

SUPPLEMENT TO THE BASE PROSPECTUS DATED 3 OCTOBER 2012

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

*(a limited liability company incorporated in France as a "Société Anonyme", governed by a Board of Directors, registered at the "Registre du Commerce et des Sociétés de Nanterre" under the reference SIREN 304 187 701, having its registered office at 9 quai du Président Paul Doumer, 92920 Paris
La Défense Cedex, France)*

and

CREDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED

(incorporated in Guernsey)

and

CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED

(incorporated in Guernsey)

and

CREDIT AGRICOLE CIB FINANCIAL SOLUTIONS

(incorporated in France)

€50,000,000,000

**Structured Euro Medium Term Note Programme
unconditionally and irrevocably guaranteed by**

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

This supplement (the **Second Supplement** or the **Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 18 June 2012 (the **Base Prospectus**) and the first supplement dated 27 June 2012 (the **First Supplement**) (together with the Second Supplement, the "Supplements"), in relation to the €50,000,000,000 Structured Euro Medium Term Note Programme of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (each an **Issuer** and together the **Issuers**). Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

On 18 June 2012, the *Commission de Surveillance du Secteur Financier* (the **CSSF**) approved the Base Prospectus as a base prospectus for the purposes of Directive 2003/71/EC and the Luxembourg Law on prospectuses for securities dated 10 July 2005. This Second Supplement constitutes a supplement to the Base Prospectus for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act**).

Each of Crédit Agricole Corporate and Investment Bank (in respect of itself and Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions) and Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (in respect of themselves) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (who have taken all reasonable care to ensure that such is the case) the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in any of the Supplements, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, exercisable until 5 October 2012, 5 p.m Paris time, to withdraw their acceptances.

This Supplement has been produced for the purposes of incorporating by reference:

- I. Financial review at 30 June 2012 of Credit Agricole Corporate and Investment Bank (update of 2011 shelf-registration document)
- II. Half year financial statements ended 30 June 2012 of Credit Agricole CIB Financial Products (Guernsey) Limited, as completed by (III) the Note to the financial statements of Crédit Agricole CIB Financial Products (Guernsey) Limited for the period ended June 30, 2012
- IV Half year financial statements ended 30 June 2012 of Credit Agricole CIB Finance (Guernsey) Limited, as completed by (V) the Note to the financial statements of Crédit Agricole CIB Finance (Guernsey) Limited for the period ended June 30, 2012
- VI. Half year financial statements ended 30 June 2012 of Credit Agricole CIB Financial Solutions

This Supplement has also been produced to amend the Base Prospectus according to the below:

(i) On page 227 (Annex 6 – Additional Terms and Conditions for Credit Linked Notes),

“**Cash Settlement Date** means either:

- (a) if "Settlement at Maturity" is specified as "Applicable" in the Final Terms, or if neither "Applicable" or "Not Applicable" is specified, the later of (i) the Scheduled Maturity Date and (ii) five Business Days after calculation of the Final Price; or
- (b) if "Settlement at Maturity" is specified as "Applicable" in the Final Terms, the date that is the number of Business Days specified in the Final Terms (or, if a number of Business Days is not specified, three Business Days) immediately following the determination of the Weighted Average Final Price.”

Will be replaced by:

“**Cash Settlement Date** means either:

- (c) if "Settlement at Maturity" is specified as "Applicable" in the Final Terms, or if neither "Applicable" or "Not Applicable" is specified, the later of (i) the Scheduled Maturity Date and (ii) five Business Days after calculation of the Final Price; or
- (d) if "Settlement at Maturity" is specified as "**Not** Applicable" in the Final Terms, the date that is the number of Business Days specified in the Final Terms (or, if a number of Business Days is not specified, three Business Days) immediately following the determination of the Weighted Average Final Price.”

(ii) On page 281, the section “Recent Developments” shall be amended as follows:

“RECENT DEVELOPMENTS

Capitalisation of Crédit Agricole Corporate and Investment Bank (CACIB)

Except as set forth in this Base Prospectus including, for the avoidance of doubt, the Documents Incorporated by Reference, there has been no material change in the capitalisation of CACIB since 30 June 2012.

The share capital at 30 June 2012 as set out on page 34 of the update of the 2011 Shelf-Registration Document of CACIB reflects the consolidated capitalisation of CACIB after payment of the dividend proposed by the Board of the Directors on 21 February 2012 to CACIB's Annual General Shareholders' Meeting held on 9 May 2012. Shareholders were offered the option of receiving the dividend in cash or in newly issued shares.

Further to the resolution adopted by the Shareholders General Meeting of 9 May 2012, the shareholders opted from 9 May 2012 until 21 June 2012 inclusive for the payment in shares of the dividends payable to them.

The stock dividend payment resulted on 21 June 2012 in the issuance of 17,751,981 new shares with a nominal value of € 27 each (representing an increase of 7.07 per cent. of the share capital). This resulted in a capital increase of € 479,303,487, and a € 168,112,60.07 share premium, increasing CACIB's capital to € 7,254,575,271 (from € 6,775,271,784).

The new shares carry dividend rights as of 1st January 2012 and have the same rights as the existing shares of CACIB.

The cash dividend for shareholders not opting for payment in shares was also paid on 21 June 2012.

The payment of the dividend by CACIB resulted in a payment of € 647,414,859.36 in the aggregate.

Updated financial data

An update of the financial data concerning CACIB was published with the first semester 2012 financial results in the document entitled " Update of 2011 shelf-registration document ; Financial review at 30 June 2012 " and available on Crédit Agricole CIB's website at the following address:

<http://www.ca-cib.com/group-overview/financial-information.htm>

Other events

No other significant events took place during the period"

I. Financial review at 30 June 2012 of Credit Agricole Corporate and Investment Bank (update of 2011 shelf-registration document)

The following table indicates the page references corresponding to the main information headings required by regulation EC 809/2004 (annex XI) enacting the terms of the Prospectus Directive.

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Any information not listed in the cross reference list but included in the document incorporated by reference is given for information purpose only.

This document will be published on the Luxembourg Stock Exchange's website: www.bourse.lu

II. Half year financial statements ended 30 June 2012 of CREDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED, as completed by (III) the Note to the financial statements of Crédit Agricole CIB Financial Products (Guernsey) Limited for the period ended 30 June 2012	
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IV. Half year financial statements ended 30 June 2012 of CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED, as completed by (V) the Note to the financial statements of Crédit Agricole CIB Finance (Guernsey) Limited for the period ended 30 June 2012	
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Arranger and Dealer
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

Dealers

**Crédit Agricole Securities Asia
B.V., Tokyo Branch**

**Crédit Agricole Securities (USA)
Inc.**

Crédit Lyonnais

The date of this Supplement is 3 October 2012