

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 (EU) 2014/65 (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 7 June 2021



Crédit Agricole S.A.

Legal Entity Identifier (LEI) of the Issuer is 969500TJ5KRTCJQWXH05

Euro 80,000,000,000

Euro Medium Term Note Programme

Series No.: 603

Tranche No: 1

Issue of GBP500,000,000 Subordinated Fixed Rate Resettable Notes due 9 December 2031 (the “Notes”)

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

Joint Lead Managers

Crédit Agricole CIB

NatWest Markets

Nomura

RBC Capital Markets

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 Joint Lead Manager 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 Joint Lead Manager 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 French Law Notes*” in the base prospectus dated 12 April 2021 which has received approval no. 21-101 from the *Autorité des marchés financiers* (the “**AMF**”) on 12 April 2021 and the supplement to it dated 27 May 2021 which has received approval no. 21-185 from the AMF on 27 May 2021 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/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 Etats-Unis, 92127 Montrouge Cedex, France.

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| 1. | Issuer: | Crédit Agricole S.A. |
| 2. | (i) Series Number: | 603 |
| | (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: | GBP500,000,000 |
| | (ii) Tranche: | GBP500,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination: | GBP100,000 |
| 7. | (i) Issue Date: | 9 June 2021 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 9 December 2031 |
| 9. | Interest Basis: | 1.874 per cent. Fixed Rate (Resetable)
<i>(further particulars specified in paragraph 15 below)</i> |
| 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. | Put/Call Options: | Issuer Call
<i>(further particulars specified in paragraph 20 below)</i> |
| 13. | Status: | Subordinated Notes |
| 14. | Dates of the corporate authorisations for issuance of the Notes: | Resolution of the Board of Directors of the Issuer dated 10 February 2021 and the <i>décision d’émission</i> dated 7 June 2021. |

Provisions Relating to Interest (if any) Payable

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| 15. | Fixed Rate Note: | Applicable |
| | (i) Rate of Interest: | Resetable |
| | (ii) Interest Payment Dates: | 9 June and 9 December in each year from (and including) 9 December 2021 up to (and including) the Maturity Date |
| | (iii) Fixed Coupon Amount: | GBP937 per Specified Denomination payable on each Interest Payment Date |

		from, and including 9 December 2021 up to, and including, the First Reset Date
(iv)	Broken Amount:	Not Applicable
(v)	Day Count Fraction:	Actual/Actual-ICMA, Unadjusted
(vi)	Determination Dates:	9 June and 9 December in each year
(vii)	Resetable:	Applicable
–	Initial Rate of Interest:	The Initial Rate of Interest from (and including) the Issue Date to (but excluding) the First Reset Date is 1.874 per cent. <i>per annum</i> payable semi-annually in arrear
–	First Margin:	+ 1.500 per cent. <i>per annum</i>
–	Subsequent Margin:	Not Applicable
–	First Reset Date:	9 December 2026
–	Second Reset Date:	Not Applicable
–	Subsequent Reset Date(s):	Not Applicable
–	Relevant Screen Page:	Not Applicable
–	Reset Reference Rate:	Reference Government Bond with respect to the government security or securities issued by the State responsible for issuing GBP which is the 5-year benchmark Gilt and where: “Screen Page Reference Rate” means the 5-year benchmark Gilt rate which appears on Bloomberg Page GTGBP5Y Govt
–	Mid-Swap Floating Leg	
–	Benchmark Rate:	Not Applicable
–	Mid-Swap Maturity:	Not Applicable
–	Reset Determination Date:	First Reset Date
–	Relevant Time:	11.00 a.m. London time
–	First Reset Period Fallback:	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 (Call Option):	Applicable
(i)	Optional Redemption Date(s):	9 December 2026

	(ii)	Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	GBP100,000 per Note of GBP100,000 Specified Denomination
	(iii)	If redeemable in part:	Not Applicable
	(iv)	Notice Period:	As per Conditions
21.		Clean-up Redemption Option:	Not Applicable
22.		Redemption at the Option of Noteholders (Put Option):	Not Applicable
23.	(i)	MREL/TLAC Disqualification Event Call Option:	Applicable
	(ii)	Early Redemption Amount:	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:	GBP100,000 per Note of GBP100,000 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)	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
	(i)	Instalment Amount(s):	Not Applicable
	(ii)	Instalment Date(s):	Not Applicable
	(iii)	Minimum Instalment Amount:	Not Applicable
	(iv)	Maximum Instalment Amount:	Not Applicable
32.		Applicable tax regime:	Condition 8(a) applies

33. Representation of holders of French Law
Notes – Masse:

Contractual Masse shall apply

Primary Appointed Representative: *as per* the Conditions – F&S Financial Services, 8, rue du Mont Thabor, 75001 Paris, France

Alternate Appointed Representative: *as per* the Conditions – Aether Financial Services, 36, rue de Monceau, 75008 Paris, France

Remuneration: *as per* the Conditions – the remuneration of the Primary Appointed Representative or, as the case may be, the Alternate Appointed Representative, will be equal to EUR 400 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 7 June 2021



Duly represented by: Nadine Fedon

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 9 June 2021.
- (ii) Estimate of total expenses related to admission to trading: EUR 8,225.00 (without tax)

2. RATINGS

The Notes to be issued have been rated:

Standard & Poor's: BBB+

Moody's: Baa1

Fitch: A-

Standard & Poor's, Moody's and Fitch are established in the European Union or in the United Kingdom and are registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**") or under the CRA Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"). 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, a "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation (compared to a higher rating). The addition of a plus (+) sign shows relative standing within that rating categories. As defined by Moody's, obligations rated "Baa" are judged to have medium-grade credit quality and thus subject to moderate credit risk. The modifier 1 indicates that the obligations rank in the higher end of that generic assessment category.

As defined by Fitch, 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 as discussed in “Subscription and Sale” in the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) | Reasons for the offer: | The net proceeds will be used for the Issuer's general funding requirements |
| (ii) | Estimated net proceeds: | GBP498,000,000.00 |

5. YIELD

Indication of yield: 1.874 per cent. *per annum* until the First Reset Date

The yield in respect of this issue of 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:

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|---|---|
| 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 9 December 2026 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

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| (i) | ISIN: | FR0014003W84 |
| (ii) | Common Code: | 235137615 |
| (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)): CACEIS Corporate Trust
14, rue Rouget de Lisle
92682 Issy Les Moulineaux
Cedex 9 France

7. DISTRIBUTION

1. Method of distribution: Syndicated
2. If syndicated,
 - (i) Names of Managers (specifying Lead Manager): **Joint Lead Managers**
Crédit Agricole Corporate and Investment Bank
NatWest Markets N.V.
Nomura Financial Products Europe GmbH
RBC Europe Limited
 - (ii) Date of Subscription Agreement (if any): 7 June 2021
 - (iii) Stabilisation Manager(s) (if any): Crédit Agricole Corporate and Investment Bank
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 PRIIPs Regulation: Not Applicable
8. Additional Selling Restrictions: Not Applicable
9. Specific Consent: Not Applicable

10. General Consent:

Not Applicable