

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each 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 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 16 January 2023**



**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: 654**

**Tranche No: 1**

**Issue of EUR 1,000,000,000 Senior Preferred Fixed Rate Notes due 18 January 2033  
(the "Notes")**

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

***Lead Manager and Sole Bookrunner***

**Crédit Agricole CIB**

***Joint Lead Managers***

**DZ BANK AG**

**IMI – Intesa Sanpaolo**

**Natixis**

***Co-Lead Managers***

**ABANCA**

**Banca Akros S.p.A. – Gruppo Banco BPM**

**BayernLB**

**DNB Markets**

**La Banque Postale**

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, the third supplement to it dated 17 August 2022 which has received approval no. 22-353 from the AMF on 17 August 2022, the fourth supplement to it dated 18 November 2022 which has received approval no. 22-455 from the AMF on 18 November 2022 and the fifth supplement to it dated 2 January 2023 which has received approval no. 23-004 from the AMF on 2 January 2023, 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](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:	654
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Euro (“EUR”)
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 1,000,000,000
5.	Issue Price:	99.984 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination:	EUR 100,000
7.	(i) Issue Date:	18 January 2023
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	18 January 2033
9.	Interest Basis:	4.00 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:	Senior 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 16 January 2023

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

15.	Fixed Rate Note:	Applicable
	(i) Rate of Interest:	4.00 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	18 January in each year, from (and including) 18 January 2024, up to (and including) the Maturity Date
	(iii) Fixed Coupon Amount:	EUR 4,000 per Specified Denomination payable on each Interest Payment Date
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual-ICMA, not adjusted
	(vi) Determination Dates:	18 January in each year
	(vii) Resetable Notes:	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):	Not Applicable
21.	Clean-up Redemption Option:	Applicable
	(i) Clean-up Percentage:	80 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):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	(iv) Optional Clean-up Redemption Date(s) (solely if the Clean-Up Percentage is	

	reached):	Interest Payment Dates
22.	Redemption at the Option of Noteholders (Noteholder Put):	Not Applicable
23.	(i) MREL/TLAC Disqualification Event Call Option:	Not 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
27.	Events of Default:	Not Applicable
<b>General Provisions Applicable to the Notes</b>		
28.	(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
29.	Exclusion of the possibility to request identification of a Noteholder as Provided by Condition 1(a):	Not Applicable
30.	Financial Center(s):	TARGET2
31.	Talons for future Coupons or Receipts to be attached to Definitive Materialised Bearer Notes (and dates on which such Talons mature):	Not Applicable
32.	Details relating to Instalment Notes:	Not Applicable
33.	Applicable tax regime:	Condition 9(a) applies

34. 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 16 January 2023

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 18 January 2023
- (ii) Estimate of total expenses related to admission to trading: EUR 9,600 (without tax)

### 2. RATINGS

The Notes to be issued have been rated:

Standard & Poor's: A+

Moody's: Aa3

Fitch: AA-

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, an “A” rating means that the Issuer's capacity to meet its financial commitments on the obligation is strong but somewhat susceptible to economic conditions and changes in circumstances. The addition of a plus (+) sign shows relative standing within that rating categories.

As defined by Moody's, obligations rated “Aa3” are judged to be of high quality and are subject to very low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category.

As defined by Fitch, an “AA” rating denotes expectations of very low default risk. It indicates very strong capacity for payment of financial



commitments. This capacity is not significantly vulnerable to foreseeable events. 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 issue. 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 996,590,000   |

### 5. YIELD

Indication of yield:

4.002 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: FR001400F7K2
- (ii) Common Code: 257778193
- (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):
    - Lead Manager and Sole Bookrunner**  
Crédit Agricole Corporate and Investment Bank
    - Joint Lead Managers**  
DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main  
Intesa Sanpaolo S.p.A.  
Natixis
    - Co-Lead Managers**  
ABANCA Corporación Bancaria, S.A.  
Banca Akros S.p.A.  
Bayerische Landesbank  
DNB Bank ASA  
La Banque Postale
  - (ii) Date of Subscription Agreement (if any): 16 January 2023
  - (iii) Stabilisation Manager(s) (if any): Crédit Agricole Corporate and Investment Bank

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|--|--|
| 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                                     |