

MiFID II product governance / Retail investors, professional investors and eligible counterparties only 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.

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.

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 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 4 NOVEMBER 2024

Issue of up to USD 20,000,000 Fixed Rate Notes due November 2026

under the Structured Debt Instruments Issuance Programme

By

CRÉDIT AGRICOLE CIB FS

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 the Prospectus Regulation and must be read in conjunction with the Base Prospectus dated 10 May 2024 and the supplements (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 the supplements to the Base Prospectus are available for viewing on the Luxembourg Stock Exchange’s website (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>).

1	(a) Series Number:	12106
	(b) Type of Securities:	Notes
	© Tranche Number:	1
	(d) Date on which the Securities become fungible:	Not Applicable
2	Specified Currency:	United States Dollar (USD)
3	Aggregate Nominal Amount:	
	(a) Series:	Up to USD 20,000,000
	(b) Tranche:	Up to USD 20,000,000
4	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
5	(a) Specified Denominations:	USD 1,000

		Calculation of Interest and Redemption based on the Specified Denomination: Not Applicable
	(b) Minimum Trading Size:	Not Applicable
	(c) Calculation Amount:	USD 1,000
6	(a) Issue Date:	29 November 2024
	(b) Trade Date(s):	16 October 2024
	(c) Interest Commencement Date:	29 November 2024
7	Redemption Date:	29 Novembre 2026, subject to any early redemption date
8	Type of Notes:	
	(a) Interest:	Fixed Rate Security (Further particulars specified below in "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE")
	(b) Redemption:	For the purpose of determining the Final Redemption Amount: Standard Redemption (See paragraph 16(b) of these Final Terms) (Further particulars specified below in "PROVISIONS RELATING TO REDEMPTION") The Securities are "titres non-structurés" as defined in Article R.613-28 of the French Code monétaire et financier and subject to Condition 6 (Redemption and Purchase). Please see paragraphs 15 (Redemption Determination Date) and 32(e) below for further information relating to the Securities.
	(c) 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 9 June 2023

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: | 3.85 per cent. <i>per annum</i> payable annually in arrear |
| (c) Interest Period Date(s): | Annually, on 29 November in each year from and including 29 November 2025, up to and including the Redemption Date |
| (d) Interest Period Dates: | Not Applicable |
| (e) Fixed Coupon Amount(s): | Not Applicable |
| (f) Broken Amount(s): | Not Applicable |
| (g) Day Count Fraction: | 30/360 |
| (h) Interest Accrual Periods: | Interest Accrual Periods will be unadjusted |
| (i) Business Day Convention for the purposes of adjustment of "Interest Accrual Periods" in accordance with sub-paragraph (h) above: | Modified Following |
| (ii) Additionnal Business Centre(s): | Not Applicable |
| 11 Floating Rate Security: | Not Applicable |
| 12 Linked Interest Security: | 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 Date
The Securities are " <i>titres non-structurés</i> " as defined in Article R.613-28 of the French <i>Code monétaire et financier</i> and redemption is subject to certain additional provisions as specified in General Condition 6 (<i>Redemption and Purchase</i>). |
| 16 Redemption Method: | |
| (a) Early Redemption Amount for the purposes of General Condition 6.2 (<i>Early Redemption Trigger Events</i>) determined in accordance with: | Not Applicable |
| (b) Final Redemption Amount for the purposes of General Condition 6.1 (<i>Redemption by Instalments and Final Redemption</i>) determined in accordance with: | Standard Redemption in accordance with Annex 9, Paragraph 2.
The Final Redemption Amount will be equal to:

<i>Reference Price x Nominal Amount</i>

as determined by the Calculation Agent on the Redemption Determination Date. |
| (i) Redemption Payoff: | Not Applicable |
| (ii) Redemption Unwind Costs: | Not Applicable |

- (iii) Payoff Feature Unwind Costs: Not Applicable
- (iv) Reference Price: 100.00 per cent
- (c) Fair Market Value Redemption Amount: Applicable
 - (i) Hedge Amount: Applicable
 - (ii) Fair Market Value Redemption Amount Percentage: Not Applicable
- (d) Instalment Redemption Amount determined in accordance with: Not Applicable
- (e) Physical Settlement: Not Applicable
- (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: Not Applicable

PAYOFF FEATURES (IF ANY) RELATING TO REDEMPTION

- 22 Payoff Features: Not Applicable
- 23 **PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY**
Not Applicable

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): Modified Following Payment Business Day
- 27 Business Day Convention for the purposes of "Payment Business Day" election in accordance with General Condition 5.6 (*Payment Business Day*): Modified Following Payment Business Day
- 28 Additional Financial Centre(s): New York City
- 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 (<i>Redemption for tax reasons</i>)): | Not Applicable |
| | (b) Special Tax Redemption (General Condition 6.4 (<i>Special Tax Redemption</i>)): | Not Applicable |
| | (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>)): | Not Applicable |
| | (f) Illegality and Force Majeure (General Condition 19 (<i>Illegality and Force Majeure</i>)): | Applicable |
| 33 | Gross Up (General Condition 8.2 (<i>Gross Up</i>)): | Not Applicable |
| 34 | Calculation Agent: | Crédit Agricole Corporate and Investment Bank |
| 35 | Governing Law: | English law |
| | (a) Agent for service of process: | The Guarantee is governed by English law
Crédit Agricole CIB, London branch
Broadwalk House, 5 Appold Street London EC2A 2DA |
| 36 | French Law Securities Provisions: | Not applicable |
| 37 | Essential Trigger: | Not Applicable |
| 38 | Business Day Convention: | Modified Following Business Day Convention |
| 39 | Benchmark Provisions: | Applicable |
| | (a) Relevant Benchmark: | Applicable as per the relevant Additional Conditions applicable to the Securities |
| | (b) Specified Public Source: | As per the definition in the Definitions Conditions |
| | (c) Additional Relevant Rate Benchmark: | Not Applicable |
| | (d) Impacted Index: | Not Applicable |

THIRD PARTY INFORMATION

Not Applicable

Signed on behalf of the Issuer:

By

Signed by:
Elodie Nguyen Dinh
99C8043B41D84A2...

Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

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 **Freiverkehr / Non regulated market of the Stuttgart Stock Exchange** with effect from or as soon as practicable after the Issue Date.

2 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 payable to the Dealer and any distributor, in connection with the issue of Securities. Investors shall be aware of the fact that the Distributor(s) appointed for the placement of the Notes under these Final Terms will receive a placement fee of up to 0.50 per cent. (equivalent to up to 0.25 per cent. p.a. assuming the Securities remain outstanding to their scheduled Redemption Date) of the Issue Size of the Securities purchased by the distributor is payable by the Issuer to the distributor on the Issue Date.

Apart from the above, so far as the Issuer is aware, no further person involved in the issue of the Notes has a material interest to the Offer.

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

Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
Estimated net proceeds: Issue Price x Aggregate Nominal Amount of the Notes
Estimated total expenses: **EUR 250** including listing costs and regulatory fees where applicable

5 PERFORMANCE OF UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

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: Not Applicable

- (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 Offer to Private Clients in Switzerland: Not Applicable
- (i) U.S. Dividend Equivalent Withholding: The Securities are not subject to withholding under the Section 871(m) Regulations.
- (j) Swiss Non-exempt Offer: Not Applicable

7 OPERATIONAL INFORMATION

- (a) ISIN: XS2048877729
- (b) Temporary ISIN: Not Applicable
- (c) Common Code: 204887772
- (d) VALOREN Code: CH136858892
- (e) Other applicable security identification number: WKN: A4BY44
- (f) Relevant clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (g) Delivery: Delivery against payment
- (h) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (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.cacib.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 USD 20,000,000.

The definitive amount of the offer will be published on the website of the Issuer (<http://www.documentation.cacib.com/IssuanceProgram>) on or around the Issue Date.

- (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.cacib.com/IssuanceProgram>).

Applications for the Notes can be made during the Offer Period through the Distributor. 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 prior to the end of the Offer Period. A prospective investor will subscribe for Notes in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally.

There are no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensure

- equal treatment of prospective investors. All of the Notes requested through the Distributor during the Offer Period will be as otherwise specified herein.
- The definitive amount of the offer will be published on the website of the Issuer (<http://www.documentation.cacib.com/IssuanceProgram>) on or around the Issue Date.
- There is no maximum amount of application.
Minimum amount of application is USD 1,000
- Not Applicable
- 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(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.
- Publication on the website of the Issuer <http://www.documentation.cacib.com/IssuanceProgram>) on or around the Issue Date.
- Not Applicable
- The Notes are offered to the public to eligible counterparties, professional client and retail Investors
- Not Applicable
- 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.
- See paragraph 6(d) above.
- Responsibility for any tax implications of investing in these Notes rests entirely with the subscriber or purchaser.
- Under normal market conditions, CACIB will endeavour to provide daily a secondary market for the Securities with a maximum bid-offer spread of 1.00 per cent. The bid price of the Securities may be below par and not reflect the last published
- (e) Details of the minimum and/or maximum amount of the application:
- (f) Description of the possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:
- (g) Details of the method and time limits for paying up and delivering the Securities:
- (h) A full description of the manner in and date on which results of the offer are to be made public:
- (i) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:
- (j) The various categories of potential investors to which the securities are offered:
- (k) Whether a tranche has been or is being reserved for certain countries, indicate any such tranche:
- (l) Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made:
- (m) Indication of the amount of any expenses and taxes charged to the subscriber or purchaser:
- (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:

- (o) Non-Exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:

indicative valuation but will be consistent with it by taking into account the evolution of the different valuation parameters of the Securities.

Applicable. An offer of the Securities may be made by Erste Group Bank AG (the **Initial Authorised Offeror**) 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 (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 Croatia (the **Non-Exempt Offer Jurisdiction**) during the period from 4 November 2024 until 27 November 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**)
 and
 Any Additional Authorised Offeror
 Not Applicable

- (r) Other conditions to consent:

10 ADDITIONAL RISK FACTORS

The Aggregate Nominal Amount is expressed to be issued “up to” a maximum amount. The Issuer may from time to time issue up to this maximum amount over time. The initial issuance amount may be less (or even considerably less) than such maximum amount. In certain circumstances such maximum amount may never be issued at all. This could cause such securities to be less liquid than they would otherwise have been had the intended maximum amount been ultimately issued, and this may adversely impact the market value thereof.

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 **Securities**) issued by the Issuer are fixed rate securities. The Debt securities are identified by the ISIN Code **XS2048877729**.

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 approved on by the CSSF in Luxembourg, 283 route d'Arlon L-1150 Luxembourg, email: direction@cssf.lu, as competent authority under the Prospectus Regulations (the **Base Prospectus**), completed by
- the Final Terms dated 4 November 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 Securities 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 Securities 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 Securities 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 Securities.

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 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 99.80 per cent. shares 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 2023 (all figures are expressed in thousands of Euros):

A. Income Statement

	31/12/2022 (audited)	31/12/2023 (audited)
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

	31/12/2022 (audited)	31/12/2023 (audited)
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

	31/12/2022 (audited)	31/12/2023 (audited)
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 Crédit Agricole 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 Securities will only be identified by the ISIN Code **XS2048877729**.

The Securities are denominated in United States Dollar (USD; also the **Specified Currency**) and any interest amount and any redemption amount payable will be in the Specified Currency.

The maximum nominal amount of the Securities offered is USD 20,000,000, represented by 20,000 Securities with a notional amount of USD 1,000 each (the **Notional Amount**). The issue price is 100.00 per cent. of the aggregate nominal amount of the Securities.

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

The Securities will be issued on 29 November 2024 (the **Issue Date**) in the form of dematerialised bearer new global securities. The maturity date of the Securities will be 29 November 2026 (the **Maturity Date**).

The Securities are governed by English law.

B. Ratings

Not applicable, the Securities have not been rated.

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

Ranking: the Securities constitute direct, unsubordinated and guaranteed obligations of the Issuer and rank and will 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 Securities provide for events triggering the early redemption of the Securities. The Securities 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 Securities, upon the joint decision of Crédit Agricole S.A. and Crédit Agricole CIB, without the consent of the holders of the Securities (the **Noteholders**).

D. Interest

the Securities will pay an interest amount, on an annual basis, this fixed rate will be of 3.85 per cent. *per annum*.

E. Redemption

If not redeemed early, the Securities are redeemed at the Maturity Date at the Nominal Amount.

Other redemption events:

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

- at the option of the Issuer, following an event of illegality or an event of force majeure or for regulatory or compulsory resales; or
- at the option of the holders, in the event of an event of default or in the event of a FATCA withholding tax case.

The Issuer may at any time purchase all or some of the Securities on the market 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 **Freiverkehr / Non regulated Market of the Stuttgart Stock Exchange**, 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 Securities 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 Securities (the **Guarantee**).

The Guarantor is the immediate parent company of the Issuer, in which it holds a 99.80 per cent. 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 of the Guarantor for the financial year ending 31 December 2022 and 31 December 2023 (all figures are expressed in millions of Euros):

A. Income statement for credit institutions

	31/12/2022 (audited)	31/12/2023 (audited)
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) (i.e. Net income Group share)	1,838	2,241

B. Balance sheet for credit institutions

	31/12/2022 (audited)	31/12/2023 (audited)	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 per cent.	1.6 per cent.	Not Applicable
Phased-in Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	11.6 per cent.	12.7 per cent.	8.26 per cent. at 31 December 2023
Phased-in Total Capital Ratio	21.9 per cent.	23.4 per cent.	12.42 per cent. at 31 December 2023
Leverage Ratio calculated under applicable regulatory framework	3.9 per cent.	3.8 per cent.	3.00 per cent. at 31 December 2023

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 risk and environmental risk; and
- 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 Securities, including the following:

- 1) The trading price of the Securities may fall in value as rapidly as it may rise and Noteholders may sustain a total loss of their investment;
- 2) The Securities are not principal protected before maturity and investors are exposed to the risk of decrease of the market value of the securities if redeemed early; accordingly, they risk losing all or a part of their investment if the market value does not move in a positive direction.
- 3) The Securities 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 Securities;
- 4) 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 Securities and or the ability of the Guarantor to satisfy its obligations under the Securities;
- 5) 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 Securities;
- 6) The risk relating to the unsecured nature of the Securities 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 Securities.

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 Securities are offered for a maximum amount of USD 20,000,000.

The Securities are expected to be admitted to trading on or as soon as practicable after the Issue Date, on the **Freiverkehr / Non regulated Market of the Stuttgart Stock Exchange**, 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.

The Securities will be offered to eligible counterparties, professional client and/or retail investors during an open period from 4 November 2024 to 27 November 2024 (the **Offer Period**) in Croatia, subject to 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 Securities 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 Securities 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 Securities.

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

The Securities will be available on a delivery versus payment basis. The Securities 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 Securities at the time of such investor's application.

The Issuer estimates that the Securities 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 Securities 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 Securities will be received within the limit of the number of Securities available. Subscription orders for Securities may be reduced in the event of oversubscription and any excess proceeds will be returned by Crédit Agricole CIB to the investor.

The minimum subscription amount for the Securities must be at least equal to the Notional Amount of the Securities. There is no maximum subscription amount for Securities. Securities are offered at a price corresponding to 100.00 per cent. of the aggregate nominal amount of the Securities.

A placement fee of up to 0.50 per cent. (equivalent to up to 0.25 per cent. p.a. assuming the Securities remain outstanding to their scheduled Redemption Date) of the Issue Size of the Securities purchased by the distributor is payable by the Issuer to the distributor on the Issue Date.

There is no pre-emptive right to subscribe the Securities for the benefit of any category of persons.

The final amount of the offering will be notified by the Issuer to each investor via its website (<https://www.documentation.ca-cib.com/IssuanceProgram>) on or around the Issue 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 Securities.

4.3 Why is this prospectus being prepared?

A. Net Proceeds and Use of Proceeds

The estimated net proceeds from the issue of the Securities of up to USD 20,000,000.

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

B. Subscription Agreement:

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

C. 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 Securities, in particular with respect to certain determinations and determinations that the calculation agent may make pursuant to the terms of the Securities and which may affect amounts due under the Securities.

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 (**Dužnički vrijednosni papiri**) su vrijednosni papiri sa fiksnom kamatnom stopom. Dužnički vrijednosni papiri označeni su ISIN kodom **XS2048877729**.

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., koji je odobrio CSSF iz Luksemburga, 283 route d'Arlon L-1150 Luxembourg,, email: direction@cssf.lu, kao nadležno tijelo u skladu s Uredbom o prospektu (**Osnovni prospekt**) dovršenim s
- Konačnim uvjetima od 4. studenog 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.

Gradanskopravna 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 posto 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 2023. (svi su iznosi izraženi u tisućama eura):

A. Račun dobiti i gubitka

	31.12.2022 (revidirano)	31.12.2023 (revidirano)
Operativna dobit/gubitak ili druga slična mjera financijskog učinka koju Izdavatelj koristi u financijskim izvještajima	96.137	254.176

B. Bilanca stanja nevlasničkih vrijednosnih papira

	31.12.2022 (revidirano)	31.12.2023 (revidirano)
Neto financijski dug (dugoročni dug uvećan za kratkoročni dug umanjen za novac)	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 pokriva kamata (operativni prihod / trošak kamata)	Nije primjenjivo	Nije primjenjivo
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C. Izvjeshće o novčanom toku za nevlasničke vrijednosne papire

	31.12.2022 (revidirano)	31.12.2023 (revidirano)
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

D. 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 Crédit Agricole 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?

A. Općenito

Dužnički vrijednosni papiri koje izdaje Izdavatelj bit će identificirani samo putem ISIN koda **XS2048877729**. Dužnički vrijednosni papiri su denominirani u američkim dolarima (USD); 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 Dužničkih vrijednosnih papira je 20.000.000 USD, iskazan putem 20.000 Dužničkih vrijednosnih papira s nominalnim iznosom od po 1.000 USD za svaki (**Nominalni iznos**). Cijena izdanja je 100.00 posto ukupnog nominalnog iznosa Dužničkih vrijednosnih papira. Minimalna veličina za trgovanje je 1.000 USD u ukupnom nominalnom iznosu. Dužnički vrijednosni papiri bit će izdani 29. studenog 2024. (**Datum izdanja**) u obliku novih nematerijaliziranih globalnih dužničkih vrijednosnih papira – vrijednosnih papira na donositelja. Datum dospijeca Dužničkih vrijednosnih papira bit će 29. studenog 2026. (**Datum dospijeca**). Na Dužničke vrijednosne papire primjenjuje se englesko pravo.

B. Ocjene

Nije primjenjivo, Dužnički vrijednosni papiri nisu ocijenjeni.

C. 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 Ulagateljima 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 Dužničkih vrijednosnih papira (**Imatelji**).

D. Kamata

Dužnički vrijednosni papiri će isplaćivati kamatu na godišnjoj razini, a fiksna kamatna stopa iznositi će 3.85 posto godišnje.

E. Otplata

Pod uvjetom da nisu ranije otplaćeni, Dužnički vrijednosni papiri bit će otplaćeni na Datum dospelja u Nominalnom iznosu.

Ostali događaji ranije otplate:

Tijekom vijeka trajanja, Dužnički 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 FATCA slučaju poreza po odbitku

Izdavatelj može u svakom trenutku kupiti neke ili sve Dužničke vrijednosne papire na tržištu 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), multilateralnoj trgovinskoj platformi 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 posto 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) Jamca za financijsku godinu koja je završila 31. prosinca 2022 te 31. prosinca 2023. (svi iznosi izraženi u milijunima eura):

A. Račun dobiti i gubitka za financijske institucije

	31.12.2022 (revidirano)	31.12.2023 (revidirano)
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

	31.12.2022 (revidirano)	31.12.2023 (revidirano)	Vrijednost kao rezultat najnovijeg postupka nadzorne provjere i evaluacije (eng. „SREP“) (nerevidirano)
Ukupna imovina	728.202	757.367	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
Plozi 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 posto	1.6 posto	Nije primjenjivo
Postupno uvođen omjer zajedničkog kapitala prve razine (CET1) ili drugi mjerodavan prudencijalni omjer adekvatnosti kapitala, ovisno o emisiji	11.6 posto	12.7 posto	8.26 posto 31. prosinca 2023.
Omjer postupno uvođenog ukupnog kapitala	21.9 posto	23.4 posto	12.42 posto 31. prosinca 2023. 12.3 posto 30. lipnja 2023.
Omjer financijske poluge izračunan u skladu s primjenjivim regulatornim okvirom	3.9 posto	3.8 posto	3.00 posto 31. prosinca 2023.

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:

- 1) 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;
- 2) 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
- 3) Operativni rizici i povezani rizici, koji uključuju rizik usklađenosti i pravne rizike te ostali operativni rizici uključujući rizike sigurnosti informacijskih sustava;
- 4) Poslovni rizici, koji obuhvaćaju sistemski rizik (negativan utjecaj nepovoljnih gospodarskih i financijskih uvjeta, kao i promjene u zakonima i propisima) ili strateški rizik;
- 5) Rizici vezani uz klimu i okoliš;
- 6) 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 nemaju zaštićenu glavnica te su ulagači izloženi riziku smanjenja tržišne vrijednosti Dužničkih vrijednosnih papira ako se otkupe prije dospjeća; stoga, postoji rizik gubitka cjelokupnog ili dijela njihovog ulaganja ako tržišna vrijednost ne ide u pozitivnom smjeru.
- 3) 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;
- 4) 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 ispunji svoje obveze u vezi s Dužničkim vrijednosnim papirima;
- 5) 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;
- 6) 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;

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 20.000.000 USD.

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 Stuttgartske burze (Boerse Stuttgart), multilateralnoj trgovinskoj platformi 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 4. studenog 2024. do 27. studenog 2024. (**Razdoblje ponude**) u Hrvatskoj, podložno 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 produžiti 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 izdavat 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.

Minimalna upisana vrijednost Dužničkih vrijednosnih papira mora biti barem jednaka Nominalnom iznosu Dužničkih vrijednosnih papira. Nije određena maksimalna upisana vrijednost Dužničkih vrijednosnih papira. Dužnički vrijednosni papiri se nude po cijeni koja odgovara 100.00 posto ukupnog nominalnog iznosa Dužničkih vrijednosnih papira.

Izdavatelj će Distributeru na Datum izdanja isplatiti proviziju (komisiju) u iznosu od najviše 0.50 posto (ekvivalentno iznosu do najviše 0.25 posto godišnje pod pretpostavkom da Dužnički vrijednosni papiri ostanu u opticaju do planiranog Datuma ranije otplate) od Veličine emisije Dužničkih vrijednosnih papira.

Ne postoji pravo prvenstva za upis Dužničkih vrijednosnih papira u korist bilo koje kategorije osoba. Konačni iznos ponude bit će priopćen svakom ulagaču od strane Izdavatelja putem njegove web stranice (<https://www.documentation.ca-cib.com/IssuanceProgram>) na ili oko Datuma izdavanja.

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

Ulagачima 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?

A. Neto prihodi i Korištenje prihoda

Procijenjeni neto prihod od izdavanja Dužničkih vrijednosnih papira iznosi do 20.000.000 USD. Procijenjeni neto prihod koristit će se za opće potrebe financiranja Izdavatelja.

B. Ugovor o upisu

Nije primjenjivo – ponuda nije predmet ugovora o upisu.

C. 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.