

## FINAL TERMS

**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.

<http://www.oblible.com>

**Final Terms dated 27 September 2022**



**Crédit Agricole S.A.**

**Legal Entity Identifier (LEI) of the Issuer:  
969500TJ5KRTCJQWXH05**

**Euro 85,000,000,000**

**Euro Medium Term Note Programme**

**Series No.: 642**

**Tranche No.: 1**

**Issue of AUD 30,000,000 Subordinated Tier 2 Fixed Rate Notes due September 2042  
(the “Notes”)**

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

**Dealer**

**Mizuho Securities Europe GmbH**

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 Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any consumer (consument / consommateur) within the meaning of the Belgian Code of Economic Law (*Wetboek van economisch recht/Code de droit économique*), as amended, in Belgium.

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 8 April 2022 which has received approval no. 22-090 from the *Autorité des marchés financiers* (the “**AMF**”) on 8 April 2022, the first supplement to it dated 17 May 2022 which has received approval no. 22-158 from the AMF on 17 May 2022, the second supplement to it dated 27 June 2022 which has received approval no. 22-246 from the AMF on 27 June 2022 and the third supplement to it which has received approval no. 22-353 from the AMF on 17 August

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:	642
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Australian Dollar (“ <b>AUD</b> ”)
4.	Aggregate Nominal Amount:	
	(i) Series:	AUD 30,000,000
	(ii) Tranche:	AUD 30,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination:	AUD 200,000
7.	(i) Issue Date:	29 September 2022
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	29 September 2042
9.	Interest Basis:	6.75 per cent. Fixed Rate (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:	Not Applicable
13.	Status:	Subordinated Notes
14.	Dates of the corporate authorisations for issuance of the Notes:	Resolutions of the Board of Directors of the Issuer dated 9 February 2022 and the Final Terms dated 27 September

2022 which constitute the *décision d'émission*

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

<b>15.</b>	Fixed Rate Note:	Applicable
	(i) Rate of Interest:	6.75 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	29 September in each year from (and including) 29 September 2023 up to (and including) 29 September 2042
	(iv) Fixed Coupon Amount:	AUD 13,500 per Specified Denomination, payable on each Interest Payment Date
	(v) Broken Amount:	Not Applicable
	(vi) Day Count Fraction:	30/360, not adjusted
	(vii) Determination Dates:	Not Applicable
	(viii) Resettable Notes:	Not Applicable
<b>16.</b>	Floating Rate Note:	Not Applicable
<b>17.</b>	Zero Coupon Note:	Not Applicable
<b>18.</b>	CMS Linked Note:	Not Applicable
<b>19.</b>	Inflation Linked Notes:	Not Applicable

### Provisions Relating to Redemption

<b>20.</b>	Redemption at the Option of the Issuer (Issuer Call):	Not Applicable
<b>21.</b>	Clean-up Redemption Option:	Not Applicable
<b>22.</b>	Redemption at the Option of Noteholders (Noteholder Put):	Not Applicable
<b>23.</b>	(i) MREL/TLAC Disqualification Event Call Option:	Applicable
	(ii) Early Redemption Amount:	Final Redemption Amount
<b>24.</b>	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
<b>25.</b>	Early Redemption Amount of each Note:	AUD 200,000 per Note of AUD 200,000 Specified Denomination


<b>26.</b>	Make-Whole Redemption Amount:	Not Applicable
<b>28.</b>	<b>General Provisions Applicable to the Notes</b>	
	(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
	(iv) Temporary Global Certificate:	Not Applicable
<b>29.</b>	Exclusion of the possibility to request identification of a Noteholder as Provided by Condition 1(a):	Not Applicable
<b>30.</b>	Financial Center(s):	Sydney
<b>31.</b>	Talons for future Coupons or Receipts to be attached to Definitive Materialised Bearer Notes (and dates on which such Talons mature):	Not Applicable
<b>32.</b>	Details relating to Instalment Notes: amount of each Instalment, date on which each payment is to be made:	Not Applicable
<b>33.</b>	Applicable tax regime:	Condition 9(a) applies
<b>34.</b>	Representation of holders of French Law Notes – <i>Masse</i> :	Contractual Masse shall apply Primary Appointed Representative: <i>as per</i> the Conditions – F&S Financial Services, 13 rue Oudinot, 75007 Paris Alternate Appointed Representative: <i>as per</i> the Conditions – Aether Financial Services, 36 rue de Monceau, 75008 Paris Remuneration: <i>as per</i> the Conditions – the remuneration of the Primary Appointed Representative or, as the case may be, the Alternate Appointed Representative, will be equal to EUR 300 per year (excluding taxes), payable <i>as per</i> the Conditions.

## **Responsibility**

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

Signed on behalf of the Issuer on 27 September 2022

Duly represented by: Laurent Côte

DocuSigned by:  
  
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## 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 the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 12,500   |

### 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 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](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)).

*As defined by Standard & Poor's, a "BBB+" rating means adequate capacity to meet financial commitments, but more subject to adverse economic conditions.*

*"Obligations rated "Baa1" by Moody's are judged to be subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics.*

*As defined by Fitch, an "A-" rating denotes expectations of low credit 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, 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: | AUD 29,922,000   |

**5. Fixed Rate Notes and Resettable Notes only — YIELD**

Indication of yield:	6.75 per cent. <i>per annum</i>
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**6. OPERATIONAL INFORMATION**

- |       |   |  |
|-------|---|--|
| (i)   | ISIN:   | FR001400CW87   |
| (ii)  | Common Code:  | 253876735  |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking Société Anonyme and the relevant identification number(s): | Not Applicable   |
| (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:   | Non-syndicated   |
| 2. | If syndicated,  |  |
|    | (i) Names of Managers (specifying Lead Manager):                | Not Applicable   |
|    | (ii) Date of Subscription Agreement (if any):                   | Not Applicable   |
|    | (iii) Material features of the Subscription Agreement (if any): | Not Applicable   |
|    | (iv) Stabilisation Manager(s) (if any):                         | Not Applicable   |
| 3. | If non-syndicated, name and address of Dealer:                  | Mizuho Securities Europe GmbH,<br>Taunustor 1, 60310 Frankfurt am Main,<br>Germany |



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|-----|---|--|
| 4.  | Intermediary(ies) in secondary trading                                      | Not Applicable                                     |
| 6.  | U.S. Selling Restrictions   | Reg. S Compliance Category 2; TEFRA not applicable |
| 7.  | Prohibition of Sales to EEA Retail Investors under the PRIIPs Regulation:   | Not Applicable                                     |
|     | Prohibition of Sales to UK Retail Investors under the UK PRIIPs Regulation: | Not Applicable                                     |
| 8.  | Additional Selling Restrictions:  | Not Applicable                                     |
| 9.  | Non-Exempt Offer:   | Not Applicable                                     |
| 10. | Specific Consent:   | Not Applicable                                     |
| 11. | General Consent:  | Not Applicable                                     |