

**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 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 (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 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 Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Final Terms dated 10 January 2022



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: 616

Tranche No: 1

Issue of EUR 1,000,000,000 Senior Non-Preferred Fixed Rate Notes due 12 July 2032  
(the "Notes")

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

*Lead Manager and Sole Bookrunner*

CRÉDIT AGRICOLE CIB

*Joint Lead Managers*

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

BAYERN LB

CAIXABANK, S.A.

STANDARD CHARTERED BANK

*Co-Lead Managers*

ANZ

BANCA AKROS SPA - GRUPPO BANCO BPM

DZ BANK AG

HAUCK AUFHÄUSER LAMPE PRIVATBANK AG

KBC BANK

LA BANQUE POSTALE

MILLENNIUM BCP

MPS CAPITAL SERVICES BANCA PER LE IMPRESE SPA

NORD/LB

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 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, the first supplement to it dated 27 May 2021 which has received approval no. 21-185 from the AMF on 27 May 2021, the second supplement to it dated 23 August 2021 which has received approval no. 21-366 from the AMF on 23 August 2021, the third supplement to it dated 23 November 2021 which has received approval no. 21-501 from the AMF on 23 November 2021 and the fourth supplement to it dated 3 January 2022 which has received approval no. 22-003 from the AMF on 3 January 2022 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](http://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:                             | 616   |
|     | (ii) Tranche Number:                           | 1   |
|     | (iii) Date on which the Notes become fungible: | Not Applicable  |
| 3.  | Specified Currency or Currencies:              | Euro (“ <b>EUR</b> ”)   |
| 4.  | Aggregate Nominal Amount:                      |   |
|     | (i) Series:                                    | EUR 1,000,000,000   |
|     | (ii) Tranche:                                  | EUR 1,000,000,000   |
| 5.  | Issue Price:                                   | 99.795 per cent. of the Aggregate Nominal Amount  |
| 6.  | Specified Denomination:                        | EUR 100,000   |
| 7.  | (i) Issue Date:                                | 12 January 2022   |
|     | (ii) Interest Commencement Date:               | Issue Date  |
| 8.  | Maturity Date:                                 | 12 July 2032  |
| 9.  | Interest Basis:                                | 1.125 per cent. Fixed Rate<br>(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. | Put/Call Options:  | Not Applicable   |
| 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 10 February 2021 and the <i>décision d'émission</i> dated 10 January 2022 |

#### **Provisions Relating to Interest (if any) Payable**

|     |                              |  |
|-----|------------------------------|--|
| 15. | Fixed Rate Note:             | Applicable   |
|     | (i) Rate of Interest:        | 1.125 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date  |
|     | (ii) Interest Payment Dates: | 12 July in each year, from (and including) 12 July 2022, up to (and including) the Maturity Date   |
|     | (iii) Fixed Coupon Amount:   | EUR 1,125 per Specified Denomination payable on each Interest Payment Date, except for the amount payable in respect of the short first Interest Accrual Period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the Interest Payment Date falling on 12 July 2022 which shall be the Broken Amount |
|     | (iv) Broken Amount:          | EUR 557.88, per Specified Denomination, payable on the Interest Payment Date falling on 12 July 2022   |
|     | (v) Day Count Fraction:      | Actual/Actual-ICMA, not adjusted   |
|     | (vi) Determination Dates:    | 12 July in each year   |
|     | (vii) Resettable:            | 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): | Not Applicable |
| 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: | EUR 100,000 per Note of EUR 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) 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:   | TARGET2  |
| 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 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

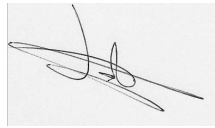
Alternate Appointed Representative, will be equal to EUR 400 per year (excluding taxes), payable as per the Conditions.

**Responsibility**

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

Signed on behalf of the Issuer on 10 January 2022

Duly represented by: Laurent Côte

A handwritten signature in black ink, appearing to be 'L. Côte', written over a light gray rectangular background.

## 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 12 January 2022 |
| (ii) Estimate of total expenses related to admission to trading: | EUR 8,500 (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 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](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)).

As defined by Standard & Poor's, an "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. The addition of a minus (-) sign shows relative standing within that rating categories.

As defined by Moody's, obligations rated "A" 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, 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 Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The 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: | EUR 994,200,000   |

### 5. YIELD

Indication of yield:

1.146 per cent. *per annum*

The yield in respect of this issue of Fixed Rate 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 maturity 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:   | FR0014007MK3   |
| (ii)  | Common Code:  | 243097126  |
| (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<br>14, rue Rouget de Lisle<br>92682 Issy Les Moulineaux<br>Cedex 9 France |

## 7. DISTRIBUTION

1. Method of distribution: Syndicated

2. If syndicated,

- (i) Names of Managers  
(specifying Lead Manager):

### **Lead Manager**

Crédit Agricole Corporate and Investment Bank

### **Joint Lead Managers**

Banco Bilbao Vizcaya Argentaria, S.A.

Bayerische Landesbank

CaixaBank, S.A.

Standard Chartered Bank AG

### **Co-Lead Managers**

Australia and New Zealand Banking Group Limited

Banca Akros SpA - Gruppo Banco BPM

Banco Comercial Português, S.A.

DZ BANK AG Deutsche Zentral-

Genossenschaftsbank, Frankfurt am Main,

Hauck Aufhäuser Lampe Privatbank AG  
KBC Bank NV  
La Banque Postale  
MPS Capital Services Banca per le Imprese SpA  
Norddeutsche Landesbank – Girozentrale –

- |       |  |   |
|-------|--|---|
| (ii)  | Date of Subscription Agreement (if any): | 10 January 2022                               |
| (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 UK PRIIPs Regulation: Not Applicable
  8. Additional Selling Restrictions: Not Applicable
  9. Specific Consent: Not Applicable
  10. General Consent: Not Applicable