

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturers’ product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA’s policy statement entitled “*Brexit our approach to EU non-legislative materials*”), has led to the conclusion that: (i) the target market for the Notes 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 UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ 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 Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 12 June 2023



Crédit Agricole S.A.

Legal Entity Identifier (LEI): 969500TJ5KRTCJQWXH05

Euro Medium Term Note Programme

Series No: 671

Tranche No: 1

**Issue of GBP 400,000,000 Senior Non-Preferred Callable Fixed Rate Resettable
Notes due 14 June 2031
(the “Notes”)**

Issued by: Crédit Agricole S.A. (the “Issuer”)

Joint Lead Managers

HSBC

Crédit Agricole CIB

RBC Capital Markets

Santander Corporate & Investment Banking

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression “**Prospectus Regulation**” means Regulation (EU) No 2017/1129, as amended.

Part A — Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in “*Terms and Conditions of the Notes*” in the base prospectus dated 6 April 2023 which has received approval no. 23-102 from the *Autorité des marchés financiers* (the “**AMF**”) on 6 April 2023 and the first supplement to it dated 22 May 2023 which has received approval no. 23-172 from the AMF on 22 May 2023 and which together constitute a base prospectus for the purposes of the Prospectus Regulation (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the Issuer (<https://www.credit-agricole.com/finance/finance/dette-et-notations/emissions-marche/credit-agricole-s.a.-emissions-marche>), on the website of the AMF (www.amf-france.org) and copies may be obtained from Crédit Agricole S.A., 12, Place des États-Unis, 92127 Montrouge Cedex, France.

- | | | |
|-----|--|--|
| 1. | Issuer: | Crédit Agricole S.A. |
| 2. | (i) Series Number: | 671 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Pounds Sterling (“ GBP ”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | GBP 400,000,000 |
| | (ii) Tranche: | GBP 400,000,000 |
| 5. | Issue Price: | 99.714 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination: | GBP 100,000 |
| 7. | (i) Issue Date: | 14 June 2023 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 14 June 2031 |
| 9. | Interest Basis: | 6.375 per cent. Fixed Rate (Resettable)
(further particulars specified in paragraph 15 below) |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount. |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Noteholder Put/Issuer Call: | Issuer Call
(further particulars specified in paragraph 20 below) |
| 13. | Status: | Senior Non-Preferred Notes |
| 14. | Dates of the corporate authorisations for issuance of the Notes: | Resolution of the Board of Directors of the Issuer dated 8 February 2023 and the |

décision d'émission dated 12 June 2023.

Provisions Relating to Interest (if any) Payable

15. Fixed Rate Note: Applicable from (and including) the Issue Date to (but excluding) the Maturity Date
- (i) Rate of Interest: Resettable
 - (ii) Interest Payment Dates: 14 June in each year from (and including) 14 June 2024 up to (and including) the Maturity Date
 - (iii) Fixed Coupon Amount: GBP 6,375 per Note of GBP 100,000 Specified Denomination payable on each Interest Payment Date from, and including 14 June 2023 to, and including, the First Reset Date
 - (iv) Broken Amount: Not Applicable
 - (v) Day Count Fraction: Actual/Actual-ICMA, not adjusted
 - (vi) Determination Dates: 14 June in each year
 - (vii) Resettable Notes: Applicable
 - Initial Rate of Interest: The Initial Rate of Interest from (and including) the Issue Date to (but excluding) the First Reset Date is 6.375 per cent. *per annum* payable annually in arrear
 - First Margin: + 2.192 per cent. *per annum*
 - Subsequent Margin: Not Applicable
 - First Reset Date: 14 June 2030
 - Second Reset Date: Not Applicable
 - Subsequent Reset Date(s): Not Applicable
 - Reset Determination Date(s): Two (2) banking days in London prior to the First Reset Date
 - Reset Reference Rate: Sterling Reference Bond Rate
 - Relevant Screen Page: Bloomberg screen page GUKG1
 - Relevant Time: 11.00 a.m. (London time)
 - Sterling Reference Bond Rate: Screen Page Sterling Reference Bond Rate
 - First Reset Period Fallback: Not Applicable
 - Party responsible for calculating the Reset Reference Rate and related determination in respect of the Notes and Interest Amount(s)

	(if not the Calculation Agent):	Not Applicable
16.	Floating Rate Note:	Not Applicable
17.	Zero Coupon Note:	Not Applicable
18.	CMS Linked Note:	Not Applicable
19.	Inflation Linked Notes:	Not Applicable
Provisions Relating to Redemption		
20.	Redemption at the Option of the Issuer (Issuer Call):	Applicable
	(i) Optional Redemption Date(s):	The First Reset Date
	(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	GBP 100,000 per Note of GBP 100,000 Specified Denomination
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice Period:	As per Conditions
21.	Clean-up Redemption Option:	Applicable
	(i) Clean-up Percentage:	75 per cent.
	(ii) Notice Period:	As per Conditions
	(iii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	GBP 100,000 per Note of GBP 100,000 Specified Denomination
	(iv) Optional Clean-up Redemption Date(s) (solely if the Clean-Up Percentage is reached):	Any Interest Payment Date
22.	Redemption at the Option of Noteholders (Noteholder Put):	Not Applicable
23.	MREL/TLAC Disqualification Event Call Option:	Applicable
	Early Redemption Amount (in respect of an MREL/TLAC Disqualification Event Call Option):	Final Redemption Amount
24.	Final Redemption Amount of each Note:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their outstanding principal amount.
25.	Early Redemption Amount of each	

	Note:	GBP 100,000 per Note of GBP 100,000 Specified Denomination
26.	Make-Whole Redemption Amount:	Not Applicable

General Provisions Applicable to the Notes


27.	(i) Form of Notes (Bearer Notes):	Dematerialised Notes
	(ii) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
	(iii) Registration Agent:	Not Applicable
	(iv) Calculation Agent(s) (if not the Fiscal Agent):	Not Applicable
	(v) Temporary Global Certificate:	Not Applicable
28.	Exclusion of the possibility to request identification of a Noteholder as Provided by Condition 1(a):	Not Applicable
29.	Financial Center:	London
30.	Talons for future Coupons or Receipts to be attached to Definitive Materialised Bearer Notes (and dates on which such Talons mature):	Not Applicable
31.	Details relating to Instalment Notes:	Not Applicable
32.	Applicable tax regime:	Condition 9(a) applies
33.	Representation of holders of Notes – Masse:	Contractual Masse shall apply
		Primary Appointed Representative: as per the Conditions – F&S Financial Services, 13, rue Oudinot, 75007 Paris, France
		Alternate Appointed Representative: as per the Conditions – Aether Financial Services, 36, rue de Monceau, 75008 Paris, France
		The Primary Appointed Representative or, as the case may be, the Alternate Appointed Representative, will receive a remuneration of EUR 300 per year (excluding taxes), payable as per the Conditions.

Responsibility

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

Signed on behalf of the Issuer on 12 June 2023

Duly represented by: Laurent Côte

DocuSigned by:

4019EB0354C3418...

Part B – Other Information

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 14 June 2023.
- (ii) Estimate of total expenses related to admission to trading: EUR 8,000 (without tax)

2. RATINGS

The Notes to be issued have been rated:

Standard & Poor's: A-

Moody's: A3

Fitch: A+

Standard & Poor's, Moody's and Fitch are established in the European Union and are registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**"). As such, Standard & Poor's, Moody's and Fitch are included in the list of credit rating agencies published by the European Securities and Market Authority on its website in accordance with the CRA Regulation (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

As defined by Standard & Poor's (www.standardandpoors.com), a "A" rating means that the Issuer's capacity to meet its financial commitment on the obligation is strong but somewhat susceptible to adverse economic conditions and changes in circumstances. The addition of a minus (-) sign shows relative standing within that rating categories.

As defined by Moody's (www.moody.com), obligations rated "A" by Moody's are judged to be upper-medium grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category.

As defined by Fitch (www.fitchratings.com), an "A" rating denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The

modifier (+) is appended to denote relative status within this category.

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

Save for the fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- | | | |
|------|-------------------------|---|
| (i) | Reasons for the offer: | The net proceeds will be used for the Issuer's general funding requirements |
| (ii) | Estimated net proceeds: | GBP 397,856,000 |

5. YIELD

Indication of yield:

6.427 per cent. *per annum*

The yield in respect of paragraph 15 of PART A of this issue of Resettable Notes is calculated on the basis of the Issue Price using the following formula:

$$P = \frac{C}{r} (1 - (1+r)^{-n}) + A(1+r)^{-n}$$

where:

- | | |
|---|---|
| P | is the Issue Price of the Notes; |
| C | is the Interest Amount; |
| A | is the outstanding principal amount of Notes due on redemption; |
| n | is time to 14 June 2030 in years; and |
| r | is the yield. |

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- | | | |
|-------|--|--------------|
| (i) | ISIN: | FR001400IKV7 |
| (ii) | Common Code: | 263663136 |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking Société Anonyme and the | |

- | | | |
|------|---|---|
| | relevant identification
number(s): | Euroclear France |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and addresses of
Paying Agent(s) (including
any additional Paying
Agent(s)): | Uptevia
89-91, rue Gabriel Péri
92120 Montrouge
France |

7. DISTRIBUTION

- | | | |
|-------|---|--|
| 1. | Method of distribution: | Syndicated |
| 2. | If syndicated, | |
| (i) | Names of Managers
(specifying Lead
Manager): | <u>Joint Lead Managers</u>
Banco Santander, S.A.
Crédit Agricole Corporate and Investment Bank
HSBC Bank plc
RBC Europe Limited |
| (ii) | Date of Subscription
Agreement (if any): | 12 June 2023 |
| (iii) | Stabilisation Manager(s)
(if any): | HSBC Bank plc |
| 3. | If non-syndicated, name of Dealer: | Not Applicable |
| 4. | Intermediary(ies) in secondary
trading: | Not Applicable |
| 5. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA Not
Applicable |
| 6. | Prohibition of Sales to EEA Retail
Investors under the PRIIPs
Regulation: | Not Applicable |
| 7. | Prohibition of Sales to UK Retail
Investors under the UK PRIIPs
Regulation: | Not Applicable |
| 8. | Additional Selling Restrictions: | Not Applicable |
| 9. | Specific Consent: | Not Applicable |

10. General Consent:

Not Applicable