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Montrouge 17th March 2017

Crédit Agricole S.A. announces its Non-Call decision on the 6.637% Undated Deeply Subordinated Notes (ISIN USF22797FJ25 / US225313AA37) at 31 May 2017 Call Date and its intention to launch an Any and All Tender Offer in Q2 2017 on the 6.637% Undated Deeply Subordinated Notes and EUR CMS Floater Undated Deeply Subordinated Notes (ISIN FR0010161026)

Four other outstanding hybrid capital notes will also be proposed for repurchase in the same liability management exercise (the “Tender Offer”)

Tender Offer subject to ECB approval, for a maximum amount of EUR 1.5bn (a “Total Cap”)

Description of the Contemplated Tender Offer

- The contemplated Tender Offer is subject to ECB approval and will target six perpetual notes grandfathered as Tier 1 capital under the CRR/CRD IV regime (the “Notes”).
 - Tender Offer at a Purchase Price of 95% for Any and All of the USD 6.637% Undated Deeply Subordinated Notes (ISIN USF22797FJ25 / US225313AA37) (the “**6.637% Notes**”)
 - Tender Offer at a Purchase Price of 78% for Any and All of the EUR CMS Floater Undated Deeply Subordinated Notes (ISIN FR0010161026) (the “**CMS Floater Notes**”)

The Tender Offer for four Tier 1 notes with Step-Up (listed below) is subject to a Total Cap (EUR1.5bn, less the aggregate of the EUR equivalent of the nominal amount of the 6.637% Notes and of the CMS Floater Notes accepted for purchase by Crédit Agricole S.A). Crédit Agricole S.A reserves the right to establish priority rules to repurchase the four Tier 1 notes with Step-Up at the time of the launch of the Tender Offer.

Crédit Agricole S.A. intends to offer to purchase the following Tier 1 notes with Step-Up on a Tender Spread basis, and to set offer prices using the first call date as maturity on the pricing date (to be communicated at the launch of the Tender Offer). However this pricing methodology should not be construed as any intention of the issuer to call the Tier 1 notes with Step Up on their first call date.

- USD 8.375% Perp NC October 2019 with a Tender Spread over the reference 2Y US Treasury¹ +200bps (ISIN USF22797FK97 / US225313AB10)
 - GBP 8.125% Perp NC October 2019 with a Tender Spread of UKT 3.75% September 2019 + 235bps (ISIN FR0010814418)
 - GBP 7.589% Perp NC January 2020 with a Tender Spread of UKT 4.75% March 2020 + 300bps (ISIN FR0010575654)
 - EUR 7.875% Perp NC October 2019 with a Tender Spread of Interpolated Mid-swap Rate (calculated to the first call date)² + 100bps (ISIN FR0010814434)
- The Tender Consideration for each series of Notes will be equal to the relevant Purchase Price calculated in the manner described above, plus accrued and unpaid interest calculated to (but excluding) the settlement date.
 - The Tender Offer is expected to be launched in the second quarter of 2017.

Until Crédit Agricole S.A. announces the final aggregate principal amount of Notes (if any) accepted for purchase, no assurance can be given that any Notes will be accepted for repurchase or that no amendments will be made to the structure of the Tender Offer as currently contemplated

Context and rationale

Crédit Agricole S.A. has no official policy regarding the treatment of call options for subordinated debt instruments. It therefore retains a flexible approach and each subordinated debt instrument with a call option is subject to individual analysis³.

Crédit Agricole S.A. anticipates that call decisions on debt instruments without Step-Up or other incentives to redeem may be subject to further economic consideration on the basis of market and regulatory developments.

In this context, the contemplated liability management exercise will allow Crédit Agricole S.A. and the Group to optimise its capital base and debt management while offering liquidity to investors:

- Crédit Agricole S.A. has elected to announce its non-call decision and concurrent Tender Offer of the 6.637% Notes ahead of the contractual announcement period of 30 to 60 calendar days ahead of a potential call date in order to provide clarity to investors once the relevant decision has been made by the issuer.

¹ The reference Treasury security to be determined at the launch is expected to be the most recently issued U.S. Treasury note having a maturity of two years. For example, if the Tender Offer were to commence today, the reference Treasury security would be the 1.125% U.S Treasury Security due 28 February 2019 (ISIN: US912828W309).

² This reference is being provided for Tender Pricing purposes only and should not be construed as any intention of the issuer to call the Tier 1 bonds with Step up on their first call date.

³ Crédit Agricole S.A. notes that all legacy subordinated debt instruments having a step-up feature have been called at their First Call Date to date. Past behaviour is not an indication of future behaviour.

- Crédit Agricole S.A. considers that the 6.637% Notes (True Perpetual legacy Tier 1 notes) were issued without a Step-Up and had a premium of ca. 0.5% running yield at the time of issuance compared with Tier 1 notes with Step-Up. This would be equal to accrued payments equivalent to ca.5% of the nominal amount of the Notes over the 10 year period between issuance and the first call date.
- Crédit Agricole S.A. expects that the 6.637% Notes will be grandfathered as Tier 1 capital until the end of 2021. Their regulatory capital treatment after 2021 is at present uncertain. Taking possible scenarios into account, Crédit Agricole S.A believes that the announced Purchase Price offers an attractive exit price for investors wishing to reduce their positions in the Notes.
- The proposed Purchase Prices / Tender Spreads for the other five Notes are at a premium to secondary market levels, in line with observed public tender offers in the market.

Capital and Funding Impacts

Upon completion of the contemplated Tender Offer for a maximum amount of EUR1.5bn, (subject to actual accepted tendered amounts on each series of Notes), Crédit Agricole S.A. anticipates the following:

- **Capital ratios**
 - **No impact on fully-loaded and phased-in CET1 ratios and on the fully-loaded Tier 1 and Total Capital ratios of Crédit Agricole S.A. and of Crédit Agricole Group.**
 - A reduction in the phased-in Tier 1 and Total capital ratios of approximately -0.5% for Crédit Agricole S.A. and of approximately -0.3% for Crédit Agricole Group, which leads to a reduction in the difference between the phased-in and fully-loaded Tier 1 ratios.
 - A negative impact of approximately -0.3% in respect of Crédit Agricole Group's estimated TLAC ratio excluding eligible senior preferred debt.
 - Crédit Agricole Group and Crédit Agricole S.A. pro-forma phased-in Tier 1 and Total Capital ratios and Crédit Agricole Group TLAC ratio estimated as follows as at 31 December 2016:

Estimated ratios (and impact) assuming max EUR1.5bn repurchase	Crédit Agricole Group 31/12/2016	Crédit Agricole Group 31/12/2016 pro-forma	Crédit Agricole S.A. 31/12/2016	Crédit Agricole S.A. 31/12/2016 pro-forma
Phased-in Tier 1 ratio	16.1%	15.8% (-30bp)	15.1%	14.6% (-50bp)
Phased-in Total Capital ratio	19.3%	19.0% (-30bp)	20.1%	19.6% (-50bp)
TLAC Ratio estimate (excluding eligible senior preferred debt)	20.3%	20.0% (-30bp)		

- **Funding**

- The gross volume of Senior Non-Preferred / Tier 2 debt to be issued between 2016 and 2019 as communicated by Crédit Agricole S.A. is expected to increase by EUR 1bn, from EUR 12bn to EUR 13bn (EUR 3.7bn issued under the Senior Non-Preferred format since 13 December 2016)
- Reduction in the cost of funding and capital of Crédit Agricole S.A.

.Appendix 1: Additional Details on Notes subject to the contemplated Tender Offer

ISIN	Currency	Outstanding Amount	Coupon	Next Call Date	Step-Up (Y/N)	Grandfathering Treatment*
USF22797FJ25 / US225313AA37	USD	889.9m	6.637% until May 31 2017 3 month USD Libor + 123.25bp thereafter	May 2027	N	Tier 1 until end-2021
FR0010161026	EUR	371.2m	EUR CMS 10Y +2.5bp (floored at 0% and capped at 7.75%)	Febr 2018	N	Tier 1 until end-2021
USF22797FK97 / US225313AB10	USD	948.7m	8.375% until Oct. 2019, 3 month USD Libor + 6.982% thereafter	Oct 2019	Y	Tier 1 until Oct. 2019
FR0010814418	GBP	291m	8.125% until Oct. 2019, 3 month GBP Libor + 6.146% thereafter	Oct 2019	Y	Tier 1 until Oct. 2019
FR0010575654	GBP	171.8m	7.589% until Jan. 2020, 3 month GBP Libor + 3.550% thereafter	Jan 2020	Y	Tier 1 until Jan. 2020
FR0010814434	EUR	450m	7.875% until Oct. 2019, 3 month Euribor + 6.424% thereafter	Oct 2019	Y	Tier 1 until Oct. 2019

*NB: Possible regulatory capital and or TLAC/MREL treatment, after 2021 unclear on the basis of current and planned draft regulation (based on Crédit Agricole S.A.'s understanding and interpretation of relevant regulatory texts currently in force in the EU and in France).

Forward-Looking Statements

This communication may contain forward-looking information and statements about Crédit Agricole S.A. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements may be identified by the words “believe,” “expect,” “anticipate,” “target” or similar expressions. Although Crédit Agricole S.A.’s management believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Crédit Agricole S.A., that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include, but are not limited to, those discussed or identified in the annual reports and other filings with the French Autorité des marchés financiers made or to be made by Crédit Agricole S.A. Crédit Agricole S.A. undertakes no obligation to publicly update its forward-looking statements, whether as a result of new information, future events, or otherwise”.