a maximum amount of 1.25 per cent. of the aggregate nominal amount of the Securities (equivalent to 1.24% per annum assuming the Securities remain outstanding to their scheduled Redemption Date). All distribution fees will be paid out upfront. Apart from the above, so far as the Issuer is aware, no further person involved in the issue of the Securities has a material interest to the Offer.

**4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (a) Reasons for the offer: See **Use of Proceeds** wording in Base Prospectus
- (b) Estimated net proceeds: Issue Price x Aggregate Nominal Amount of the Notes less distribution commissions mentioned in paragraph 6(d) of this Part B
- (c) Estimated total expenses: EUR 250 including listing costs and excluding regulatory fees where applicable

**5 PERFORMANCE OF UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Underlying: Where past and future performance of the Underlying can be obtained from, free of charge:

Shares:

- DEUTSCHE BANK AG REGISTERED : Bloomberg Ticker: DBK GY ; ISIN Code: DE0005140008
- SIEMENS AG-REG : Bloomberg Ticker: SIE GY ; ISIN Code: DE0007236101
- SAP SE : Bloomberg Ticker: SAP GY ; ISIN Code: DE0007164600

**Post-issuance information**

The Issuer does not intend to publish post-issuance information in relation to any underlying element to which the Securities are linked.

**6 DISTRIBUTION**

- (a) Method of distribution: Non-syndicated
- (b) If syndicated: Not Applicable
- (c) If non-syndicated, name and address of Dealer: Crédit Agricole Corporate and Investment Bank  
12, place des États-Unis  
CS 70052  
92 547 Montrouge Cedex  
France
- (d) Indication of the overall amount of the underwriting commission and of the placing commission: The Distributor(s) (as defined in paragraph 9 of this Part B) will receive a distribution commission embedded in the Issue Price of the Notes equal to a maximum amount of 1.25% of the aggregate nominal amount of the Notes (equivalent to 1.24% per annum assuming the Securities remain outstanding to their scheduled Redemption Date).
- (e) U.S. Selling Restrictions: To a Permitted Transferee outside the United States in accordance with Regulation S  
Securities in Bearer Form - TEFRA D
- (f) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (g) Prohibition of Sales to UK Retail Investors: Not Applicable
- (h) Prohibition of Sales to Belgian Consumers: Applicable
- (i) Prohibition of Offer to Private Clients in Switzerland: Not Applicable
- (j) U.S. Dividend Equivalent Withholding: The Securities are not subject to withholding under the Section 871(m) Regulations
- (k) Swiss Non-exempt Offer: Not Applicable

**7 OPERATIONAL INFORMATION**

- (a) ISIN: XS2812221393
- (b) Temporary ISIN: Not Applicable
- (c) Common Code: 281222139
- (d) VALOREN Code: CH134748182
- (e) Other applicable security identification number: WKN: A4BY4V
- (f) Relevant clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (g) Delivery: Delivery against payment
- (h) Names and addresses of additional: Not Applicable

Paying Agent(s) (if any):

- (i) Securities intended to be held in a manner which would allow Eurosystem eligibility:

No.

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them, the Securities may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 8 BENCHMARKS REGULATION

Benchmarks Regulation: Article 29(2) Not Applicable statement on benchmarks:

## 9 TERMS AND CONDITIONS OF THE OFFER

- (a) Offer Price: Issue Price
- (b) Conditions to which the offer is subject: The offer of the Notes is conditional on their issue. The Issuer reserves the right, in its absolute discretion, to cancel the offer and the issue of the Notes at any time prior to the Issue Date. The Issuer shall publish a notice on its website (<http://www.documentation.ca-cib.com/IssuanceProgram>) in the event that the offer is cancelled and the Notes are not issued pursuant to the above. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises its right to cancel the offer, such potential investor shall not be entitled to receive any Notes.
- (c) Total amount of the securities offered to the public/admitted to trading; if the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and time for announcing to the public the definitive amount of the offer: The total amount of the securities offered to the public is up to EUR 10,000,000.
- (d) The time period, including any possible amendments, during which the offer will be open and description of the application process: Prospective investors may apply to subscribe for Notes during the Offer Period. The Offer Period may be shortened or extended at any time and for any reason. In such case, the Issuer shall give notice to the investors as soon as practicable before the end of the Offer Period by means of a notice published on its website (<http://www.documentation.ca-cib.com/IssuanceProgram>).

Applications for the Notes can be made during the Offer Period through the Distributor(s). The applications can be made in accordance with the Distributor(s) usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer related to the subscription for the Notes.

A prospective investor should contact the Distributor(s) prior to the end of the Offer Period. A prospective investor will subscribe for Notes in accordance with the arrangements agreed with the Distributor(s) relating to the subscription of securities generally. There are no pre-identified allotment criteria. The Distributor(s) will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Notes requested through the Distributor(s) during the Offer Period will be as otherwise specified herein.

- |     |  |  |
|-----|--|--|
| (e) | Description of the possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:                        | Not Applicable   |
| (f) | Details of the minimum and/or maximum amount of the application (whether in number of securities or aggregate amount to invest):             | There is no maximum amount of application.<br>Minimum amount of application is EUR 1,000   |
| (g) | Details of the method and time limits for paying up and delivering the Securities:   | The Notes will be available on a delivery versus payment basis.<br><br>The Notes offered to investors will be issued on the Issue Date against payment by the Distributor(s), via the Dealer, to the Issuer of the gross subscription moneys. Each such investor will be notified by the Distributor(s) of the settlement arrangements in respect of the Notes at the time of such investor's application. |
| (h) | A full description of the manner in and date on which results of the offer are to be made public:  | The total amount of the securities offered to the public is up to EUR 10,000,000   |
| (i) | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable   |
| (j) | The various categories of potential investors to which the securities are offered:   | The Notes are offered to the public to eligible counterparties, professional client and retail Investors   |
| (k) | Whether a tranche has been or is being reserved for certain countries, indicate any such tranche:  | Not Applicable   |
| (l) | Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is                   | Applicants will be notified directly by the Distributor(s) of the success of their application. Dealing in the Notes may commence on the Issue Date.   |

made:

- (m) Indication of the amount of any expenses and taxes charged to the subscriber or purchaser: See paragraph 6(d) above.  
 Responsibility for any tax implications of investing in these Notes rests entirely with the subscriber or purchaser. For the Offer Price, which includes the fees payable upfront to the Distributor, see above "Offer Price" and paragraph 3 above.
- (n) In the case of admission to trading on a regulated market, the name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitments: Not Applicable
- (o) Non-Exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period: Applicable. An offer of the Securities may be made by the Dealers and ERSTE GROUP BANK AG (the **Initial Authorised Offeror(s)**) and any additional financial intermediaries who have obtained or obtain the Issuer's specific consent to use the Base Prospectus in connection with the Non-exempt Offer and who are identified on the website at <http://www.documentation.ca-cib.com/IssuanceProgram> (the **Additional Authorised Offeror**) and each additional financial intermediaries who has accepted the Issuer's offer of general consent to use the Base Prospectus in connection with the Non-exempt Offer by publishing on such additional financial intermediary's website or the website of Initial Authorised Offeror(s) (if any) that it is using the Base Prospectus for such Non-exempt Offer in accordance with the general consent of the Issuer (the **General Authorised Offer**) (together, the **Authorised Offerors**) other than pursuant to Articles 1(4) and/or 3(2) of the Prospectus Regulation in Austria and Croatia (the **Non-Exempt Offer Jurisdiction**) during the period from 31 July 2024 until 28 August 2024 (the **Offer Period**).
- (p) Conditions attached to the consent of the relevant Issuer to use the Base Prospectus: Specific Consent and General Consent
- (q) Authorised Offeror(s): ERSTE GROUP BANK AG  
 Am Belvedere 1, A-1100 Wien, Austria  
 (the **Initial Authorised Offeror(s)**)  
 and  
 Any Additional Authorised Offeror  
 and  
 Any General Authorised Offeror.
- (r) Other conditions to consent: Not Applicable





## ANNEX A – ISSUE SPECIFIC SUMMARY

### 1. INTRODUCTION AND DISCLAIMERS

Crédit Agricole CIB Financial Solutions (**Crédit Agricole CIB FS** or the **Issuer**) is a limited liability company with a board of directors whose registered office is located at 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France. The Legal Entity Identifier (LEI) of the Issuer is: 969500HUHIE5GG515X42. The debt securities (the **Notes**) issued by the Issuer are structured notes whose return depends on the performance of a share included in a basket of shares. The Notes are identified by the ISIN Code **XS2812221393**.

This document constitutes the Summary to the Prospectus (the **Summary**) for the purpose of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with:

- the base prospectus dated 10 May 2024 and any supplement to the Base Prospectus approved by the CSSF in Luxembourg, 283 route d'Arlon L-1150 Luxembourg, email: direction@cssf.lu, as competent authority under the Prospectus Regulation (the **Base Prospectus**) completed by

- the Final Terms dated 31 July 2024 (the **Final Terms**),

which together constitute a prospectus for the purposes of the Prospectus Regulation containing the necessary information concerning the issuer and the securities offered to the public or to be admitted to trading on a regulated market (the **Prospectus**).

Full information on the Issuer, the Guarantor, and the offer of the Notes is only available on the basis of the combination of the Base Prospectus and the Final Terms.

#### **Warning to the reader**

This summary should be read as an introduction to the Prospectus. Any decision to invest in the Notes should be based on a thorough review of the Prospectus as a whole, including the Base Prospectus, any documents incorporated by reference thereto, any supplement from time to time and the Final Terms, by the investor.

An investor may lose all or part of the capital invested in the Notes issued by the Issuer. Where an action relating to the information contained in the Prospectus is brought before a court, the plaintiff investor may, under national law, be required to bear the costs of translation of the Prospectus before the commencement of the legal proceedings.

Civil liability will only be sought from the persons who filed the Summary, including any translation thereof, but only if the contents of the Summary are found to be misleading, inaccurate or inconsistent when read together with other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information to assist investors when considering investing in such Notes.

*You are about to buy a product that is not simple and can be difficult to understand.*

### 2. KEY INFORMATION ABOUT THE ISSUER

#### 2.1 Who is the issuer of the securities?

Crédit Agricole CIB FS is a limited liability company incorporated on 30 December 2003 under the laws of the Republic of France as a “*société anonyme*” governed by a board of directors registered at the *Registre du Commerce et des Sociétés de Nanterre* under the reference SIRET 45142804900014 and having its registered office is located at 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France. Its legal entity identifier (LEI) is 969500HUHIE5GG515X42.

#### A. Principal activities

Crédit Agricole CIB FS pursues the activity of issuing debt securities.

#### B. Organisational Structure / Major shareholders

Crédit Agricole Corporate and Investment Bank (**Crédit Agricole CIB**) and its consolidated subsidiaries taken as a whole (**Crédit Agricole CIB Group**) includes Crédit Agricole CIB FS, which is a consolidated subsidiary of Crédit Agricole CIB. Crédit Agricole CIB FS has no subsidiaries. Crédit Agricole CIB, société anonyme incorporated in France, is the immediate parent company of Crédit Agricole CIB FS with a 99.80 per cent. share participation and therefore controls Crédit Agricole CIB FS.

#### C. Key executives

The Chairman and Chief Executive Officer of the Issuer is Christine CREMEL.

D. Statutory Auditors

The statutory auditor of Crédit Agricole CIB FS is PricewaterhouseCoopers Audit, 63 rue de Villiers, 92200 Neuilly sur Seine, France, which is a member of the *Compagnie régionale des commissaires aux comptes de Versailles*.

The deputy statutory auditor of the Issuer is Jean-Baptiste Deschryver, 63 rue de Villiers, 92200 Neuilly sur Seine, France which is a member of the *Compagnie régionale des commissaires aux comptes de Versailles*.

**2.2 What is the key financial information concerning the Issuer?**

The following tables show selected key financial information (within the meaning of Delegated Regulation (EU) 2019/979) of the Issuer for the financial year ended 31 December 2022 and 31 December 2023 (all figures are expressed in thousands of euros):

A. Income Statement

	<b>31/12/2022 (audited)</b>	<b>31/12/2023 (audited)</b>
Operating profit/loss or another similar measure of financial performance used by the issuer in the financial statements	96,137	254,176

B. Balance sheet for non-equity securities

	<b>31/12/2022 (audited)</b>	<b>31/12/2023 (audited)</b>
Net financial debt (long term debt plus short term debt minus cash)	9,058,245,721	20,138,279,064
Current ratio (current assets/current liabilities)	Not Applicable	Not Applicable
Debt to equity ratio (total liabilities/total shareholder equity)	44,164	92,265
Interest cover ratio (operating income/interest expense)	Not Applicable	Not Applicable

**C. Cash flow statement for non-equity securities**

	<b>31/12/2022 (audited)</b>	<b>31/12/2023 (audited)</b>
Net Cash flows from operating activities	(1,784,648,545)	(11,079,878,319)
Net Cash flows from financing activities	1,785,335,290	11,080,033,343
Net Cash flow from investing activities	Not Applicable	Not Applicable

**D. Qualifications in the audit report**

The audit reports do not contain any qualifications with respect to Crédit Agricole CIB FS historical financial information.

**2.3 What are the issuer's specific risks?**

The following risks have been identified as being significant and specific to the Issuer and of a nature, should they materialise, to have a significant negative impact on its business activity, its financial position and its access to various sources of financing:

- 1) Crédit Agricole CIB FS could suffer losses if a resolution procedure were to be initiated or if the Group's financial situation were to deteriorate significantly; and
- 2) Crédit Agricole CIB FS is highly dependent on Crédit Agricole CIB, its parent company. In addition, Crédit Agricole CIB FS bears a credit risk on Crédit Agricole CIB which is the sole counterparty for Crédit Agricole CIB FS' financial transactions.

**3. KEY INFORMATION ON THE SECURITIES****3.1 What are the main characteristics of securities?****A. General**

The Notes to be issued by the Issuer are structured notes whose return depends on the performance of a share included in a basket of shares (each, an **Underlying(i)**). Information on the past and future performance of each Underlying(i) will be published on Bloomberg (Bloomberg Ticker : DBK GY for DEUTSCHE BANK AGREGISTERED, Bloomberg Ticker : SIE GY for SIEMENS AG-REG and Bloomberg Ticker : SAP GY for SAP SE). The Notes will only be identified by the ISIN Code XS2812221393.

The Notes are denominated in Euro (**EUR**; also the **Specified Currency**) and any interest amount and any redemption amount payable will be in the Specified Currency.

The nominal amount of the Notes offered is up to EUR 10,000,000 represented by up to 10,000 Notes with a notional amount of EUR 1,000 each (the **Notional Amount**). The issue price is 100.00% of the aggregate nominal amount of the Notes.

The minimum trading size is EUR 1,000 in aggregate nominal amount.

The Notes will be issued on 30 August 2024 (the **Issue Date**) in the form of new global notes - bearer securities.

The maturity date of the Notes will be 1 September 2025 (the **Maturity Date**).

The Notes are governed by English law.

**B. Ratings**

Not applicable, the Notes have not been rated.

**C. Description of the rights, ranking and restrictions attached to the Notes**

**Ranking:** the Notes constitute direct, unsubordinated and guaranteed obligations of the Issuer rank *pari passu* among themselves and (subject to certain exceptions established by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, present or future.

*Early Redemption Events:* the terms and conditions of the Notes provide for events triggering the early redemption of the Notes. The Notes will become due and payable upon notice to Investors following the occurrence of any such early redemption event.

*Substitution:* Crédit Agricole S.A. may be substituted by Crédit Agricole CIB as Guarantor with respect to the Notes, upon the joint decision of Crédit Agricole S.A. and Crédit Agricole CIB, without the consent of the holders of the Notes (the **Noteholders**).

**D. Interest**

Provided that the Notes have not been redeemed early, the investor will receive on each **Interest Payment Date** specified in the table below a cash settlement amount per Note in the Specified Currency (an **Interest Amount**) determined by the following formula: **Notional Amount** × **Fixed Rate(t)**

Where:

**Fixed Rate(t)** means the relevant Fixed Rate specified in the table below corresponding to the relevant Interest Payment Date.

<b>t</b>	<b>Interest Payment Date</b>	<b>Fixed Rate</b>
1	01/09/2025	10.2500%

**E. Redemption**

Automatic Early Redemption:

Not Applicable

Final Redemption:

Provided that the Notes have not been early redeemed, the Notes will be redeemed on the Maturity Date. The investor will receive a cash settlement amount per Note in the Specified Currency equal to the following Final Redemption Amount:

**Notional Amount x (Reference Price x Redemption Payoff)**

Where:

**Reference Price** means 100.00%, and

**Redemption Payoff** will be calculated as follows:

- (i) if **Performance\_FR** is higher than or equal to **FRB1** on the Redemption Observation Date: 100.00%
- (ii) otherwise, the Issuer will redeem each Share Linked Security by Delivering the Physical Settlement Amount in lieu of paying the Final Redemption Amount; any Fractional Share Amount will be paid in the Specified Currency.

With:

**FRB1** means 65.00%

**Performance\_FR** means Worst of Performance; and

**Worst of Performance** means the result of the following formula, expressed as a percentage:

$$\text{Min}_i^N \text{Performance}(i)$$

With:

**N** means the total number of Underlyings(i);

**Performance(i)** means, in respect of each Underlying(i) comprising the Basket, the result of the following formula, expressed as a percentage:

$$\frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}}$$

**Underlying Value<sub>2i</sub>** means the Underlying Value on 28 August 2025 (the **Redemption Observation Date**);

**Underlying Value<sub>1i</sub>** means the relevant Underlying Value on 28 August 2024 (the **Initial Observation Date**);

**Underlying Value** means the closing price of the relevant Underlying(i) on the Initial Observation Date or the Redemption Observation Date, as the case may be;

**Basket** means:

<b>i</b>	<b>Underlying</b>	<b>Underlying Value<sub>1i</sub></b>
1	<b>DEUTSCHE BANK AGREGISTERED</b>	-
2	<b>SIEMENS AG-REG</b>	-
3	<b>SAP SE</b>	-

**Number of Shares to be Delivered** means the Number of Shares, rounded down to the lower whole unit of Underlying(i);

**Number of Shares** means the number of units of Underlying(i) resulting from dividing the Notional Amount by the relevant Physical Settlement Share Price, converted where necessary into the Settlement Currency using the Currency Rate;

**Physical Settlement Amount** means the Number of Shares to be Delivered;

**Physical Settlement Share Price** means 100.00% of Underlying Value<sub>1i</sub> of the Physical Settlement Share;

**Physical Settlement Share** means the relevant Underlying(i) which has the Worst of Performance;

**Currency Rate** means the rate of conversion between the Specified Currency and the currency of the relevant Physical Settlement Share, as displayed on the Bloomberg BFIX page at the relevant time on the Redemption Observation Date;

**Fractional Share Amount** means an amount per Note equal to the product of the Fractional Share and the relevant Underlying Value<sub>2i</sub>, converted where necessary into the Specified Currency using the Currency Rate; and

**Fractional Share** means, per Note, any fraction of a unit of Underlying(i) arising from determining the Number of

**Shares to be Delivered** (rounded down to three decimal places closer).

#### Other redemption events:

During the life of the Notes, they may also be redeemed at their fair market value:

- at the hand of the Issuer, following an event of illegality or an event of force majeure or for regulatory or compulsory resales; or
- at the hand of the holders, in the event of an event of default or a tax change giving rise to a withholding tax case and in the event of a FATCA withholding tax case.

The Issuer may at any time redeem Notes on or off the stock exchange at any price agreed with the seller(s), subject to applicable laws and regulations.

### **3.2 Where will the securities be traded?**

The Securities are expected to be admitted to trading on or as soon as practicable after the Issue Date, on the Regulated Unofficial Market (Freiverkehr) of the Baden-Württembergische Wertpapierbörse GmbH (Boerse Stuttgart), a multilateral trading facility within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014, as amended,.

### **3.3 Are the securities covered by a guarantee?**

The issue of the Notes is subject to an independent first demand guarantee granted by Crédit Agricole CIB (the **Guarantor**) in respect of any amount that may be claimed by the holders in respect of the Notes (the **Guarantee**).

The Guarantor is the immediate parent company of the Issuer, in which it holds a 99.80% interest and consequently controls the Issuer. Crédit Agricole CIB's legal entity identifier (LEI) is 1VUV7VQFKUOQSJ21A208.

The following tables show selected key financial information (within the meaning of Delegated Regulation (EU) 2019/979 as it forms part of domestic law by virtue of the EUWA (UK Delegated Regulation)) of the Guarantor for the financial years ending 31 December 2022 and 31 December 2023 (all figures are expressed in millions of euros):

A. Income statement for credit institutions

	<b>31/12/2022 (audited)</b>	<b>31/12/2023 (audited)</b>
Net interest income (or equivalent)	3,828	3,835
Net fee and commission income	905	822
Net impairment loss on financial assets	[-]	-
Net trading income	1,918	2,661
Measure of financial performance used by the issuer in the financial statements such as operating profit	2,593	2,952
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent) (ie. Net income Group share)	1,838	2,241

B. Balance sheet for credit institutions

	<b>31/12/2022 (audited)</b>	<b>31/12/2023 (audited)</b>	Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP') (unaudited)
Total assets	728,202	757,367	Not Applicable
Senior debt	68,389	69,960	Not Applicable
Subordinated debt	4,293	4,254	Not Applicable
Loans and receivables from customers (net)	179,186	172,624	Not Applicable
Deposits from customers	186,851	183,332	Not Applicable
Total equity	28,378	30,068	Not Applicable
Non performing loans (based on gross carrying amount)/Loans and receivables)	1.9%	1.6%	Not Applicable
Phased-in Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	11.6%	12.7%	8.26% at 31 December 2023

Phased-in Total Capital Ratio	21.9%	23.4%	12.42% at 31 December 2022
Leverage Ratio calculated under applicable regulatory framework	3.9%	3.8%	3.00%

### C. Qualifications in the audit report

The audit reports do not contain any qualifications with respect to Crédit Agricole CIB's historical financial information.

### D. Principal risk factors related to the guarantor

Crédit Agricole CIB is mainly exposed to the following categories of risks in the conduct of its business:

- 1) Credit and counterparty risks, which include credit risks on its corporates and financial institutions counterparties, risk on any significant sector or individual concentration, counterparty risk on market transactions, credit risk related to securitization transactions as well as country and sovereign risks;
- 2) Financial risks, which include market risk, risk of change in the value of its securities portfolio, foreign exchange risk, liquidity risk, risk of change in the value of equity investments, and global interest rate risk; and
- 3) Operational risks and associated risks, which include compliance and legal risks and other operational risks including information system security risks;
- 4) Business risks, which include systemic risk (negative impact of adverse economic and financial conditions, as well as changes in laws and regulations) or strategic risk;
- 5) Climate and environmental risks;
- 6) Risks relating to the structure of the Crédit Agricole Group.

### 3.4 What are the main risks specific to securities?

There are risk factors which are material for the purpose of assessing the risks related to the Notes, including the following:

- 1) The trading price of the Notes may fall in value as rapidly as it may rise and Noteholders may sustain a total loss of their investment;
- 2) The Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Illiquidity may have an adverse effect on the market value of the Notes;
- 3) The implementation in France of the EU Bank Recovery and Resolution Directive could materially affect the rights of the Noteholders, the price or value of their investment in the Notes and or the ability of the Guarantor to satisfy its obligations under the Notes;
- 4) French insolvency law could have an adverse impact on Noteholders seeking repayment in the event that the Issuer, the Guarantor or its subsidiaries were to become insolvent and could have a material adverse effect on the market value of the Notes;
- 5) The risk relating to the unsecured nature of the Notes and the Guarantee, the absence of negative pledge and debt restrictions with respect to the Issuer and the Guarantor, all of which could have an adverse effect on the market value of the Notes;
- 6) The optional redemption feature of the Notes might negatively affect the market value of the Notes;
- 7) The Final Redemption Amount of the Notes is dependent upon changes in the market value of the Underlying(s), which could adversely affect the market value of the Notes. In addition, the Final Redemption Amount may be less than the nominal amount of the Notes and the holders of Notes may lose all or part of the amount of the principal invested;
- 8) An investment in the Notes does not confer any legal or beneficial interest in the Underlying(s) or any voting rights, right to receive dividends or other rights that a holder of the Underlying(s) may have. Potential losses in value of the Notes cannot be compensated by other income; and
- 9) The Notes are not principal protected and investors are exposed to the performance of the Underlying(s); accordingly, they risk losing all or a part of their investment if the value of the Underlying(s) does not move in a positive direction.

## **4. KEY INFORMATION ON THE PUBLIC OFFER OF SECURITIES AND/OR ADMISSION TO TRADING ON A REGULATED MARKET**

### **4.1 Under what conditions and according to what timetable can I invest in this security?**

The Notes are offered for an amount of up to EUR 10,000,000.

The Securities are expected to be admitted to trading on or as soon as practicable after the Issue Date, on the Regulated Unofficial Market (Freiverkehr) of the Baden-Württembergische Wertpapierbörse GmbH (Boerse Stuttgart), a multilateral trading within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014, as amended.

The Notes will be offered to eligible counterparties, professional client and/or retail Investors, during an open period from 31 July 2024 to 28 August 2024 (the **Offer Period**) in Austria and Croatia, subject to (i) the Notes being admitted to trading, if applicable, and (ii) an early closure of the Offer Period in the Issuer's sole and absolute discretion depending on market conditions, as specified below.

Prospective investors may apply to subscribe for Notes during the Offer Period. The Offer Period may be shortened or extended at any time and for any reason. In such case, the Issuer shall give notice to the investors as soon as practicable before the end of the Offer Period by means of a notice published on its website (<http://www.documentation.ca-cib.com/IssuanceProgram>).

Applications for the Notes can be made during the Offer Period through the Distributor (as defined below). The applications can be made in accordance with the Distributor's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer (as defined below) related to the subscription for the Notes.

A prospective investor will subscribe for Notes in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally.

The Notes will be available on a delivery versus payment basis. The Notes offered to investors will be issued on the Issue Date against payment by the Distributor, via the Dealer, to the Issuer of the gross subscription moneys. Each such investor will be notified by the Distributor of the settlement arrangements in respect of the Notes at the time of such investor's application.

The Issuer estimates that the Notes will be delivered to the investor's respective book-entry securities account on or around the Issue Date. Applicants will be notified directly by the Distributor of the success of their application. Dealing in the Notes may commence on the Issue Date.

If the subscription for a Note occurs after the closing of the offering, the order will be automatically cancelled and the subscription proceeds will be returned to the relevant investor in accordance with the instructions communicated to Crédit Agricole CIB at the time of the subscription request. Subscription requests for Notes will be received within the limit of the number of Notes available. Subscription orders for Notes may be reduced in the event of oversubscription and any excess proceeds will be returned by Crédit Agricole CIB to the investor. Each Distributor (as defined below) will be paid aggregate commissions equal to a maximum of 1.25% of the aggregate nominal amount of the Notes (equivalent to 1.24% per annum assuming the Securities remain outstanding to their scheduled Redemption Date).

Estimate of the total expenses: EUR 250, including listing costs and excluding regulatory fees where applicable. No expenses will be charged to the investors.

### **4.2 Who is the offeror?**

(i) Crédit Agricole CIB (the **Dealer**) and (ii) ERSTE GROUP BANK AG (the **Distributor**), and (iii) any additional financial intermediary appointed by the Issuer and as identified on the website at <https://www.documentation.ca-cib.com/PublicFinalTerm?region=EU> and (iv) any financial intermediaries stating on its website that it uses the prospectus in accordance with the conditions set out under "Retail Cascades" in the Base Prospectus may offer the Notes.

### **4.3 Why is the Prospectus being prepared?**

#### **A. Net Proceeds and Use of Proceeds:**

The estimated net proceeds from the issue of the Notes is up to EUR 10,000,000.

The estimated net proceeds will be used for the general financing needs of the Issuer.



A. Subscription Agreement:

Not applicable - the offer is not the subject of a subscription agreement.

B. Conflicts of interest:

The Guarantor is also the calculation agent; as a result, conflicts of interest may exist between the calculation agent and the holders of Notes, in particular with respect to certain determinations and determinations that the calculation agent may make pursuant to the Terms and which may affect amounts due under the Notes.

## ZUSAMMENFASSUNG

### 1. EINLEITUNG UND HAFTUNGSAUSSCHLUSS

Crédit Agricole CIB Financial Solutions (**Crédit Agricole CIB FS** oder die **Emittentin**) ist eine Gesellschaft mit beschränkter Haftung mit eingetragenem Sitz in 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, Frankreich. Die Rechtsträgerkennung (LEI) der Emittentin lautet: 969500HUHIE5GG515X42. Die von der Emittentin begebenen Schuldverschreibungen (die **Anleihen**) sind strukturierte Anleihen, deren Rendite von der Wertentwicklung einer in einem Aktienkorb enthaltenen Aktie abhängt. Die Anleihen sind durch den ISIN-Code **XS2812221393** gekennzeichnet.

Dieses Dokument stellt die Zusammenfassung des Prospekts (die **Zusammenfassung**) im Sinne der Verordnung (EU) 2017/1129 in der jeweils geltenden Fassung (die **Prospektverordnung**) dar und ist zu lesen in Verbindung mit:- dem Basisprospekt vom 10. Mai 2024 und etwaigen Nachträgen zum Basisprospekt, der von der CSSF in Luxemburg, 283 route d'Arlon L-1150 Luxemburg, E-Mail: direction@cssf.lu, als zuständige Behörde im Sinne der Prospektverordnung genehmigt wurde (der **Basisprospekt**), ergänzt durch

- die Endgültigen Bedingungen vom 31. Juli 2024 (die **Endgültigen Bedingungen**),

die gemeinsam einen Prospekt im Sinne der Prospektverordnung darstellen, der die notwendigen Informationen über die Emittentin und die öffentlich angebotenen oder zum Handel an einem geregelten Markt zuzulassenden Wertpapiere enthält (der **Prospekt**).

Vollständige Informationen über die Emittentin, die Garantin und das Angebot der Anleihen ergeben sich nur aus der Kombination des Basisprospekts mit den Endgültigen Bedingungen.

#### **Hinweis für den Leser**

Diese Zusammenfassung ist als Einführung zum Prospekt zu verstehen. Anleger sollten ihre Entscheidung, in die Anleihen zu investieren, erst nach einer gründlichen Prüfung des gesamten Prospekts, einschließlich des Basisprospekts, aller durch Verweis einbezogenen Dokumente, aller Nachträge und der Endgültigen Bedingungen treffen.

Der Anleger kann das gesamte oder einen Teil des in die von der Emittentin begebenen Anleihen investierten Kapitals verlieren. Wird ein Gericht mit einer Klage im Zusammenhang mit den im Prospekt enthaltenen Informationen befasst, kann der klagende Anleger nach nationalem Recht verpflichtet werden, die Kosten für die Übersetzung des Prospekts vor Beginn des Gerichtsverfahrens zu tragen.

Eine zivilrechtliche Haftung besteht nur zulasten von Personen, die die Zusammenfassung, einschließlich einer etwaigen Übersetzung, eingereicht haben, jedoch nur dann, wenn sich der Inhalt der Zusammenfassung als irreführend, unrichtig oder widersprüchlich erweist, wenn sie zusammen mit anderen Teilen des Prospekts gelesen wird, oder wenn sie, in Verbindung mit den anderen Teilen des Prospekts gelesen, keine Schlüsselinformationen enthält, die den Anlegern bei der Erwägung einer Anlage in diese Anleihen helfen.

*Sie sind im Begriff, ein Produkt zu erwerben, das nicht einfach ist und schwer zu verstehen sein kann.*

### 2. BASISINFORMATIONEN ZUR EMITTENTIN

#### 2.1 Wer ist die Emittentin der Wertpapiere?

Crédit Agricole CIB FS ist eine Gesellschaft mit beschränkter Haftung, die am 30. Dezember 2003 nach dem Recht der Republik Frankreich als "*société anonyme*" gegründet wurde. Sie wird von einem Verwaltungsrat geleitet, der beim *Registre du Commerce et des Sociétés de Nanterre* unter der Nummer SIRET 45142804900014 eingetragen ist, und hat ihren registrierten Sitz in 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, Frankreich. Ihre Rechtsträgerkennung (LEI) lautet 969500HUHIE5GG515X42.

#### A. Haupttätigkeiten

Crédit Agricole CIB FS emittiert Schuldverschreibungen.

**B. Organisation/ Hauptaktionäre**

Crédit Agricole Corporate and Investment Bank (**Crédit Agricole CIB**) und sämtliche ihrer konsolidierten Tochtergesellschaften (**Crédit Agricole CIB Gruppe**) umfassen die Crédit Agricole CIB FS, die eine konsolidierte Tochtergesellschaft der Crédit Agricole CIB ist. Crédit Agricole CIB FS hat keine Tochtergesellschaften. Crédit Agricole CIB, *société anonyme* mit Sitz in Frankreich, ist die unmittelbare Muttergesellschaft von Crédit Agricole CIB FS mit einem Aktienanteil von 99,80 Prozent und kontrolliert somit Crédit Agricole CIB FS.

**C. Führungskräfte**

Die Vorsitzende und Geschäftsführerin der Emittentin ist Christine CREMEL.

**D. Abschlussprüfer**

Der Abschlussprüfer von Crédit Agricole CIB FS ist PricewaterhouseCoopers Audit, 63 rue de Villiers, 92200 Neuilly sur Seine, France, Mitglied der *Compagnie régionale des commissaires aux comptes de Versailles*. Der stellvertretende Abschlussprüfer der Emittentin ist Jean-Baptiste Deschryver, 63 rue de Villiers, 92200 Neuilly sur Seine, France, Mitglied der *Compagnie régionale des commissaires aux comptes de Versailles*.

**2.2 Welche sind die wesentlichen Finanzinformationen im Hinblick auf die Emittentin?**

Die nachfolgenden Tabellen zeigen ausgewählte wesentliche Finanzinformationen (im Sinne der Delegierten Verordnung (EU) 2019/979) der Emittentin für die zum 31. Dezember 2022 und 31. Dezember 2023 endenden Geschäftsjahre (alle Zahlen sind in Tausend Euro angegeben):

**A. Gewinn- und Verlustrechnung**

	<b>31/12/2022</b>	<b>31/12/2023</b>
	<b>(geprüft)</b>	<b>(geprüft)</b>
Operativer Gewinn/Verlust oder ein anderes ähnliches Maß für die finanzielle Leistungsfähigkeit, das die Emittentin in ihrem Jahresabschluss verwendet	96.137	254.176

**B. Bilanz für Nicht-Eigenkapital-Wertpapiere**

	<b>31/12/2022</b>	<b>31/12/2023</b>
	<b>(geprüft)</b>	<b>(geprüft)</b>
Nettofinanzschulden (langfristige Finanzverbindlichkeiten plus kurzfristige Verbindlichkeiten minus Barmittel)	9.058.245.721	20.138.279.064
Kurzfristiges Verhältnis (kurzfristige Vermögenswerte/kurzfristige Verbindlichkeiten)	Nicht anwendbar	Nicht anwendbar
Verschuldungsgrad (Summe der Verbindlichkeiten/Summe des Eigenkapitals)	44.164	92.265
Zinsdeckungsgrad (Betriebsergebnis/Zinsaufwand)	Nicht anwendbar	Nicht anwendbar

**C. Kapitalflussrechnung (Cashflow) für Nichtdividendenwerte**

	<b>31/12/2022</b>	<b>31/12/2023</b>
	<b>(geprüft)</b>	<b>(geprüft)</b>

Cashflow aus laufender Geschäftstätigkeit	(1.784.648.545)	(11.079.878.319)
Cashflow aus Finanzierungstätigkeit	1.785.335.290	11.080.033.343
Cashflow aus Investitionstätigkeit	Nicht anwendbar	Nicht anwendbar

#### D. Einschränkungen im Prüfbericht

Die Prüfberichte enthalten keine Einschränkungen in Bezug auf die historischen Finanzinformationen von Crédit Agricole CIB FS.

#### 2.3 Welche wesentlichen Risiken bestehen im Hinblick auf die Emittentin?

Die folgenden Risiken wurden als für die Emittentin signifikant und spezifisch identifiziert und könnten bei ihrem Eintreten erhebliche negative Auswirkungen auf ihre Geschäftstätigkeit, ihre Finanzlage und ihren Zugang zu verschiedenen Finanzierungsquellen haben:

- 1) Crédit Agricole CIB FS könnte Verluste erleiden, wenn ein Abwicklungsverfahren eingeleitet würde oder wenn sich die finanzielle Lage der Gruppe erheblich verschlechtern würde; und
- 2) Crédit Agricole CIB FS ist in hohem Maße von Crédit Agricole CIB, ihrer Muttergesellschaft, abhängig. Darüber hinaus trägt Crédit Agricole CIB FS ein Kreditrisiko gegenüber Crédit Agricole CIB, die die einzige Gegenpartei für die Finanzgeschäfte von Crédit Agricole CIB FS ist.

### 3. BASISINFORMATIONEN ZU DEN WERTPAPIEREN

#### 3.1 Welche sind die wesentlichen Merkmale der Wertpapiere?

##### A. Allgemeines

Bei den von der Emittentin zu begebenden Anleihen handelt es sich um Strukturierte Anleihen, deren Rendite von der Wertentwicklung einer in einem Aktienkorb enthaltenen Aktie (jeweils, ein **Basiswert(i)**) abhängt. Informationen über die vergangene und zukünftige Wertentwicklung der einzelnen Basiswerte(i) werden auf Bloomberg veröffentlicht (Bloomberg Ticker: DBK GY für DEUTSCHE BANK AG-REGISTERED, Bloomberg Ticker: SIE GY für SIEMENS AG-REG und Bloomberg Ticker: SAP GY für SAP SE). Die Anleihen sind einzig durch den ISIN-Code XS2812221393 gekennzeichnet.

Die Anleihen lauten auf Euro (**EUR**; auch die **Festgelegte Währung**) und alle Zins- und Rückzahlungsbeträge werden in der Festgelegten Währung gezahlt.

Der Nennbetrag der angebotenen Anleihen beträgt bis zu EUR10.000.000 dargestellt durch bis zu 10.000 Anleihen mit einem Nennbetrag von je EUR 1.000 (der **Nennbetrag**). Der Ausgabepreis beträgt 100,00% des Gesamtnennbetrags der Anleihen.

Die Mindesthandelsgröße beträgt EUR 1.000 im Gesamtnennbetrag.

Die Anleihen werden am 30. August 2024 (der **Ausgabetag**) in Form von neuen Globalurkunden – Inhabertifikaten ausgegeben. Das Fälligkeitsdatum der Anleihen ist der 1. September 2025 (das **Fälligkeitsdatum**).

Die Anleihen unterliegen Englischem Recht.

##### B. Ratings

Nicht anwendbar, die Anleihen sind nicht bewertet worden.

##### C. Beschreibung der mit den Anleihen verbundenen Rechte, des Ranges und der Beschränkungen

**Ranking:** Die Anleihen stellen unmittelbare, nicht nachrangige und garantierte Verpflichtungen der Emittentin dar, die untereinander *pari passu* bewertet sind und (vorbehaltlich bestimmter gesetzlich festgelegter Ausnahmen) gleichrangig sind mit allen anderen gegenwärtigen oder künftigen unbesicherten Verpflichtungen der Emittentin (mit Ausnahme etwaiger nachrangiger Verpflichtungen).

**Vorzeitige Rückzahlungsereignisse:** Die Bedingungen der Anleihen sehen Ereignisse vor, die die vorzeitige Rückzahlung der Anleihen auslösen. Die Anleihen werden nach dem Eintritt eines solchen vorzeitigen Rückzahlungsereignisses durch Mitteilung an die Anleger fällig und zahlbar.

**Ersatz:** Crédit Agricole S.A. kann auf gemeinsamen Beschluss von Crédit Agricole S.A. und Crédit Agricole CIB ohne Zustimmung der Inhaber der Anleihen (die **Anleihegläubiger**) durch Crédit Agricole CIB als Garantiegeber in Bezug auf die Anleihen ersetzt werden.

#### D. Zinsen

Vorausgesetzt, die Anleihen wurden nicht vorzeitig zurückgezahlt, erhält der Anleger an jedem **Zinszahlungstag**, wie unten in der Tabelle aufgeführt, einen Barbetrag pro Anleihe in der Festgelegten Währung (ein **Zinsbetrag**), wie mit der folgenden Formel bestimmt: **Nominalbetrag x Zinssatz(t)**

Wobei:

**Zinssatz(t)** bedeutet der jeweilige in der Tabelle unten angegebene Zinssatz am dazugehörigen Zinszahlungstag.

t	Zinszahlungstag	Zinssatz
1	1. September 2025	10,2500%

#### E. Rückzahlung

Automatische Vorzeitige Rückzahlung:

Nicht anwendbar

Rückzahlung am Laufzeitende:

Vorausgesetzt, die Anleihen wurden nicht vorzeitig zurückgezahlt, werden die Anleihen am Fälligkeitstag zurückgezahlt. Der Anleger erhält einen Barbetrag pro Anleihe in der Festgelegten Währung entsprechend dem folgenden Finalen Rückzahlungsbetrag:

**Nominalbetrag x (Referenzpreis x Tilgungsbetrag)**

Wobei:

**Referenzpreis** bedeutet 100,00%, und

**Tilgungsbetrag** wird wie folgt berechnet:

(i) wenn die **Wertentwicklung\_FR** größer ist oder gleich dem **FRB1** am Bewertungstag für die Rückzahlung: 100,00%

(ii) andernfalls wird die Emittentin jedes aktienbezogene Wertpapier durch Lieferung des **Physischen Abwicklungsbetrags** zurückzahlen, anstatt den Finalen Rückzahlungsbetrag zu zahlen; ein sich ergebender Bruchteilsaktienbetrag wird in der Festgelegten Währung gezahlt.

Mit:

**FRB** bedeutet 65,00%

**Wertentwicklung\_FR** bedeutet Schlechteste Wertentwicklung; und

**Slechteste Wertentwicklung** bedeutet das Ergebnis der folgenden Formel ist, ausgedrückt als Prozentsatz:

**Mini<sup>N</sup> Wertentwicklung(i)**

Mit:

**N** bedeutet die Gesamtzahl der Basiswerte (i)

**Wertentwicklung (i)** bedeutet, in Bezug auf jeden Basiswert(i), der den Korb bildet, das Ergebnis der folgenden Formel, ausgedrückt als Prozentsatz:

$$\frac{\text{Wert des Basiswerts}_{2i}}{\text{Wert des Basiswerts}_{1i}}$$

**Wert des Basiswerts<sub>2i</sub>** bedeutet der Wert des Basiswerts am 28. August 2025 (der **Bewertungstag für die Rückzahlung**);

**Wert des Basiswerts<sub>1i</sub>** bedeutet der entsprechende Wert des Basiswerts am 28. August 2024 (der **Anfänglichen Bewertungstag**);

**Wert des Basiswerts** bedeutet den Schlusskurs des entsprechenden Werts des Basiswerts(i) am Anfänglichen Bewertungstag oder am Bewertungstag für die Rückzahlung, je nach Sachlage;

**Korb** bedeutet:

i	Basiswert	Wert des Basiswerts <sub>1i</sub>
1	<b>DEUTSCHE BANK AG-REGISTERED</b>	-
2	<b>SIEMENS AG-REG</b>	-
3	<b>SAP SE</b>	-

**Anzahl der zu liefernden Aktien** bedeutet die Anzahl der Aktien, abgerundet auf die kleinere ganze Einheit des Basiswerts(i);

**Anzahl der Aktien** bedeutet die Anzahl der Einheiten des Basiswerts(i), die sich aus der Division des Nominalbetrags durch den entsprechenden Physischen Abwicklungs-Aktienkurs ergeben, gegebenenfalls umgerechnet in die Abwicklungswährung unter Verwendung des Wechselkurses;

**Physischer Abwicklungsbetrag** bedeutet die Anzahl der zu liefernden Aktien;

**Physischer Abwicklungs-Aktienkurs** bedeutet 100,00% des Werts des Basiswerts<sub>1i</sub> der Physischen Abwicklungs-Aktie;

**Physische Abwicklungs-Aktie** bedeutet der entsprechende Basiswert mit der schlechtesten Wertentwicklung;

**Wechselkurs** bedeutet den Umrechnungskurs zwischen der Festgelegten Währung und der Währung der entsprechenden Physischen Abwicklungs-Aktie, wie auf der Bloomberg Seite BFIX zum jeweiligen Zeitpunkt am Bewertungstag für die Rückzahlung angezeigt;

**Bruchteilsaktienbetrag** bedeutet einen Betrag pro Anleihe, der dem Produkt aus Bruchteilsaktie und dem entsprechenden Wert des Basiswerts<sub>2i</sub> entspricht, gegebenenfalls umgerechnet in die Abwicklungswährung unter Verwendung des Wechselkurses; und

**Bruchteilsaktie** bedeutet je Anleihe jeder Bruchteile einer Einheit des Basiswerts(i), der sich aus der Bestimmung der Anzahl der zu liefernden **Aktien** ergibt (abgerundet auf drei Dezimalstellen).

Andere Rückzahlungsereignisse:

Während der Laufzeit der Anleihen können diese auch zu ihrem Marktwert zurückgezahlt werden:

- nach Wahl der Emittentin im Falle von Rechtswidrigkeit oder höherer Gewalt oder bei aufsichtsrechtlichen oder obligatorischen Rückverkäufen; oder
- nach Wahl der Inhaber im Falle eines Ausfalls oder einer Steueränderung, die zu einem Quellensteuerfall führt, und im Falle eines FATCA-Quellensteuerfalls.

Die Emittentin kann jederzeit Anleihen an der Börse oder außerbörslich zu einem mit dem/den Verkäufer(n) vereinbarten Preis zurückkaufen, vorbehaltlich der geltenden Gesetze und Vorschriften.

### 3.2 Wo werden die Wertpapiere gehandelt?

Die Anleihen werden voraussichtlich am oder so bald wie möglich nach dem Ausgabetag zum Handel im **Freiverkehr (Open Market) der Baden-Württembergischen Wertpapierbörse GmbH (Boerse Stuttgart)**, einem multilateralen Handelssystem im Sinne der Richtlinie 2014/65/EU des Europäischen Parlaments und des Rates vom 15. Mai 2014 in der jeweils geltenden Fassung, zugelassen.

### 3.3 Besteht für die Wertpapiere eine Garantie?

Die Emission der Anleihen unterliegt einer unabhängigen, auf erste Anforderung zahlbaren Sicherheit, die von Crédit Agricole CIB (die **Garantin**) in Bezug auf alle Beträge gewährt wird, die von den Inhabern der Anleihen beansprucht werden können (die **Garantie**).

Die Garantin ist die unmittelbare Muttergesellschaft der Emittentin, an der sie eine Beteiligung von 99,80% hält und somit die Emittentin kontrolliert. Die Rechtsträgerkennung (LEI) von Crédit Agricole CIB lautet 1VUV7VQFKUOQSJ21A208.

Die nachfolgenden Tabellen zeigen ausgewählte wesentliche Finanzinformationen der Garantin (im Sinne der Delegierten Verordnung (EU) 2019/979, die aufgrund des EUWA (Delegierte Verordnung des Vereinigten Königreichs) Teil des innerstaatlichen Rechts ist, für die zum 31. Dezember 2022 und 31. Dezember 2023 endenden Geschäftsjahre (alle Zahlen sind in Millionen Euro angegeben):

#### A. Gewinn- und Verlustrechnung für Kreditinstitute

	<b>31/12/2022 (geprüft)</b>	<b>31/12/2023 (geprüft)</b>
Nettozinsertrag (oder äquivalent)	3.828	3.835
Nettogeühren und Provisionserträge	905	822
Netto-Wertminderungsaufwand für finanzielle Vermögenswerte	(-)	(-)
Netto-Handelsergebnis	1.918	2.661
Vom Emittenten im Jahresabschluss verwendeter Maßstab für die finanzielle Leistungsfähigkeit, wie z.B. das Betriebsergebnis	2.593	2.952
Jahresüberschuss oder -fehlbetrag (im Konzernabschluss: den Anteilseignern des Mutterunternehmens zurechenbarer Jahresüberschuss oder -fehlbetrag), d. h. Jahresüberschuss Konzernanteil	1.838	2.241

#### B. Bilanz für Kreditinstitute

	<b>31/12/2022 (geprüft)</b>	<b>31/12/2023 (geprüft)</b>	Wert als Ergebnis des letzten aufsichtlichen Überprüfungs- und Bewertungsprozesses ('SREP') (ungeprüft)
Gesamtvermögen	728.202	757.367	Nicht anwendbar
Vorrangige Verbindlichkeiten	68.389	69.960	Nicht anwendbar
Nachrangige	4.293	4.254	Nicht anwendbar
Darlehen und Forderungen von Kunden (netto)	179.186	172.624	Nicht anwendbar

Kundeneinlagen	186.851	183.332	Nicht anwendbar
Gesamteigenkapital	28.378	30.068	Nicht anwendbar
Notleidende Kredite (basierend auf dem Bruttobuchwert) / Darlehen und Forderungen	1,9%	1,6%	Nicht anwendbar
Phased-in harte Kernkapitalquote (CET1) oder andere relevante aufsichtsrechtliche Kapitaladäquanzquote je nach Emission	11,6%	12,7%	8,26% am 31. Dezember 2023
Phased-in Gesamtkapitalquote	21,9%	23,4%	12,42% am 31. Dezember 2022
Hebelverhältnis berechnet auf Grundlage des geltenden Rechtsrahmens	3,9%	3,8%	3,00%

### C. Qualifikationen im Prüfbericht

Die Prüfberichte beinhalten keine Qualifikationen hinsichtlich der historischen Finanzinformationen der Crédit Agricole CIB.

### D. Hauptrisikofaktoren hinsichtlich der Garantin

Crédit Agricole CIB ist bei der Ausübung ihrer Geschäftstätigkeit hauptsächlich den folgenden Risikokategorien ausgesetzt:

- 1) Kredit- und Gegenparteiisiken, welche Kreditrisiken in Bezug auf die Gegenparteien ihrer Unternehmen und Finanzinstitute umfassen, Risiken in Bezug auf erhebliche Branchen- oder Einzelkonzentration, Gegenparteiisiken bei Markttransaktionen, Kreditrisiken im Zusammenhang mit Verbriefungstransaktionen sowie Länder- und Staatsrisiken;
- 2) Finanzielle Risiken, zu denen das Marktrisiko, das Risiko der Wertänderung ihres Wertpapierportfolios, das Wechselkursrisiko, das Liquiditätsrisiko, das Risiko der Wertänderung von Kapitalbeteiligungen und das globale Zinsrisiko gehören; und
- 3) Operative Risiken und damit zusammenhängende Risiken, die die Einhaltung von Vorschriften und rechtliche Risiken sowie andere operative Risiken, einschließlich der Risiken für die Sicherheit der Informationssysteme, umfassen;
- 4) Geschäftsrisiken, die systemische Risiken (negative Auswirkungen ungünstiger wirtschaftlicher und finanzieller Bedingungen sowie Änderungen von Gesetzen und Vorschriften) oder strategische Risiken umfassen;
- 5) Klima und Umweltrisiken;
- 6) Risiken im Zusammenhang mit der Struktur der Crédit Agricole Gruppe.

### **3.4 Welche wesentlichen Risiken bestehen im Hinblick auf die Anleihen?**

Es gibt Risikofaktoren, die für die Bewertung der mit den Anleihen verbundenen Risiken wesentlich sind, darunter die Folgenden:

- 1) Der Handelskurs der Anleihen kann ebenso schnell fallen wie steigen, und die Anleihehaber können einen Gesamtverlust ihrer Anlage erleiden;
- 2) Zum Emissionszeitpunkt gibt es für die Anleihen möglicherweise keinen etablierten Handelsmarkt, und möglicherweise kann sich ein solcher auch nie entwickeln. Sollte sich ein Markt entwickeln, ist er möglicherweise nicht sehr liquide. Illiquidität kann sich nachteilig auf den Marktwert der Anleihen auswirken;



- 3) Die Umsetzung der EU-Bankensanierungs- und -abwicklungsrichtlinie in Frankreich könnte die Rechte der Anleihegläubiger, den Preis oder Wert ihrer Anlage in die Anleihe und die Fähigkeit der Garantin, ihren Verpflichtungen aus den Anleihen nachzukommen, erheblich beeinträchtigen;
- 4) Das französische Insolvenzrecht könnte sich im Falle der Insolvenz der Emittentin, der Garantin oder ihrer Tochtergesellschaften nachteilig auf die Rückzahlungsansprüche der Anleihegläubiger auswirken und den Marktwert der Anleihen erheblich beeinträchtigen;
- 5) Das Risiko im Zusammenhang mit dem unbesicherten Charakter der Anleihen und der Garantie, dem Fehlen eines negativen Pfandrechts und von Verschuldungsbeschränkungen in Bezug auf die Emittentin und die Garantin, die sich allesamt nachteilig auf den Marktwert der Anleihen auswirken könnten;
- 6) Die optionale Rückzahlungsfunktion der Anleihen kann sich negativ auf den Marktwert der Anleihen auswirken;
- 7) Der Finale Rückzahlungsbetrag der Anleihen ist abhängig von Änderungen des Marktwerts des Basiswerts, welche den Marktwert der Anleihen nachteilig beeinflussen können. Außerdem kann der Finale Rückzahlungsbetrag kleiner als der Nennbetrag der Anleihen sein und die Anleihegläubiger können den gesamten oder einen Teil des investierten Kapitalbetrags verlieren;
- 8) Eine Investition in die Anleihen verleiht keine rechtlichen oder wirtschaftlichen Ansprüche an dem Basiswert oder irgendwelche Stimmrechte, Dividendenansprüche oder andere Rechte, die ein Inhaber des Basiswerts haben könnte. Etwaige Wertverluste der Anleihen können nicht durch andere Einkünfte ausgeglichen werden; und
- 9) Die Anleihen sind nicht kapitalgeschützt und Anleger sind der Wertentwicklung des Basiswerts ausgesetzt; dementsprechend sind sie dem Risiko ausgesetzt, ihre Anlage ganz oder teilweise zu verlieren, wenn sich der Wert des Basiswerts nicht in eine positive Richtung entwickelt.

#### **4. BASISINFORMATIONEN ÜBER DAS ÖFFENTLICHE ANGEBOT DER WERTPAPIERE UND/ODER DIE ZULASSUNG ZUM HANDEL AN EINEM GEREGLTEN MARKT**

##### **4.1 Unter welchen Bedingungen und nach welchem Zeitplan kann ich in diese Wertpapiere investieren?**

Die Anleihen werden für einen Betrag von bis zu EUR 10.000.000 angeboten.

Die Anleihen werden voraussichtlich am oder so bald wie möglich nach dem Ausgabebetrag zum Handel im **Freiverkehr (Open Market) der Baden-Württembergischen Wertpapierbörse GmbH (Boerse Stuttgart)**, einem multilateralen Handelssystem im Sinne der Richtlinie 2014/65/EU des Europäischen Parlaments und des Rates vom 15. Mai 2014 in der jeweils geltenden Fassung, zugelassen.

Die Anleihen werden geeigneten Gegenparteien, professionellen Kunden und/oder Kleinanlegern während eines Zeitraums vom 31. Juli 2024 bis zum 28. August 2024 (der **Angebotszeitraum**) in Österreich und Kroatien angeboten, vorbehaltlich (i) einer Zulassung der Anleihen zum Handel und (ii) einer vorzeitigen Beendigung des Angebotszeitraums im alleinigen und uneingeschränkten Ermessen der Emittentin, abhängig von den Marktbedingungen, wie nachstehend beschrieben.

(a) Potenzielle Anleger können während der Angebotsfrist einen Antrag auf Zeichnung von Anleihen stellen. Der Angebotszeitraum kann jederzeit und aus beliebigen Gründen verkürzt oder verlängert werden. In einem solchen Fall wird die Emittentin die Anleger so bald wie möglich vor dem Ende des Angebotszeitraums durch eine auf ihrer Website (<http://www.documentation.ca-cib.com/IssuanceProgram>) veröffentlichte Mitteilung informieren.

(b) Anträge für die Anleihen können während des Angebotszeitraums über die Vertriebsstelle (wie unten definiert) gestellt werden. Die Anträge können in Übereinstimmung mit den üblichen Verfahren der Vertriebsstelle gestellt werden. Potenzielle Anleger müssen im Zusammenhang mit der Zeichnung der Anleihen keine vertraglichen Vereinbarungen direkt mit der Emittentin oder dem Dealer (wie nachstehend definiert) treffen.

(c) Ein potenzieller Anleger zeichnet die Anleihen gemäß den mit der Vertriebsstelle vereinbarten allgemeinen Vereinbarungen über die Zeichnung von Wertpapieren.

(d) Die Anleihen werden auf der Grundlage von Lieferung gegen Zahlung angeboten. Die den Anlegern angebotenen Anleihen werden am Ausgabebetrag gegen Zahlung der Bruttozeichnungsbeträge an die Emittentin durch die Vertriebsstelle über den Dealer ausgegeben. Jeder Anleger wird von der Vertriebsstelle über die Abwicklungsmodalitäten für die Anleihen zum Zeitpunkt der Antragstellung informiert.

Die Emittentin geht davon aus, dass die Anleihen am oder um den Ausgabetag herum auf das jeweilige Wertschriftenkonto des Anlegers geliefert werden. Die Antragsteller werden direkt von der Vertriebsstelle über den Erfolg ihres Antrags benachrichtigt. Der Handel mit den Anleihen kann am Ausgabetag beginnen.

Erfolgt die Zeichnung der Anleihen nach Abschluss des Angebots, wird der Auftrag automatisch storniert und der Zeichnungserlös wird dem betreffenden Anleger gemäß den Anweisungen, die dem Crédit Agricole CIB zum Zeitpunkt des Zeichnungsantrags mitgeteilt wurden, zurückerstattet. Zeichnungsanträge für Anleihen werden im Rahmen der verfügbaren Anzahl von Anleihen entgegengenommen. Die Zeichnungsaufträge für die Anleihen können im Falle einer Überzeichnung gekürzt werden, und die überschüssigen Erlöse werden von Crédit Agricole CIB an den Anleger zurückgezahlt.

Jede Vertriebsstelle (wie unten definiert) erhält eine Gesamtprovision in Höhe von maximal 1,25% des Gesamtnennbetrags der Anleihen (entspricht 1,24% p.a., unter der Annahme, dass die Wertpapiere bis zu ihrem geplanten Rückzahlungsdatum ausstehend sind).

Schätzung der Gesamtkosten: EUR 250, einschließlich der Kosten für die Börsennotierung und gegebenenfalls ohne die Gebühren der Aufsichtsbehörden. Den Anlegern werden keine Kosten in Rechnung gestellt.

#### **4.2 Wer ist der Anbieter?**

(i) Crédit Agricole CIB (der **Dealer**) und (ii) ERSTE GROUP BANK AG (die **Vertriebsstelle**), und (iii) jeder weitere von der Emittentin ernannte und auf der Website <https://www.documentation.ca-cib.com/PublicFinalTerm?region=EU> angegebene Finanzintermediär und (iv) jeder Finanzintermediär, der auf seiner Website angibt, dass er den Prospekt gemäß den unter „Retail Cascades“ im Basisprospekt dargelegten Bedingungen verwendet, kann die Anleihen anbieten.

#### **4.3 Weshalb wird dieser Prospekt vorbereitet?**

A. Nettoerlös und Ertragsverwendung

Der geschätzte Nettoerlös aus der Emission der Anleihen beträgt bis zu EUR 10.000.000.

Der geschätzte Nettoerlös wird für den allgemeinen Finanzierungsbedarf der Emittentin verwendet.

B. Übernahmevertrag:

Nicht anwendbar – das Angebot ist nicht Gegenstand eines Übernahmevertrags.

C. Interessenkonflikte:

Die Garantin ist auch die Berechnungsstelle; infolgedessen können Interessenkonflikte zwischen der Berechnungsstelle und den Anleihegläubigern bestehen, insbesondere in Bezug auf bestimmte Festlegungen und Bestimmungen, die die Berechnungsstelle gemäß den Bedingungen treffen kann und die sich auf die unter den Anleihen fälligen Beträge auswirken können.

## SAŽETAK ODREĐENIH PITANJA

### 1. UVOD I ODRICANJA OD ODGOVORNOSTI

Crédit Agricole CIB Financial Solutions (**Crédit Agricole CIB FS** ili **Izdavatelj**) je društvo s ograničenom odgovornošću s upravnim odborom, čije se registrirano sjedište nalazi na adresi 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, Francuska. LEI oznaka (*Legal Entity Identifier*) Izdavatelja je: 969500HUHIE5GG515X42.

Dužnički vrijednosni papiri koje je izdao Izdavatelj (**Vrijednosni papiri**) su strukturirani vrijednosni papiri čiji povrat ovisi o uspješnosti dionice uključene u košaricu dionica. Vrijednosni papiri označeni su ISIN kodom **XS2812221393**.

Ovaj dokument predstavlja Sažetak Prospekta (**Sažetak**) za potrebe Uredbe (EU) 2017/1129, kako je izmijenjena (**Uredba o prospektu**) i mora se čitati zajedno s:

- osnovnim prospektom od 10. svibnja 2024. i bilo kojom dopunom osnovnog prospekta, koju je odobrio CSSF iz Luksemburga, 283 route d'Arlon L-1150 Luxembourg,, email: [direction@cssf.lu](mailto:direction@cssf.lu), kao nadležno tijelo u skladu s Uredbom o prospektu (**Osnovni prospekt**) dovršenim s

- Konačnim uvjetima od 31 srpnja 2024. (**Konačni uvjeti**),

koji zajedno čine prospekt za potrebe Uredbe o prospektu, koji sadržava potrebne informacije o izdavatelju i vrijednosnim papirima koji se nude javnosti ili koji će se uvrstiti za trgovanje na uređenom tržištu (**Prospekt**).

Potpune informacije o Izdavatelju, Jamcu i ponudi Dužničkih vrijednosnih papira dostupne su samo na temelju kombinacije Osnovnog prospekta i Konačnih uvjeta..

#### Upozorenje čitatelju

Ovaj sažetak treba tumačiti kao uvod u Prospekt. Svaka odluka o ulaganju u Dužničke vrijednosne papire trebala bi se temeljiti na temeljitom pregledu Prospekta u cjelini, uključujući Osnovni prospekt, sve dokumente uključene upućivanjem na njih, bilo koji dodatak s vremena na vrijeme i Konačne uvjete, od strane ulagatelja.

Ulagatelj može izgubiti cijeli ili dio kapitala uloženog u Dužničke vrijednosne papire koje je izdao Izdavatelj. Ako se tužba koja se odnosi na informacije sadržane u Prospektu pokrene pred sudom, od ulagatelja koji podnese tužbu može se, u skladu s nacionalnim pravom, zahtijevati da snosi troškove prevođenja Prospekta prije početka sudskog postupka.

Građanskopravna odgovornost moći će se potraživati samo od osoba koje su podnijele Sažetak, uključujući bilo koji njegov prijevod, ali samo ako se utvrdi da je sadržaj Sažetka obmanjujući, netočan ili nedosljedan kada se čita zajedno s drugim dijelovima Prospekta ili ako ne pruža, kada se čita zajedno s ostalim dijelovima Prospekta, ključne informacije za pomoć ulagačima pri razmatranju ulaganja u takve Dužničke vrijednosne papire.

*Spremate se kupiti proizvod koji nije jednostavan i kojeg može biti teško razumjeti.*

### 2. KLJUČNE INFORMACIJE O IZDAVATELJU

#### 2.1 Tko je izdavatelj vrijednosnih papira?

Crédit Agricole CIB FS društvo je s ograničenom odgovornošću osnovano 30. prosinca 2003. u skladu sa zakonima Republike Francuske kao društvo s ograničenom odgovornošću (fran. „société anonyme”), kojim upravlja upravni odbor, registrirano pri: fran. *Registre du Commerce et des Sociétés de Nanterre* pod oznakom SIRET 45142804900014, a čije registrirano sjedište se nalazi na adresi 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, Francuska. Njegova LEI oznaka (*Legal Entity Identifier*) je 969500HUHIE5GG515X42.

#### A. Glavne djelatnosti

Crédit Agricole CIB FS obavlja djelatnost izdavanja dužničkih vrijednosnih papira.

#### B. Organizacijska struktura / Glavni dioničari

Crédit Agricole Korporativna i Investicijska banka (**Crédit Agricole CIB**) i njezina konsolidirana društva kćeri uzeti kao cjelina (**Crédit Agricole CIB Grupa**) uključuje društvo Crédit Agricole CIB FS, koje je konsolidirano društvo kći društva Crédit Agricole CIB. Crédit Agricole CIB FS nema društava kćeri. Crédit Agricole CIB, pravnog oblika društva s ograničenom odgovornošću (fran. *société anonyme*) te osnovanog u Francuskoj, je

neposredno društvo majka društva Crédit Agricole CIB FS-a s 99,80 % udjela u njemu te stoga posljedično i kontrolira društvo Crédit Agricole CIB FS.

#### C. Ključni rukovoditelji

Predsjednik upravnog odbora i glavni izvršni direktor Izdavatelja je Christine CREMEL.

#### D. Ovlašteni revizori

Ovlašteni revizor Crédit Agricole CIB FS-a je PricewaterhouseCoopers Audit, 63 rue de Villiers, 92200 Neuilly sur Seine, Francuska, koje je član *Compagnie régionale des commissaires aux comptes de Versailles*.

Zamjenik ovlaštenog revizora Izdavatelja je Jean-Baptiste Deschryver, 63 rue de Villiers, 92200 Neuilly sur Seine, Francuska, koji je član *Compagnie régionale des commissaires aux comptes de Versailles*.

### 2.2 Koje su ključne financijske informacije koje se tiču Izdavatelja?

U sljedećim tablicama prikazane su odabrane ključne financijske informacije (u smislu Delegirane Uredbe (EU) 2019/979) Izdavatelja za financijsku godinu koja je završila 31. prosinca 2022. i 31. prosinca 2023. (svi su iznosi izraženi u tisućama eura):

#### E. Račun dobiti i gubitka

	<b>31.12.2022. (revidirano)</b>	<b>31.12.2023. (revidirano)</b>
Operativna dobit/gubitak ili druga slična mjera financijskog učinka koju izdavatelj koristi u financijskim izvještajima	96.137	254.176

#### F. Bilanca stanja nevlasničkih vrijednosnih papira

	<b>31.12.2022. (revidirano)</b>	<b>31.12.2023. (revidirano)</b>
Neto financijski dug (dugoročni dug uvećan za kratkoročni dug umanjen za gotovinu)	9,058,245,721	20,138,279,064
Trenutni omjer (kratkoročna imovina/ kratkoročne obveze)	Nije primjenjivo	Nije primjenjivo
Omjer duga i kapitala (ukupne obveze/ukupni vlasnički kapital dioničara)	44,164	92,265
Omjer pokrića kamata (operativni prihod / trošak kamata)	Nije primjenjivo	Nije primjenjivo

#### G. Izvjeshće o novčanom toku za nevlasničke vrijednosne papire

	<b>31.12.2022. (revidirano)</b>	<b>31.12.2023. (revidirano)</b>
Neto novčani tokovi od poslovnih aktivnosti	(1,784,648,545)	(11,079,878,319)
Neto novčani tokovi od financijskih aktivnosti	1,785,335,290	11,080,033,343

Neto novčani tokovi od investicijskih aktivnosti	Nije primjenjivo	Nije primjenjivo
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#### H. Kvalifikacije u revizorskom izvješću

Revizorska izvješća ne sadržavaju nikakve kvalifikacije u vezi s povijesnim financijskim informacijama društva Crédit Agricole CIB FS.

#### 2.3 Koji su specifični rizici Izdavatelja?

Utvrđeno je da su sljedeći rizici značajni i specifični za Izdavatelja te da će, ako se ostvare, imati znatan negativan učinak na njegovu poslovnu aktivnost, njegov financijski položaj i pristup različitim izvorima financiranja:

- 1) Crédit Agricole CIB FS bi mogao pretrpjeti gubitke ako bi se pokrenuo postupak sanacije ili ako bi se financijska situacija Grupe znatno pogoršala; i
- 2) Crédit Agricole CIB FS uvelike ovisi o Crédit Agricole CIB-u, društvu majci. Osim toga, Crédit Agricole CIB FS snosi kreditni rizik za društvo Crédit Agricole CIB koje je jedina druga ugovorna strana za financijske transakcije društva Crédit Agricole CIB FS.

### 3. KLJUČNE INFORMACIJE O VRIJEDNOSNIM PAPIRIMA

#### 3.1 Koje su glavne karakteristike vrijednosnih papira?

##### F. Općenito

Vrijednosni papiri koje će izdati Izdavatelj su strukturirani vrijednosni papiri čiji povrat ovisi o uspješnosti dionice uključene u košaricu dionica (svaki; **Temeljni instrument(i)**). Informacije o prošlim i budućim uspjesima svakog Temelnog instrumenta bit će objavljeno na Bloombergu ( Bloomberg Ticker: DBK GY za DEUTSCHE BANK AGREGISTERED, Bloomberg Ticker: SIE GY za SIEMENS AG-REG i Bloomberg Ticker: SAP GY za SAP SE). Dužnički vrijednosni papiri koje izdaje Izdavatelj bit će identificirani samo putem ISIN koda **XS2812221393**.

Dužnički vrijednosni papiri su denominirani u eurima (EUR); također **Određena valuta**), a bilo koji iznos kamata i bilo koji iznos otplate koji treba platiti bit će u Određenoj valuti.

Maksimalni nominalni iznos ponuđenih Vrijednosnih papira je do 10.000.000 EUR, iskazan putem 10.000 Dužničkih vrijednosnih papira s nominalnim iznosom od po 1.000 EUR za svaki (**Nominalni iznos**). Cijena izdanja je 100,00% ukupnog nominalnog iznosa Dužničkih vrijednosnih papira.

Minimalna veličina za trgovanje je 1.000 EUR u ukupnom nominalnom iznosu.

Dužnički vrijednosni papiri bit će izdani 30. kolovoza 2024. (**Datum izdanja**) u obliku novih globalnih dužničkih vrijednosnih papira na donositelja. Datum dospijeca Dužničkih vrijednosnih papira bit će 1. rujna 2025. (**Datum dospijeca**), podložno bilo kojem datumu ranije otplate.

Na Vrijednosne papire primjenjuje se englesko pravo.

##### G. Ocjene

Nije primjenjivo, Dužnički vrijednosni papiri nisu ocijenjeni.

##### H. Opis prava, rangiranja i ograničenja vezanih uz Dužničke vrijednosne papire

*Rang:* predstavljaju izravne, nepodređene i zajamčene obveze Izdavatelja i rangirani su i bit će rangirani kao *pari passu* između sebe te (podložno određenim iznimkama utvrđenim zakonom) jednako sa svim ostalim neosiguranim obvezama (osim podređenih obveza, ako ih ima) Izdavatelja, sadašnjim i budućim.

*Događaji ranije otplate:* opći uvjeti Dužničkih vrijednosnih papira predviđaju događaje koji uzrokuju raniju otplatu Dužničkih vrijednosnih papira. Dužnički vrijednosni papiri će postati dospjeli i plativi nakon obavijesti Ulagačeljima koja slijedi nakon pojave bilo kojih takvih događaja ranije otplate.

*Zamjena:* Crédit Agricole S.A. može se zamijeniti sa Crédit Agricole CIB kao Jamcem u odnosu na Dužničke vrijednosne papire na temelju zajedničke odluke društva Crédit Agricole S.A. i društva Crédit Agricole CIB, bez suglasnosti imatelja Dužničke vrijednosne papire. (**Imatelji**).

##### I. Kamata

Pod uvjetom da Vrijednosni papiri nisu bili otplaćeni ranije, ulagatelj će primiti na svaki od **Datuma plaćanja kamate**, a kako je specificirano u tablici ispod, iznos gotovine po Vrijednosnom papiru u Određenoj valuti (**Iznos kamate**) utvrđen sljedećom formulom: **Nominalni iznos x Fiksna stopa(t)**

Pri čemu:

**Fiksna stopa(t)** znači odnosna Fiksni stopa specificiran u tablici ispod koja odgovara odgovara odnosnom Datumu plaćanja kamate.

t	Datum isplate kamata	Fiksna stopa
1	01/09/2025	10.2500%

#### J. Otplata

Automatska ranija otplata:

Nije primjenjivo.

Konačna otplata:

Pod uvjetom da nisu ranije otplaćeni, Vrijednosni papiri bit će otplaćeni na Datum dospijeća u Nominalnom iznosu. Ulagatelj će zaprimiti iznos u gotovini u iznosu po Vrijednosnom papiru u Određenoj valuti jednak sljedećem Konačnom Iznosu Otplate:

#### **Nominalni iznos x (Referentna cijena x Isplata pri Otplati)**

Pri čemu:

**Referentna cijena** znači 100,00%, a

**Isplata pri Otplati** će se izračunati kako slijedi:

- (i) ako je **Uspješnost\_FR** veća ili jednaka **FRB1** na Datum promatranja otplate: 100.00%
- (ii) u suprotnom, Izdavatelj će otplatiti sve Vrijednosne papire povezane s dionicama Isporukom Iznosa Fizičke namire umjesto plaćanja Iznosa Konačne otplate; bilo koji Iznos Djelomične Dionice bit će plaćen u Određenoj valuti

Pri čemu:

**FRB1** podrazumijeva 65.00%

**Uspješnost FR** podrazumijeva Najlošiju uspješnost, predstavlja rezultat sljedeće formule izražen kao postotak:

$$\text{Min}_i^N \text{Uspješnost}(i)$$

pri čemu:

**N** podrazumijeva ukupni broj Temeljnih instrumenata

**Uspješnost(i)** podrazumijeva, u odnosu na svaki Temeljni instrument od kojih se sastoji košarica, iznos sljedeće formule izražene kao postotak:

$$\frac{\text{Vrijednost Temeljnog Instrumenta}_{2i}}{\text{Vrijednost Temeljnog Instrumenta}_{1i}}$$

$$\text{Vrijednost Temeljnog Instrumenta}_{1i}$$

**Vrijednost Temelnog instrumenta<sub>2i</sub>** podrazumijeva Vrijednost Temelnog instrumenta na datum 28. kolovoza 2025. (**Datum promatranja otplate**)

**Vrijednost Temelnog instrumenta<sub>1i</sub>** podrazumijeva Vrijednost Temelnog instrumenta na datum 28. kolovoza 2024. (**Početni Datum promatranja**)

**Vrijednost Temelnog instrumenta** podrazumijeva konačna cijena relevantnog Temelnog instrumenta na Početni datum promatranja ili Datum promatranje otplate, ovisno o slučaju:

**Košarica** znači:

<b>i</b>	<b>Temeljni instrument</b>	<b>Vrijednost Temelnog instrumenta<sub>1i</sub></b>
4	<b>DEUTSCHE BANK AGREGISTERED</b>	-
5	<b>SIEMENS AG-REG</b>	-
6	<b>SAP SE</b>	-

**Broj dionica za isporuku** podrazumijeva **Broj dionica**, zaokružen na niži cijeli iznos jedinice Temelnog instrumenta;

**Broj dionica** podrazumijeva broj jedinica Temelnog instrumenta(i) koji proizlazi iz dijeljenja Nominalnog iznosa s Cijenom Dionice pri relevantnoj Fizičkoj namiri, preračunato, po potrebi, u Valutu Namire koristeći Valutni tečaj;

**Iznos Fizičke namire** podrazumijeva Broj dionica za isporuku;

**Cijena Dionice pri Fizičkoj namiri** podrazumijeva 100.00 % od Vrijednosti temeljnog instrumenta<sub>1i</sub> od Dionice pri Fizičkoj namiri;

**Dionica pri Fizičkoj namiri** podrazumijeva relevantni Temeljni instrument koji ima Najlošiju uspješnost

**Valutni tečaj** podrazumijeva tečaj preračuna između Određene valute i valute Dionice pri Fizičkoj namiri, kako je prikazano na stranici Bloomberg BFIX u datom trenutku na Datum promatranja otplate;

**Iznos Djelomične dionice** podrazumijeva iznos po Vrijednosnom papiru jednak umnošku Djelomične dionice i Vrijednosti Temelnog Instrumenta<sub>2i</sub> preračunato po potrebi u Određenu valutu koristeći Valutni tečaj; i

**Djelomična dionica** podrazumijeva, po Vrijednosnom papiru, svaki dio jedinice relevantnog Temelnog instrumenta(i) koji proizlazi iz utvrđenog Broja dionica za isporuku (zaokruženo na nižu treću decimalu).

Ostali događaji ranije otplate:

Tijekom vijeka trajanja, Vrijednosni papiri mogu se otplatiti i po njihovoj fer tržišnoj vrijednosti:

- od strane Izdavatelja, nakon događaja nezakonitosti ili događaja više sile ili radi regulativne ili obvezne preprodaje; ili
- od strane imatelja, u slučaju neispunjavanja obveza, ili u slučaju povećanja poreza po odbitku ili u FATCA slučaju poreza po odbitku

Izdavatelj može u svakom trenutku otplatiti Vrijednosne papire na Burzi ili izvan nje po cijeni dogovorenoj sa prodavačem/ima, u skladu s mjerodavnim pravom i propisima.

### 3.2 Gdje će se trgovati vrijednosnim papirima?

Očekuje se da će se Dužnički vrijednosni papiri uvrstiti na trgovanje na Datum izdanja ili što je prije praktično moguće nakon Datuma izdanja, na Freiverkehr / neuređenom neslužbenom tržištu Stuttgartske burze (Boerse Stuttgart), uređeno tržište u smislu Direktive 2014/65/EU Europskog parlamenta i Vijeća od 15. svibnja 2014., kako je izmijenjena.

### 3.3 Jesu li vrijednosni papiri pokriveni jamstvom?

Izdavanje Dužničkih vrijednosnih papira podložno je neovisnom jamstvu na prvi poziv koji je odobrilo društvo Crédit Agricole CIB (**Jamac**) u vezi s bilo kojim iznosom koji može biti tražen od imatelja u vezi s Dužničkim vrijednosnim papirima (**Jamstvo**).

Jamac je neposredno društvo majka Izdavatelja, u kojem ima 99,80% udjela te posljedično kontrolira Izdavatelja. LEI oznaka (*Legal Entity Identifier*) Crédit Agricole CIB je 1VUV7VQFKUOQSJ21A208

U sljedećim tablicama prikazane su odabrane ključne financijske informacije (u smislu Delegirane uredbe (EU) 2019/979), obzirom da je dijelom nacionalnog prava prema EUWA (UK delegirana uredba) Jamca za financijsku godinu koja je završila s 31. prosincem 2022. i 31. prosinca 2023.. (svi iznosi izraženi u milijunima eura):

A. Račun dobiti i gubitka za financijske institucije

	<b>31.12.2022.</b> <b>(revidirano)</b>	<b>31.12.2023.</b> <b>(revidirano)</b>
Neto prihod od kamata (ili ekvivalent)	3,828	3,835
Neto prihod od naknada i provizija	905	822
Neto gubitak od umanjenja vrijednosti financijske imovine	[-]	[-]
Neto prihod od trgovanja	1,918	2.661
Mjera financijske uspješnosti koju izdavatelj koristi u financijskim izvještajima, kao što je operativna dobit	2,593	2.952
Neto dobit ili gubitak (za konsolidirana financijska izvješća neto dobit ili gubitak koji pripada dioničarima društva majke) (tj. Neto dobit Grupnog udjela)	1,838	2.241

B. Stanje bilance za kreditne institucije

	<b>31.12.2022.</b> <b>(revidirano)</b>	<b>31.12.2023.</b> <b>(revidirano)</b>	Vrijednost kao rezultat najnovijeg postupka nadzorne provjere i evaluacije (eng. „SREP“) (nerevidirano)
Ukupna imovina	728,202	757.367,202	Nije primjenjivo
Nadređeni dug	68,389	69,960	Nije primjenjivo
Podređeni dug	4,293	4,254	Nije primjenjivo
Zajmovi i potraživanja od korisnika (neto)	179,186	172,624	Nije primjenjivo
Polozi korisnika	186,851	183,332	Nije primjenjivo
Ukupni kapital	28,378	30,068	Nije primjenjivo
Neprihodonosni krediti (NPLs) (na temelju bruto iznosa nosive/obračunske vrijednosti)/Zajmovi i potraživanja	1.9%	1.6%	Nije primjenjivo
Postupno uvođen omjer zajedničkog kapitala prve razine (CET1) ili drugi	11.6%	12.7%	8.26% 31. prosinca 2023.



mjerodavan prudencijalni omjer adekvatnosti kapitala, ovisno o emisiji			
Omjer postupno uvedenog ukupnog kapitala	21.9%	23.4%	12.42% 31. prosinca 2022.
Omjer financijske poluge izračunan u skladu s primjenjivim regulatornim okvirom	3.9%	3.8%	3.0%

### C. Kvalifikacije u revizorskom izvješću

Revizijska izvješća ne sadržavaju nikakve kvalifikacije u vezi s povijesnim financijskim informacijama društva Crédit Agricole CIB

### D. Glavni čimbenici rizika povezani s jamcem

Crédit Agricole CIB uglavnom je izložen sljedećim kategorijama rizika u poslovanju:

- 7) Kreditni rizici i rizici druge ugovorne strane, koji uključuju kreditne rizike za druge ugovorne strane poduzeća i rizike za financijske institucije kao ugovorne strane, rizik za bilo koju značajnu sektorsku ili pojedinačnu koncentraciju, rizik druge ugovorne strane u vezi s tržišnim transakcijama, kreditni rizik povezan sa sekuritizacijskim transakcijama kao i rizike vezane uz državu i suverenost;
- 8) Financijski rizici, koji obuhvaćaju tržišni rizik, rizik promjene vrijednosti portfelja vrijednosnih papira, devizni rizik, rizik likvidnosti, rizik promjene vrijednosti vlasničkih ulaganja i rizik globalnih kamatnih stopa; i
- 9) Operativni rizici i povezani rizici, koji uključuju rizik usklađenosti i pravne rizike te ostali operativni rizici uključujući rizike sigurnosti informacijskih sustava;
- 10) Poslovni rizici, koji obuhvaćaju sistemski rizik (negativan utjecaj nepovoljnih gospodarskih i financijskih uvjeta, kao i promjene u zakonima i propisima) ili strateški rizik;
- 11) Rizik vezan uz klimu i okoliš;
- 12) Rizici povezani sa strukturom Crédit Agricole Grupe.

### **3.4 Koji su glavni rizici specifični za vrijednosne papire?**

Postoje čimbenici rizika koji su značajni za procjenu rizika povezanih s Dužničkim vrijednosnim papirima, uključujući sljedeće:

- 1) Cijena trgovanja Dužničkim vrijednosnim papirima može pasti u vrijednosti onoliko brzo koliko može porasti, a Imatelji mogu pretrpjeti potpuni gubitak svog ulaganja;
- 2) Dužnički vrijednosni papiri možda neće imati uspostavljeno tržište kada se izdaju i isto se možda nikada neće razviti. Ako se tržište razvije možda neće biti jako likvidno. Nelikvidnost može imati negativan učinak na tržišnu vrijednost Dužničkih vrijednosnih papira;
- 3) Implementacija EU Direktive o oporavku i sanaciji banaka u Francuskoj može bitno utjecati na prava Imatelja, cijenu ili vrijednost njihovog ulaganja u Dužničke vrijednosne papire i/ili sposobnost Jamca da ispuni svoje obveze u vezi s Dužničkim vrijednosnim papirima;
- 4) Francuski propisi o insolventnosti mogu imati nepovoljan utjecaj na Imatelje koji traže povrat sredstava u slučaju da Izdavatelj, Jamac ili njihova društva kćeri postanu insolventni i može imati značajan nepovoljan učinak na tržišnu vrijednost Dužničkih vrijednosnih papira;
- 5) Rizik koji se odnosi na neosiguranu prirodu Dužničkih vrijednosnih papira i Jamstva, odsutnost zabrane uspostavljanja založnih prava i ograničenja duga u vezi s Izdavateljem i Jamcem, što sve može imati nepovoljan utjecaj na tržišnu vrijednost Dužničkih vrijednosnih papira;
- 6) Opcionalne mogućnosti otplate Vrijednosnih papira mogu negativno utjecati na tržišnu vrijednost Vrijednosnih papira
- 7) Konačni iznos otplate Vrijednosnih papira ovisi o promjenama tržišne vrijednosti Temeljnog(ih) instrumen(a)ta, a što bi moglo negativno utjecati na tržišnu vrijednost Vrijednosnih papira. Osim toga,

Konačni iznos otplate može biti niži od Nominalnog iznosa Vrijednosnih papira i imatelji Vrijednosnih papira mogu izgubiti sve ili dio iznosa uložene glavnice

- 8) Ulaganje u Vrijednosne papire ne stvara nikakav pravni ili povlašteni interes u Temeljnoinstrumentu kao ni pravo glasa, pravo na primanje dividende ili druga prava koja bi mogao imati imatelj Temeljnog(ih) instrumen(a)ta. Potencijalni gubici vrijednosti Vrijednosnih papira ne mogu se nadoknaditi drugim prihodima; i
- 9) Glavnica Vrijednosnih papira nije zaštićena i ulagatelji su izloženi Uspješnosti Temeljnog(ih) instrumen(a)ta; sukladno tomu, ulagatelji riskiraju gubitak dijela ili ukupnog iznos svog ulaganja ako se vrijednost Temeljnog(ih) instrumen(a)ta ne kreće u pozitivnom smjeru.

#### **4. KLJUČNE INFORMACIJE O JAVNOJ PONUDI VRIJEDNOSNIH PAPIRA I/ILI UVRŠTENJU ZA TRGOVANJE NA UREĐENOM TRŽIŠTU**

##### **4.1 Pod kojim uvjetima i kojem vremenskom rasporedu mogu investirati u ovaj vrijednosni papir?**

Dužnički vrijednosni papiri se nude u iznosu do 10.000.000 EUR.

Očekuje se da će se Dužnički vrijednosni papiri uvrstiti na trgovanje na Datum izdanja ili što je prije moguće nakon Datuma izdanja, na Freiverkehr / neuređenom neslužbenom tržištu Baden Württembergiške burze (Boerse Stuttgart), uređenom tržištu u smislu Direktive 2014/65/EU Europskog parlamenta i Vijeća od 15. svibnja 2014. kako je izmijenjena.

Dužnički vrijednosni papiri će se nuditi prikladnim drugim ugovornim stranama, profesionalnim klijentima, i/ili malim Ulagateljima tijekom otvorenog razdoblja od 31. srpnja 2024. do 28.kolovoza 2024. (**Razdoblje ponude**) u Austriji, i Hrvatskoj, podložno (i) uvrštavanju Vrijednosnih papira na trgovanje, ako je primjenjivo i (ii) ranom zatvaranju Razdoblja ponude prema isključivoj i apsolutnoj diskreciji Izdavatelja ovisno o uvjetima na tržištu, kako je specificirano u nastavku.

Potencijalni ulagači mogu podnijeti zahtjev za upis za Dužničke vrijednosne papire tijekom Razdoblja ponude. Razdoblje ponude može se skratiti ili produljiti u bilo kojem trenutku i iz bilo kojeg razloga. U tom slučaju Izdavatelj će obavijestiti ulagatelje što je prije praktično moguće prije isteka Razdoblja ponude putem obavijesti objavljene na njegovoj internetskoj stranici (<http://www.documentation.ca-cib.com/IssuanceProgram>).

Prijave za Dužničke vrijednosne papire mogu se podnijeti tijekom Razdoblja ponude putem Distributera (kako je definiran u nastavku). Prijave se mogu podnijeti u skladu s uobičajenim procedurama Distributera. Potencijalni ulagatelji neće biti obvezni izravno sklopiti bilo kakve ugovore s Izdavateljem ili Prodavateljem (kako je definiran u nastavku), koji se odnose na upis Dužničkih vrijednosnih papira.

Potencijalni ulagatelj će upisati Dužničke vrijednosne papire u skladu s dogovorenim aranžmanima s Distributerom koji se odnose na upis vrijednosnih papira općenito.

Dužnički vrijednosni papiri bit će dostupni na osnovi isporuke po plaćanju. Dužnički vrijednosni papiri koji se nude ulagateljima izdati će se na Datum izdanja uz plaćanje od Distributera bruto novca za upis, putem Prodavatelja, Izdavatelju. Distributer će svakog takvog ulagatelja obavijestiti o načinu namirenja u vezi s Dužničkim vrijednosnim papirima u trenutku podnošenja takvog zahtjeva od strane ulagatelja

Izdavatelj procjenjuje da će Dužnički vrijednosni papiri biti dostavljeni na odgovarajući račun ulagatelja za nematerijalizirane vrijednosne papire na ili oko Datuma izdanja. Distributer će izravno obavijestiti podnositelje zahtjeva o uspjehu njihove prijave. Trgovanje Dužničkim vrijednosnim papirima može započeti na Datum izdanja.

Ako se upis Dužničkog vrijednosnog papira dogodi nakon zatvaranja ponude, nalog će se automatski otkazati, a prihod od upisa vratit će se relevantnom ulagatelju u skladu s uputama priopćenim Crédit Agricole CIB-u u vrijeme zahtjeva za upis. Zahtjevi za upis Dužničkih vrijednosnih papira primit će se unutar ograničenog broja Dužničkih vrijednosnih papira koji su dostupni. Nalozi za upis Dužničkih vrijednosnih papira mogu se smanjiti u slučaju prekomjernog upisa, a bilo koji višak prihoda će biti vraćen od strane Crédit Agricole CIB-a ulagatelju

Svaki distributor (kako je definirano niže) zaprimiti će ukupne provizije jednake maksimalno 1,25 % ukupnog nominalnog iznosa Dužničkih vrijednosnih papira (ekvivalentno iznosu do najviše 24% godišnje, s presumpcijom da Vrijednosni papiri ostanu u opticaju do zakazanog Datuma otplate).

Procjena ukupnih troškova: 250 EUR, uključujući troškove uvrštenja, a isključujući regulatorne naknade ako su primjenjive.

Ulagačima se neće naplaćivati nikakvi troškovi.

#### 4.2 Tko je ponuditelj?

(i) Crédit Agricole CIB (**Prodavatelj**) i (ii) ERSTE GROUP BANK AG (**Distributer**), i (iii) bilo koji dodatni financijski posrednik kojeg imenuje Izdavatelj i kako je utvrđeno na internetskoj stranici na <https://www.documentation.ca-cib.com/PublicFinalTerm?region=EU> te (iv) svi financijski posrednici koji na svojim internetskim stranicama navedu da upotrebljavaju prospekt u skladu s uvjetima utvrđenima u odjeljku „Retail Cascades“ (lančana prodaja) u Osnovnom prospektu mogu ponuditi Dužničke vrijednosne papire.

#### 4.3 Zašto se priprema ovaj Prospekt?

##### D. Neto prihodi i Korištenje prihoda

Procijenjeni neto prihod od izdavanja Dužničkih vrijednosnih papira iznosi do 10.000.000 EUR. Procijenjeni neto prihod koristit će se za opće potrebe financiranja Izdavatelja.

##### A. Ugovor o upisu

Nije primjenjivo – ponuda nije predmet ugovora o upisu.

##### B. Sukob interesa:

Jamac je također i agent za izračun; kao rezultat, sukob interesa može postojati između agenta za izračun i imatelja Dužničkih vrijednosnih papira, posebno u vezi s određenim utvrđenjima i utvrđenjima koje agent za izračun može donijeti u skladu s uvjetima Dužničkih vrijednosnih papira, a koja mogu utjecati na iznose dospjele po Dužničkim vrijednosnim papirima.