

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 25 November 2022



Crédit Agricole S.A.

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

Euro 85,000,000,000

Euro Medium Term Note Programme

Series No: 649

Tranche No: 1

**Issue of GBP 750,000,000 Senior Non-Preferred Callable Fixed Rate Resettable Notes
due 29 November 2027 (the "Notes")**

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

Joint Lead Managers

Crédit Agricole CIB

HSBC

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 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, the third supplement to it dated 17 August 2022 which has received approval no. 22-353 from the AMF on 17 August 2022 and the fourth supplement to it dated 18 November 2022 which has received approval no. 22-455 from the AMF on 18 November 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) and copies may be obtained from Crédit Agricole S.A., 12, Place des États-Unis, 92127 Montrouge Cedex, France.

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| 1. | Issuer: | Crédit Agricole S.A. |
| 2. | (i) Series Number: | 649 |
| | (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 750,000,000 |
| | (ii) Tranche: | GBP 750,000,000 |
| 5. | Issue Price: | 99.604 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination: | GBP 100,000 |
| 7. | (i) Issue Date: | 29 November 2022 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 29 November 2027 |
| 9. | Interest Basis: | 5.75 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 9 February 2022 (as amended and completed by the resolution of the Board of Directors of the Issuer dated 3 August 2022) and the <i>décision d'émission</i> dated 25 November 2022

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:	29 November in each year, from (and including) 29 November 2023, up to (and including) the Maturity Date
(iii)	Fixed Coupon Amount:	GBP 5,750 per Note of GBP 100,000 Specified Denomination payable on each Interest Payment Date from, and including 29 November 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:	29 November 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 5.75 per cent. <i>per annum</i> payable annually in arrear
—	First Margin:	+ 2.617 per cent. <i>per annum</i>
—	Subsequent Margin:	Not Applicable
—	First Reset Date:	29 November 2026
—	Second Reset Date:	Not Applicable
—	Subsequent Reset Date(s):	Not Applicable
—	Relevant Screen Page:	Bloomberg screen page GUKG1
—	Reset Reference Rate:	Sterling Reference Bond Rate
—	Reference Government Bond:	Not Applicable
—	Reference Government	

	Bond Rate:	Not Applicable
–	Reference Government Bond Dealers:	Not Applicable
–	Sterling Reference Bond Rate:	Dealer Quotations Reference Government Bond Rate
–	CMT Rate Maturity:	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
–	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:	Not Applicable
22.	Redemption at the Option of Noteholders (Noteholder Put):	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:	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 French Law 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 25 November 2022

Duly represented by: Laurent Côte

DocuSigned by:

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PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) Listing: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 29 November 2022 |
| (ii) Estimate of total expenses related to admission to trading: | EUR 5,000 (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, 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, 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, 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: | GBP 745,530,000 |

5. YIELD

Indication of yield:

5.864 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:

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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 29 November 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: | FR001400E920 |
| (ii) | Common Code: | 256072114 |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV | |

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| 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
14, rue Rouget de Lisle
92682 Issy-Les-Moulineaux
Cedex 9 France |

7. DISTRIBUTION

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| 1. Method of distribution: | Syndicated |
| 2. If syndicated, | |
| (i) Names of Managers
(specifying Lead
Manager): | Joint Lead Managers
Crédit Agricole Corporate and Investment Bank
HSBC Bank plc
NatWest Markets N.V.
Nomura Financial Products Europe GMBH
RBC Europe Limited |
| (ii) Date of Subscription
Agreement (if any): | 25 November 2022 |
| (iii) Stabilisation Manager(s)
(if any): | Not Applicable |
| 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 |

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| 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 |